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ORIENTAL WATCH HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 398)

PROPOSALS RELATING TO GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND AMENDMENT OF BYE-LAWS NOTICE OF ANNUAL GENERAL MEETING AND RE-ELECTION OF DIRECTORS

The notice convening the annual general meeting of the Company to be held at Function room 35B and 35C, Level 35, Two Pacific Place, No. 88 Queensway, Admiralty, Hong Kong on 8 September 2021 at 3:00 p.m. is set out on pages 37 to 41 of this circular.

27 July 2021

LETTER FROM THE BOARD



ORIENTAL WATCH HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 398)

Directors:

Yeung Him Kit, Dennis (*Chairman*)

Yeung Man Yee, Shirley

Lam Hing Lun, Alain

Sun Ping Hsu, Samson*

Li Sau Hung, Eddy*

Choi Man Chau, Michael*

Principal Office:

Room 312-8

China Insurance Group Building

141 Des Voeux Road Central

Hong Kong

* *Independent non-executive directors*

27 July 2021

To the shareholders

Dear Sir or Madam,

**PROPOSALS RELATING TO
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND AMENDMENT OF BYE-LAWS
NOTICE OF ANNUAL GENERAL MEETING
AND RE-ELECTION OF DIRECTORS**

INTRODUCTION

At the annual general meeting of Oriental Watch Holdings Limited (the “Company”) for the year ended 31 March 2021, resolutions will be proposed to grant to the directors of the Company general mandates to issue and repurchase shares of the Company and to amend the Bye-laws of the Company.

LETTER FROM THE BOARD

The purpose of this circular is to give you further details of the abovementioned proposals and notice of the annual general meeting of the Company for the year ended 31 March 2021 (the “AGM”). In compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), this circular also contains the explanatory statement and gives all the information reasonably necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the purchase by the Company of its own shares, together with particulars of the directors proposed to be re-elected at the AGM.

GENERAL MANDATE TO ISSUE SHARES

At the AGM an ordinary resolution will be proposed to grant a general mandate to the directors of the Company to allot, issue and dispose of shares of the Company not exceeding 20 per cent of the share capital of the Company in issue on the date of the resolution to provide flexibility to the Company to raise fund by issue of shares efficiently. On 21 July 2021 (the “Latest Practicable Date”), being the latest practicable date prior to printing of this circular, there were in issue an aggregate of 487,358,224 shares of HK\$0.10 each of the Company (“Shares”). On the assumption that no Share will be issued or repurchased prior to the AGM, exercise in full of the mandate could result in up to 97,471,644 Shares being issued by the Company. The mandate allows the Company to allot, issue and dispose of shares during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by an ordinary resolution of the shareholders in a general meeting of the Company.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will also be proposed that the directors be given a general mandate to exercise all powers of the Company to repurchase issued and fully paid shares of the Company. Under such mandate, the number of shares that the Company may repurchase shall not exceed 10 per cent of the share capital of the Company in issue on the date of the resolution. The Company’s authority is restricted to purchases made on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) in accordance with the Listing Rules. Based on 487,358,224 Shares in issue as at the Latest Practicable Date and on the assumption that no Share will be issued or repurchased prior to the AGM, exercise in full of the mandate could result in up to 48,735,822 Shares being repurchased by the Company. The mandate allows the Company to make or agree to make purchases only during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by an ordinary resolution of the shareholders in a general meeting of the Company.

LETTER FROM THE BOARD

The directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases may enhance the net value of the Company and/or earnings per Share. As compared with the financial position of the Company as at 31 March 2021 (being the date of its latest audited accounts), the directors consider that there would be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed purchases were to be carried out in full during the proposed purchase period. No purchase would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company.

The Company is empowered by its Memorandum of Association and Bye laws to purchase its shares. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company before the shares are repurchased.

The directors intend to apply the capital paid up on the relevant Shares and/or the profit that would otherwise be available for distribution by way of dividend for any purchase of its shares.

Directors, their close associates and core connected persons

None of the directors nor, to the best of the knowledge and belief of the directors having made all reasonable enquiries, any of the close associates (as defined in the Listing Rules) of any of the directors has any present intention, in the event that the proposal is approved by shareholders, to sell Shares to the Company.

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make purchases of Shares.

LETTER FROM THE BOARD

Undertaking of the directors

The directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the proposed resolution in accordance with the Listing Rules and all applicable laws of Bermuda, and in accordance with the regulations set out in the Memorandum of Association and Bye laws of the Company.

Effect of Takeovers Code

A repurchase of Shares by the Company may result in an increase in the proportionate interest of a substantial shareholder of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “Code”).

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the late Dr. Yeung Ming Biu, who, together with his associates, held approximately 31.66 per cent of the issued share capital of the Company, was the only substantial shareholder holding more than 10 per cent of the issued share capital of the Company. In the event that the directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution, the shareholding of such shareholder in the Company would be increased to approximately 35.18 per cent of the issued share capital of the Company and such increase would give rise to an obligation on the estate of such shareholder to make a mandatory offer under Rule 26 of the Code.

Stock Exchange Rules for repurchases of shares

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(i) Shareholders’ approval

The Listing Rules provide that all shares repurchases on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, which may be by way of general mandate or by a special approval.

(ii) Source of funds

Repurchases must be funded out of funds legally available for the purpose.

LETTER FROM THE BOARD

General

During each of the six months preceding the date of this circular, no Share had been repurchased by the Company.

During each of the previous 12 months, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

Month	Per Share	
	Highest HK\$	Lowest HK\$
2020		
July	2.04	1.78
August	2.10	1.89
September	2.59	2.25
October	2.49	2.32
November	2.94	2.25
December	2.80	2.46
2021		
January	2.67	2.49
February	2.80	2.50
March	2.72	2.56
April	3.19	2.66
May	3.84	2.95
June	4.65	3.82
July (up to the Latest Practicable Date)	4.56	4.19

LETTER FROM THE BOARD

AMENDMENT OF BYE-LAWS

It is proposed to amend the Company's Bye-laws as follows:

1. in Bye-law 1, the following definitions be added according to alphabetical order:

“announcement”	an official publication of a Notice or document of the Company, including a publication, subject to and to such extent permitted by the Listing Rules, by electronic communication or by advertisement published in the newspapers or in such manner or means ascribed and permitted by the Listing Rules and applicable laws.
“business day”	a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-laws be counted as a business day.
“electronic communication”	a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other electron magnetic means in any form through any medium.
“electronic meeting”	a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members and/or proxies by means of electronic facilities.
“hybrid meeting”	a general meeting convened for the (i) physical attendance by Members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Members and/or proxies by means of electronic facilities.

LETTER FROM THE BOARD

“Listing Rules”	the rules and regulations of the Designated Stock Exchange.
“Meeting Location”	the meaning given to it in Bye-law 64(A).
“physical meeting”	a general meeting held and conducted by physical attendance and participation by Members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations.
“Principal Meeting Place”	the meaning given to it in Bye-law 59(2).
“substantial shareholder”	a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the Listing Rules from time to time) of the voting power at any general meeting of the Company.

2. in Bye-law 2(e), (i) the words “or reproducing” be added after the words “other modes of representing”; and (ii) the words “visible form” be deleted and be replaced by the following:

“legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations”

3. in Bye-law 2(h), all the words after “by proxy at a general meeting of which” be deleted and be replaced by “Notice has been duly given in accordance with Bye-law 59”;
4. in Bye-law 2(i), (i) the phrase “not less than fourteen (14) days” be deleted; and (ii) the words “in accordance with Bye-law 59” be added at the end thereof;

LETTER FROM THE BOARD

5. (i) the full stop at the end of Bye-law 2(j) be deleted and be replaced with “;”; and
(ii) the following new provisions be added after Bye-law 2(j):
- “(k) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;
- (l) a reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Bye-laws and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Bye-laws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;
- (m) references to a person’s participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Bye-laws to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;
- (n) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); and
- (o) where a Member is a corporation, any reference in these Bye-laws to a Member shall, where the context requires, refers to a duly authorised representative of such Member.”
6. in Bye-law 3(1), the words “at the date on which these Bye-laws come into effect” be added after the word “Company”;
7. in Bye-law 4, (i) the word “and” in paragraph (e) thereof be deleted; (ii) the words “make provision for the issue and allotment of shares which do not carry any voting rights; and” shall replace the existing provisions of paragraph (f); and (iii) the existing provisions of paragraph (f) be re-numbered as paragraph (g);

LETTER FROM THE BOARD

8. in Bye-law 9, (i) the phrase “these Bye-laws, and to any special rights conferred on the holders of any shares or attaching to any class of shares,” be added after the phrase “Subject to Sections 42 and 43 of the Act,”; and (ii) the following new provisions be added at the end:

“Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.”

9. in Bye-law 12(1):

- (i) the words “Subject to the Act and these Bye-laws” be deleted and be replaced by the following:

“Subject to the Act, these Bye-laws, any direction that may be given by the Company in general meeting and, where applicable, the Listing Rules and”;

- (ii) the word “Whether” be changed to “whether”;

- (iii) the words “to their nominal value” be added after the phrase “no shares shall be issued at a discount”; and

- (iv) the word “allotment,” be added before the words “offer, option or shares to Members”;

10. in Bye-law 12(2), the words “or convertible securities or securities of similar nature” be added after the phrase “The Board may issue warrants”;

11. in Bye-law 16, the words “or with the Seal printed thereon” be added after the words “a facsimile thereof” in the first sentence thereof;

12. the existing provisions of Bye-law 19 be deleted and be replaced by the following:

“19. Share certificates shall be issued within the relevant time limit as prescribed in the Act or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.”

LETTER FROM THE BOARD

13. in Bye-law 20(2), the words “\$2 or such other” be deleted and be replaced with “the relevant”;
14. the existing provisions of Bye-law 43(1)(a) be deleted and be replaced by the following:
 - “(a) the name and address of each Member, the number and class of shares held by him and, in respect of any shares that are not fully paid, the amount paid or agreed to be considered as paid on such shares;”
15. in Bye-law 44, (i) the words “between 10 a.m. and 12 noon during business hours” be added after the word “inspection” in the first sentence thereof and “, the Registration Office” be deleted from such sentence; and (ii) the words “Designated Stock Exchange or by any means in such manner as may be accepted by the” be added before the words “Designated Stock Exchange” in the last sentence thereof;
16. the existing provisions of Bye-law 45 before paragraph (b) thereof be deleted and be replaced by the following:

“Subject to the Listing Rules, notwithstanding any other provision of these Bye-laws the Company or the Directors may fix any date as the record date for:

 - (a) determining the Members entitled to receive any dividend, distribution, allotment or issue;”
17. the existing provision of Bye-law 51 be deleted and be replaced by the following:

“51. The registration of transfers of shares or of any class of shares may, after notice has been given by announcement or by electronic communication or by advertisement in any newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.”
18. in Bye-law 56, the words “and place” be deleted;

LETTER FROM THE BOARD

19. the second sentence in Bye-law 57 be deleted and be replaced by the following:

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

20. the existing provisions of Bye-law 59 be deleted and be replaced by the following:

“59. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days. All other general meetings (including a special general meeting) must be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the Listing Rules, a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.

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

LETTER FROM THE BOARD

21. the second sentence in Bye-law 62 be deleted and be replaced by the following:

“In any other case it shall stand adjourned to the same day in the next week at the same time and (where applicable) same place(s) or to such time and (where applicable) such place(s) and in such form and manner referred to in Bye-law 57 as the chairman of the meeting (or in default, the Board) may absolutely determine.”

22. the existing provisions of Bye-laws 63 and 64 be deleted and be replaced by the following:

“63. The chairman of the Company or if there is more than one chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at a general meeting. If at any meeting no chairman is present within fifteen (15) minutes after the time appointed for holding the meeting, or is willing to act as chairman, the deputy chairman of the Company or if there is more than one deputy chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman. If no chairman or deputy chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting. For the avoidance of doubt and without prejudice to the foregoing, the chairman of the meeting is not required to be physically present at the Principal Meeting Place so long as he/she is electronically present in the manner provided in Bye-law 64A.

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

LETTER FROM THE BOARD

such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.”

23. the following new provisions be added after Bye-law 64:

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

(2) All general meetings are subject to the following:

- (a) where a Member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;
- (b) Members present in person or by proxy at a Meeting Location and/or Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations and Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;
- (c) where Members attend a meeting by being present at one of the Meeting Locations and/or where Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting

LETTER FROM THE BOARD

has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and

- (d) if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the Notice, the provisions of these By-laws concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.

64B. The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

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

- (a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Bye-law 64A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or

LETTER FROM THE BOARD

- (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or
- (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or
- (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting,

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

64D. The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Bye-law shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

64E. If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general

LETTER FROM THE BOARD

meeting on the date or at the time or place or by means of electronic facilities specified in the Notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Bye-law shall be subject to the following:

- (a) when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of such meeting);
- (b) when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board shall notify the Members of details of such change in such manner as the Board may determine;
- (c) when a meeting is postponed or changed in accordance with this Bye-law, subject to and without prejudice to Bye-law 64, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Bye-laws not less than 48 hours before the time of the postponed or changed meeting; and
- (d) notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the Members.

LETTER FROM THE BOARD

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

64G. Without prejudice to other provisions in Bye-law 64, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.”

24. the existing provisions of Bye-law 66 be deleted and be replaced by the following:

“66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a show of hands every Member present in person or by proxy or (being a corporation) is present by a representative duly authorised under Section 78 of the Act shall have one vote and on a poll every Member present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that in the case of a physical meeting, the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views. Votes may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.

LETTER FROM THE BOARD

(2) In the case of a physical meeting where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Member or Members present in person or in the case of a Member 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 Members having the right to vote at the meeting; or
- (d) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Member.”

- 25. the phrase “Unless a poll is duly demanded and the demand is not withdrawn” in Bye-law 67 be deleted and be replaced by “Where a resolution is voted on by a show of hands”;
- 26. the existing provisions of Bye-law 68 be deleted and be replaced by the following:
 - “68. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules.”
- 27. the existing provisions of Bye-laws 69 and 70 be deleted;

LETTER FROM THE BOARD

28. the sentence “All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Bye-laws or by the Act.” be added as the first sentence in Bye-law 73;
29. (i) the word “poll” after the words “or adjourned meeting or” near the end of Bye-law 75(1) be deleted and be replaced with “postponed meeting”; and (ii) the words “or postponed meeting” be added after “adjourned meeting” in Bye-law 75(2);
30. the words “or postponed meeting” be added after “adjourned meeting” whenever they appear in Bye-law 77;
31. the existing provisions of Bye-laws 80 and 81 be deleted and be replaced by the following:

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

LETTER FROM THE BOARD

- (2) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate), or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or postponed meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
81. Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment or postponement of the meeting as for the meeting to which it relates. The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Bye-laws has not been received in accordance with the requirements of these Bye-laws. Subject to aforesaid, if the proxy appointment and any of the information required under these Bye-laws is not received in the manner set out in these Bye-laws, the appointee shall not be entitled to vote in respect of the shares in question.”

LETTER FROM THE BOARD

32. in Bye-law 82, the words “the taking of the poll” be deleted and be replaced by “postponed meeting”;
33. the existing provisions of Bye-law 86(2) be deleted and be replaced by the following:

“(2) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.”
34. the phrase “and shall continue to act as a Director throughout the meeting at which he retires” be added before the full-stop of the first sentence of Bye-law 87(2);
35. (i) in Bye-law 89(1), the phrase “whereupon the Board resolves to accept such resignation” be deleted; and (ii) the word “or” at the end of Bye-law 89(3) be deleted;
36. the existing provisions of Bye-law 103(1) be deleted and be replaced by the following:

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

 - (i) the giving of any security or indemnity either:
 - (a) to the director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or

LETTER FROM THE BOARD

- (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the director or his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal concerning any other company in which the director or his close associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the director or his close associate(s) is/are beneficially interested in shares of that company, provided that the director and any of his close associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his close associates is derived) or of the voting rights;
- (iv) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
 - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the director or his close associate(s) may benefit; or
 - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to directors, his close associates and employees of the Company or any of its subsidiaries and does not provide in respect of any director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and

LETTER FROM THE BOARD

- (v) any contract or arrangement in which the director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”

- 37. the existing provisions of Bye-law 103A be deleted;
- 38. the words “or postpone” be added after the word “adjourn” in the first sentence of Bye-law 114;
- 39. the existing provisions of Bye-law 115 be deleted and be replaced by the following:

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

- 40. in Bye-law 116(2), (i) the phrase “, electronic” be added after the word “telephone”; and (ii) the word “Meeting” be changed to “meeting”;
- 41. the existing provisions of Bye-law 118 be deleted and be replaced by the following:

“118. The Board may elect one or more chairman and one or more deputy chairman of its meetings and determine the period for which they are respectively to hold such office. If no chairman or deputy chairman is elected, or if at any meeting no chairman or deputy chairman is present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.”

LETTER FROM THE BOARD

42. the existing provisions of Bye-law 122 be deleted and be replaced by the following:

“122. A resolution in writing signed by all the Directors except such as are temporarily unable to act through ill-health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid shall be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held provided that such number is sufficient to constitute a quorum and that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Bye-laws and further provided that no Director is aware of or has received any objection to the resolution from any Director. A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of this Bye-law. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid. Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.”

43. the existing provisions of Bye-law 127 after paragraph (2) thereof be deleted and be replaced by the following:

“(3) Where the Company appoints and maintains a resident representative ordinarily resident in Bermuda in accordance with the Act, the resident representative shall comply with the provisions of the Act.

(4) The Company shall provide the resident representative with such documents and information as the resident representative may require in order to be able to comply with the provisions of the Act.

(5) The resident representative shall be entitled to have notice of, attend and be heard at all meetings of the Directors or of any committee of such Directors or general meetings of the Company.”

LETTER FROM THE BOARD

44. the existing provisions of Bye-law 129 be deleted;
45. the existing provisions of Bye-law 132(1)(a) and (b) be deleted and be replaced by the following:
- “(a) in the case of an individual, his or her present first name, surname and address; and
- (b) in the case of a company, its name and registered office.”
46. the existing provisions of Bye-law 132(2)(b) be deleted and be replaced by the following:
- “(b) any change in the particulars contained in the Register of Directors and Officers, cause to be entered on the Register of Directors and Officers the particulars of such change.”
47. the existing provisions of Bye-law 132(3) be deleted and be replaced by the following:
- “(3) The Register of Directors and Officers shall be open to inspection by members of the public without charge at the Office between 10:00 a.m. and 12:00 noon during business hours.”
48. (i) the number “(1)” be added at the beginning of the existing provisions of Bye-law 133; and (ii) paragraph (c) thereof be deleted and be replaced by the following:
- “(c) of all resolutions and proceedings of each general meeting of the Members and meetings of the Board.”
49. the following be added as paragraph (2) to Bye-law 133:
- “(2) Minutes prepared in accordance with the Act and these Bye-laws shall be kept by the Secretary at the Office.”

LETTER FROM THE BOARD

50. (i) the number “(1)” be added at the beginning of the existing provisions of Bye-law 136; and (ii) the following provisions be added as second paragraph thereof:
- “(2) Notwithstanding any provision contained in these Bye-laws, the Directors may, if permitted by applicable law, authorise the destruction of documents set out in sub-paragraphs (a) to (e) of paragraph (1) of this Bye-law and any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Bye-law shall apply only to the destruction of a document in good faith and without express notice to the Company and its share registrar that the preservation of such document was relevant to a claim.”
51. (i) the number “(1)” be added at the beginning of the existing provisions of Bye-law 148; (ii) the phrase “and subject to Section 40(2A) of the Act” therein be deleted; and (iii) the following provisions be added as second paragraph thereof:
- “(2) Notwithstanding any provisions in these Bye-laws, the Board may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including the profit and loss account) whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees (including directors) of the Company and/or its affiliates (meaning any individual, corporation, partnership, association, joint-stock company, trust, unincorporated association or other entity (other than the Company) that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company) upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Members at a general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Members at a general meeting.”
52. in Bye-law 153, the words “laid before the Company in” be deleted and be replaced by “at the same time as the notice of annual general meeting and laid before the Company at the annual”;

LETTER FROM THE BOARD

53. the following new provisions be added after Bye-law 153:

“153A.To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations., including, without limitation, the Listing Rules, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 153 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon.

153B. The requirement to send to a person referred to in Bye-law 153 the documents referred to in that provision or a summary financial report in accordance with Bye-law 153A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Bye-law 153 and, if applicable, a summary financial report complying with Bye-law 153A, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.”

54. the words “a retiring”, “fourteen (14)” and “the retiring” in Bye-law 154(2) be deleted and be replaced by “an incumbent”, “twenty-one (21)” and “the incumbent” respectively;

55. the existing provisions of Bye-law 160 be deleted and be replaced by the following:

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

LETTER FROM THE BOARD

- (a) by serving it personally on the relevant person;
 - (b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;
 - (c) by delivering or leaving it at such address as aforesaid;
 - (d) by placing an advertisement in appointed newspapers (as defined in the Act) or other publication and where applicable, or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange;
 - (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 160(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;
 - (f) by publishing it on the Company's website or the website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person that the notice, document or publication is available on the Company's computer network website (a "notice of availability");
or
 - (g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.
- (2) The notice of availability may be given by any of the means set out above other than by posting it on a website.

LETTER FROM THE BOARD

- (3) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
- (4) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.
- (5) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which notices can be served upon him.
- (6) Subject to any applicable laws, rules and regulations and the terms of these Bye-laws, any notice, document or publication, including but not limited to the documents referred to in Bye-laws 153, 153A and 160 shall be given in the English language save that with the express indication of preference or election by a Member to receive such notice, document or publication in Chinese, may, at the discretion of the Directors, be given to such Member in the Chinese language only.”

56. in Bye-law 161:

- (i) the following provisions shall replace the existing provisions of paragraph (c) and the existing provisions of paragraph (c) be re-numbered as (d), and the existing provisions of paragraph (d) be deleted:

“(c) if published on the Company’s website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company’s website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Bye-laws, whichever is later;”

LETTER FROM THE BOARD

(ii) the following provisions be added as paragraph (e):

“(e) if published as an advertisement in a newspaper or other publication permitted under these Bye-laws, shall be deemed to have been served on the day on which the advertisement first so appears.”

57. in Bye-law 162, the phrase “sent to a Member” be deleted and be replaced by “sent by post to or left at the registered address of any Member”;
58. in Bye-law 163, the words “cable or telex or facsimile” be deleted and be replaced by “facsimile or electronic”; and
59. in Bye-law 166(1), the phrase “for the time being of the Company and the liquidator or trustees (if any) for the time being acting” be deleted and be replaced by “of the Company at any time, whether at present or in the past, and the liquidator or trustees (if any) acting or who have acted”.

The reasons and effects of the proposed amendment of the Company’s Bye-laws are as follows:

1. Bye-laws 1 and 2 — all the proposed amendments are to facilitate the changes to and application of the Bye-laws;
2. Bye-law 3 — the proposed amendment is to avoid the need to amend the Bye-laws upon a change of the par value of the shares of the Company;
3. Bye-law 4 — the proposed amendments are to reflect the requirement of Section 45(b) of the Bermuda Companies Act;
4. Bye-law 9 — the proposed amendments are to comply with the requirements of paragraph 8 of Appendix 3 to the Listing Rules;
5. Bye-law 12(1) — the proposed amendments are for clarification purposes;
6. Bye-law 12(2) — the proposed amendments expand the power of the board of directors of the Company (the “Board”) to issue convertible securities or securities of similar nature;
7. Bye-law 16 — the proposed amendments provide the option to print the Company’s Seal on its share certificates;

LETTER FROM THE BOARD

8. Bye-law 19 — the proposed amendment is to comply with Section 51 of the Bermuda Companies Act, which sets out a time period within which share certificates must be issued;
9. Bye-law 20(2) — the proposed amendment is for minor drafting changes;
10. Bye-law 43(1)(a) — the proposed amendment is to comply with the requirements of Section 65 of the Bermuda Companies Act;
11. Bye-law 44 — the proposed amendments are (i) to set the time for public inspection of the Company's register of members of not less than two hours in each day in compliance with Section 66 of the Bermuda Companies Act; and (ii) to allow a book close notice to be given by any means allowed by the Stock Exchange;
12. Bye-law 45 — the proposed amendment aims to remove the restriction for setting a record date;
13. Bye-law 51 — the proposed amendment allows notice to be given by electronic means or such other means as the Stock Exchange may accept;
14. Bye-laws 56 and 57 — the proposed amendments are to enable the Company to have a hybrid meeting or an electronic meeting in place of a physical meeting;
15. Bye-law 59 — the proposed amendments in respect of notice of general meetings in paragraph (1) adopt the requirements of the Listing Rules in respect of length of notice while those in paragraph (2) follow the changes in Bye-laws 57 where the Company may have a hybrid meeting or an electronic meeting in place of a physical meeting;
16. Bye-laws 62 to 64G — the proposed amendments are to facilitate the holding of electronic or hybrid meetings and to clarify the powers of the chairman at a general meeting. Further they also allow the Company to postpone a general meeting after notice of the general meeting has been sent to the shareholders but before it is held;
17. Bye-law 63 — the proposed amendment is mainly to allow the Company to have more than one Chairman;

LETTER FROM THE BOARD

18. Bye-laws 66 to 70, 75, 77 and 82 — the proposed amendments (i) adopt the Listing Rules requirements that all matters, other than procedural in nature, must be voted by way of a poll; and (ii) allow votes to be cast by electronic means. The other changes are consequential amendments;
19. Bye-law 73 — the proposed amendment is for clarification purpose;
20. Bye-law 80 — the proposed amendments are to allow proxy forms to be sent to members and/or returned to the Company electronically;
21. Bye-law 81 — the proposed amendments are to give the directors power to treat a proxy appointment as valid notwithstanding that all the formalities may not have been complied with;
22. Bye-law 86(2) — the proposed amendment reflects the requirement in paragraph 4(2) of Appendix 3 to the Listing Rules;
23. Bye-law 87(2) — the proposed amendments are for clarity purpose;
24. Bye-law 89(1) — the proposed amendment is to ensure that resignation of a director does not require acceptance by the Board to render it effective;
25. Bye-laws 103(1) and 103A — the proposed amendments reflect the requirements in paragraph 4(1) and paragraphs (1), (2), (4) and (5) of Note 1 to Appendix 3 to the Listing Rules;
26. Bye-laws 114 and 116(2) — the proposed amendments are for minor drafting changes;
27. Bye-law 115 — the proposed amendment allows a notice of Board meeting to be given verbally or by electronic means;
28. Bye-law 118 — the proposed amendment permits the appointment of more than one chairman;
29. Bye-law 122 — the proposed amendment mainly allows a notification of consent in writing to be treated as signature to a directors' resolution, and imposes restrictions on resolutions in writing of directors in accordance with the Listing Rules;

LETTER FROM THE BOARD

30. Bye-law 127 — the proposed amendment reflects the current provisions of Section 130 of the Bermuda Companies Act;
31. Bye-law 129 — this Bye-law is to be deleted as the matter of chairman of the Company's meeting has been dealt with in Bye-law 118;
32. Bye-laws 132 and 133 — the proposed amendments follow the requirements in Section 92A and Section 81 of the Bermuda Companies Act respectively;
33. Bye-law 136 — the proposed amendments are made to allow destruction by the Company or its share registrars of documents which have been microfilmed or electronically stored;
34. Bye-law 148 — the proposed amendments to the existing provisions are for minor drafting changes while the addition of paragraph (2) is to enable the Company to capitalise its reserves to pay up shares for issue pursuant to employees incentive schemes;
35. Bye-law 153 — the proposed amendment is for clarification purpose;
36. Bye-laws 153A and 153B — the proposed amendments allow the Company to send summarised financial statements in the manner permitted by the Listing Rules;
37. Bye-law 154(2) — the proposed amendments reflect the requirements of Section 89(3) of the Bermuda Companies Act;
38. Bye-laws 160 and 161 — the proposed amendments allow the Company to serve notice by electronic means;
39. Bye-law 162 — the proposed amendments are for minor drafting changes;
40. Bye-law 163 — the proposed amendments clarify that electronic transmission is acceptable; and
41. Bye-law 166(1) — the proposed amendments extend the indemnity scope to cover past directors for acts carried out by them in relation to the affairs of the Company at the time when they were directors of the Company.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

You will find on pages 37 to 41 of this circular a notice of the AGM to be held at 3:00 p.m. on 8 September 2021 at Function room 35B and 35C, Level 35, Two Pacific Place, No. 88 Queensway, Admiralty, Hong Kong. Voting at the AGM will be taken by poll.

Resolution no. 5A will be proposed as an ordinary resolution to give a general mandate to the directors to allot, issue and deal with shares of the Company not exceeding 20 per cent of the total number of Shares in issue as at the date of the resolution.

Resolution no. 5B will be proposed as an ordinary resolution to give a general mandate to the directors to make on-market purchases of shares of the Company not exceeding 10 per cent of the total number of Shares in issue as at the date of the resolution.

Resolution no. 5C will be proposed as an ordinary resolution to extend resolution no. 5A to include the total number of Shares which are repurchased by the Company under the authority granted to the directors pursuant to resolution no. 5B.

Resolution no. 5D will be proposed as a special resolution to approve the proposed amendment of the Bye-laws of the Company.

There is enclosed a form of proxy for use at the AGM. You are requested to complete the form of proxy and return it to the principal office of the Company in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the meeting, whether or not you intend to be present at the meeting. The completion and return of the form of proxy will not prevent you from attending and voting in person should you so wish.

RE-ELECTION OF DIRECTORS

Resolutions will be proposed at the AGM for re-election of Mr. Lam Hing Lun, Alain and Dr. Li Sau Hung, Eddy as directors according to the Company's Bye laws. Their particulars are as follows:

Mr. Lam Hing Lun, Alain ("Mr. Lam"), aged 62, joined the Company in 1992 and became an executive director of the Company in April 2003. He is the Finance Director and Company Secretary of the Company responsible for the accounting, financial control and secretarial matters of the Company and its subsidiaries (the "Group"). He is also a director of certain subsidiaries of the Company. He has over 34 years' experience in accounting and auditing. Mr. Lam holds a Master Degree of Business Administration from

LETTER FROM THE BOARD

the University of Hull in the United Kingdom. He is a fellow member of the Association of Chartered Certified Accountants and an Associate Member of the Hong Kong Institute of Certified Public Accountants. Mr. Lam is an independent non-executive director of CN Logistics International Holdings Limited (stock code: 2130), which is listed on the Main Board of the Stock Exchange.

Dr. Li Sau Hung, Eddy (“Dr. Li”), G.B.S., J.P., aged 66, has over 43 years’ experience in the manufacturing business. He is the President of Hong Kong Economic & Trade Association and the Permanent Honorary President of The Chinese Manufacturers’ Association of Hong Kong. Dr. Li holds a Master Degree of Business Administration and a PhD Degree in Economics and was the 1991 awardee of The Ten Outstanding Young Persons and the 1993 awardee of Young Industrialists of Hong Kong. He has been an independent non-executive director of the Company since September 1993, and is currently an independent non-executive director of Man Yue Technology Holdings Limited (stock code: 0894) and Chuang’s China Investments Limited (stock code: 298), both of which are listed on the Main Board of the Stock Exchange.

Neither of the above named directors has any service contract with the Company. They are not appointed for a specific term but is subject to retirement by rotation in annual general meetings of the Company in accordance with the Bye-laws of the Company. Mr. Lam receives basic monthly salaries of HK\$200,000, and is entitled to a discretionary year end bonus. His emoluments are determined with reference to his experience and contribution to the Group. Dr. Li receives a director’s fee of HK\$180,000 per annum, which is determined with reference to the prevailing range of fees for independent non-executive directors of listed companies in Hong Kong.

Dr. Li has served as an independent non-executive director of the Company for more than nine years. The Board considers that he is still independent as he meets the independence guidelines set out in Rule 3.13 of the Listing Rules and should be re-elected so that the Board can continue to benefit from his extensive business experience in various industries in Hong Kong and Mainland China and contributes to diversity of the Board.

Save as disclosed above, the above named directors confirm:

- (i) they have no relationships with any directors, senior management or substantial or controlling shareholders of the Company;
- (ii) they have no interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at the Latest Practicable Date; and

LETTER FROM THE BOARD

- (iii) there is no information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matter that need to be brought to the attention of shareholders of the Company.

RECOMMENDATION

The directors consider that the proposed granting of the mandates to issue and repurchase shares of the Company and amendment of the Bye-laws are in the interest of the Company and so recommend you to vote in favour of the relevant resolutions at the AGM. The directors will vote all their shareholdings in favour of such resolutions.

Yours faithfully,
By order of the Board
Yeung Him Kit, Dennis
Chairman

NOTICE OF ANNUAL GENERAL MEETING



ORIENTAL WATCH HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 398)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the abovenamed company (the “Company”) will be held at 3:00 p.m. on 8 September 2021 at Function room 35B and 35C, Level 35, Two Pacific Place, No. 88 Queensway, Admiralty, Hong Kong for the following purposes:

1. To receive and adopt the audited financial statements and the reports of the directors and independent auditor for the year ended 31 March 2021.
2. To declare a final dividend of 12.0 Hong Kong cents per share and a special dividend of 27.0 Hong Kong cents per share for the year ended 31 March 2021.
3. To elect directors and to authorise the board of directors to fix their remuneration.
4. To appoint auditor and to authorise the board of directors to fix its remuneration.
5. As special business, to consider and, if thought fit, pass the following resolutions, of which resolution nos. 5A, 5B and 5C will be proposed as ordinary resolutions and resolution no. 5D will be proposed as a special resolution:

ORDINARY RESOLUTIONS

A. “**THAT:**

- (a) subject to paragraph (c), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue or scrip dividend scheme or similar arrangement of the Company or the exercise of the subscription rights under the share option scheme of the Company shall not exceed 20 per cent of the total number of shares of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 Bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

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

NOTICE OF ANNUAL GENERAL MEETING

B. **“THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent of the total number of shares of the Company in issue as at the date of this resolution and the said approval be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 Bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- C. **“THAT** conditional upon resolution no. 5B above being passed, the total number of shares of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution no. 5B above shall be added to the total number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no.5A above.”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

- D. “**THAT** the existing Bye-laws of the Company be and are hereby amended in the manner set out in the section headed “Amendment of Bye-laws” in the circular of the Company dated 27 July 2021 (a copy of which section has been submitted to the meeting and signed by the Chairman of the meeting for the purpose of identification) (the “Proposed Amendments”), and that a set of new Bye-laws, incorporating and consolidating all the Proposed Amendments and all previous amendments to the Bye-laws of the Company approved by the Company in compliance with applicable laws, in the form of the printed document produced to this meeting and for the purpose of identification signed by the Chairman of this meeting be and is hereby adopted and approved as the Bye-laws of the Company in substitution for and to the exclusion of the existing Bye-laws of the Company.”

By Order of the Board
Lam Hing Lun, Alain
Company Secretary

Hong Kong, 27 July 2021

Principal Office:
Room 312-8
China Insurance Group Building
141 Des Voeux Road Central
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the meeting convened by the above notice (the “Meeting”) is entitled to appoint proxies to attend and vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company’s principal office in Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, not less than 48 hours before the time for holding the Meeting or adjourned Meeting.
- (2) In order to determine entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 3 September 2021 to Wednesday, 8 September 2021, both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrars in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (the “Share Registrars”) not later than 4:30 p.m. on Thursday, 2 September 2021.
- (3) In order to determine entitlement to the final dividend to be approved at the Meeting, the register of members of the Company will be closed from Thursday, 23 September 2021 to Friday, 24 September 2021, both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Share Registrars not later than 4:30 p.m. on Tuesday, 21 September 2021.

NOTICE OF ANNUAL GENERAL MEETING

- (4) In view of the ongoing Covid-19 pandemic and measures encouraged by the Hong Kong government on social distancing for prevention and control of its spread, the Company has decided to implement the following arrangements at the Meeting to safeguard the health and safety of the attending shareholders, staff and other stakeholders:
- (i) Compulsory on-the-spot body temperature checks will be conducted on all shareholders, proxies or other attendees at the entry point(s) of the Meeting venue. Any person with a body temperature of over 37.4 degrees Celsius will not be permitted to enter the Meeting venue or will be required to leave the Meeting venue immediately.
 - (ii) All attendees must wear surgical face masks at all times (including queuing for registration) and to maintain a safe distance with other attendees.
 - (iii) No refreshments or drinks will be served, and there will be no corporate gift.
 - (iv) Shareholders will be required to complete a health declaration and the Company will refuse entry if the required declaration cannot be provided. Any person (a) who has travelled outside Hong Kong within 14 days immediately before the Meeting; (b) is subject to quarantine or self-quarantine in relation to Covid-19; or (c) has close contact with any person under quarantine or with recent travel history will be barred from the Meeting.
 - (v) Seating at the Meeting venue will be arranged so as to allow for appropriate social distancing. As a result, there will be limited capacity for shareholders to attend the Meeting.
 - (vi) Questions at the Meeting must be submitted in writing. If questions cannot be answered during the Meeting, answers will be provided on the Company's website as soon as practicable after the Meeting.

Shareholders are reminded that physical attendance in person at the Meeting is not necessary for the purpose of exercising voting rights and are encouraged to appoint the chairman of the Meeting as their proxy to vote on the relevant resolution(s) at the Meeting instead of attending the Meeting in person, by completing and returning the proxy form in the manner mentioned in Note (1) above. Shareholders should note that even with the precautions taken by the Company to minimise the risk of exposure to Covid-19, the risk cannot be eliminated. Accordingly, the Company strongly recommends shareholders who are elderly, infirm or suffering from any underlying medical conditions not to attend the Meeting in person.

If shareholders have any enquiries on the arrangements for the Meeting, please contact the Share Registrars as follows:

Tricor Secretaries Limited
Level 54, Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Tel: +852 2980 1333
Fax: +852 2810 8185

The Company is monitoring the Covid-19 pandemic situation in Hong Kong and may implement additional measures closer to the date of the Meeting. Please check the Company's website at www.orientalwatch.com or the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for further updates on arrangements relating to the Meeting.

As at the date of this notice, the executive directors of the Company are Mr. Yeung Him Kit, Dennis (the Chairman), Madam Yeung Man Yee, Shirley and Mr. Lam Hing Lun, Alain, and the independent non-executive directors are Dr. Sun Ping Hsu, Samson, Dr. Li Sau Hung, Eddy and Mr. Choi Man Chau, Michael.