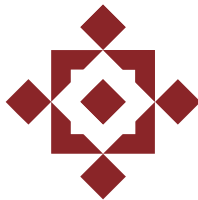


THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in LongiTech Smart Energy Holding Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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



隆基泰和智慧能源
LONGITECH SMART ENERGY

LONGITECH SMART ENERGY HOLDING LIMITED

隆基泰和智慧能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1281)

- (1) PROPOSED CHANGE OF COMPANY NAME;**
(2) PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION; AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

In order to prevent the spread of COVID-19 pandemic and to safeguard the health and safety of the Shareholders and other participants, the Company would like to inform the Shareholders that there will be no distribution of corporate gifts or serving of refreshment in the extraordinary general meeting in order to reduce person-to-person contact.

The Company also recommends the Shareholders to appoint the chairman of the extraordinary general meeting as their proxy to vote on the relevant resolutions, instead of attending the extraordinary general meeting in person.

Shareholders attending the extraordinary general meeting in person are required to wear a surgical face mask and to undertake a temperature check before they enter the extraordinary general meeting venue. Any person who does not comply with the precautionary measures to be taken at the extraordinary general meeting may be denied entry into the extraordinary general meeting venue.

Depending on the development of the COVID-19 pandemic, the Company may implement further precautionary measures and may make relevant adjustments and arrangements for the extraordinary general meeting and will issue further announcement(s) as and when appropriate. Shareholders should check the website of The Stock Exchange of Hong Kong Limited at <http://www.hkexnews.hk> or the Company's website at <http://www.longitech.hk> for future announcement(s) and update(s) on the extraordinary general meeting arrangements, if any.

A notice convening the extraordinary general meeting of LongiTech Smart Energy Holding Limited to be held at Conference room 1, Longjitaihe Industrial Park, No. 66 Dongfang Road, Gaobeidian City, Hebei Province, PRC at 10:30 a.m. on Friday, 15 July 2022 is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the extraordinary general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk. Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the extraordinary general meeting (i.e. before 10:30 a.m. on Wednesday, 13 July 2022) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the extraordinary general meeting or any adjourned meeting thereof if they so wish.

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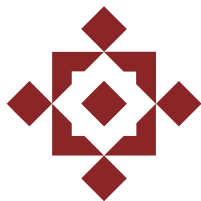
DEFINITIONS

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

“Adoption of New Memorandum and Articles of Association”	the proposed adoption of the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association, for the purposes of, among others, (i) bringing the memorandum and articles of association of the Company in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules (in particular, Appendix 3 of the Listing Rules); (ii) making some other housekeeping improvements; and (iii) reflecting the proposed Change of Company Name, proposed at the EGM
“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English and Chinese names of the Company from “LongiTech Smart Energy Holding Limited 隆基泰和智慧能源控股有限公司” to “Xinda Investment Holdings Limited 鑫達投資控股有限公司”
“close associate”	has the same meaning as defined in the Listing Rules
“Companies Act”	the Companies Act Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	LongiTech Smart Energy Holding Limited (隆基泰和智慧能源控股有限公司), an exempted company incorporated on 4 January 2011 with limited liability under the laws of the Cayman Islands, with the Shares listed on the Main Board of the Stock Exchange
“Directors”	the director(s) of the Company
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at Conference room 1, Longjitaihe Industrial Park, No. 66 Dongfang Road, Gaobeidian City, Hebei Province, PRC at 10:30 a.m. on Friday, 15 July 2022 or any adjournment thereof
“Existing Memorandum and Articles of Association”	the amended and restated memorandum of association and the amended and restated articles of association of the Company currently in force
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	20 June 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Memorandum and Articles of Association”	the second amended and restated memorandum of association and the second amended and restated articles of association of the Company incorporating and consolidating all the Proposed Amendments, proposed to be adopted at the EGM
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Existing Memorandum and Articles of Association as set out in Appendix I to this circular
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent



隆基泰和智慧能源
LONGITECH SMART ENERGY

LONGITECH SMART ENERGY HOLDING LIMITED

隆基泰和智慧能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1281)

Executive Director:

Mr. Wei Qiang

(Chairman and Chief Executive Officer)

Non-executive Director:

Mr. Wei Shaojun

Independent Non-executive Directors:

Dr. Han Qinchun

Mr. Wong Yik Chung, John

Mr. Han Xiaoping

Registered office:

Windward 3

Regatta Office Park

PO Box 1350

Grand Cayman

KY1-1108

Cayman Islands

Principal place of business

in Hong Kong:

Room 1231, 12/F

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

22 June 2022

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED CHANGE OF COMPANY NAME;**
(2) PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION; AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 20 June 2022. The purpose of this circular is to provide you with the notice of the EGM and further information in relation to, amongst other matters, the following resolutions to be proposed at the EGM:

- (a) the proposed Change of Company Name; and

LETTER FROM THE BOARD

(b) the proposed Adoption of New Memorandum and Articles of Association.

The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular.

PROPOSED CHANGE OF COMPANY NAME

The Board proposed that the name of the Company be changed from “LongiTech Smart Energy Holding Limited 隆基泰和智慧能源控股有限公司” to “Xinda Investment Holdings Limited 鑫達投資控股有限公司”.

Conditions of the Change of Company Name

The Change of Company Name is subject to the following:

- (1) the passing of a special resolution by the Shareholders at the EGM to approve the Change of Company Name; and
- (2) the Registrar of Companies in the Cayman Islands granting approval for the use of the proposed new English and Chinese names by the Company.

Assuming all the above conditions having been fulfilled, the Change of Company Name will take effect from the date of entry of the new name of the Company on the register maintained by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

In addition, subject to confirmation by The Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Change of Company Name becomes effective. The Company also intends to change its company website afterwards.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the EGM, the effective date of the Change of Company Name, the new English and Chinese stock short names of the Company for trading in the shares of the Company on the Stock Exchange, and where appropriate, the new company website and other relevant information.

Reasons for the Change of Company Name

The principal business of the Company and the Group includes smart energy business and public infrastructure construction and the related preliminary investment and post-construction operation management business, with gradual expansion and diversification to other clean energy business.

The Company strives to maintain a balanced image and recognition from the public and potential investors. The Board considers that the new English and Chinese names of the Company will better reflect the current status of the Group’s diverse business development and its direction of future development and therefore the Change of Company Name can provide the Company with enhanced corporate image and clearer identity. The Board is of the opinion that the Change of Company Name will benefit the Company’s future business development and is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effects of the Change of Company Name

The Change of Company Name will not affect any rights of the Shareholders or the Company's daily business operation and its financial position. All existing share certificates in issue bearing the current name of the Company will, upon the Change of Company Name becoming effective, continue to be evidence of title to such shares and will remain valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for the exchange of the existing share certificates for new certificates bearing the new English and Chinese names of the Company. After the Change of Company Name becomes effective, new share certificates of the Company will be issued in the new name.

PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposed to amend the Existing Memorandum and Articles of Association by way of adoption of the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association, for the purposes of, among others, (i) bringing the memorandum and articles of association of the Company in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules (in particular, Appendix 3 of the Listing Rules); (ii) making some other housekeeping improvements; and (iii) reflecting the proposed Change of Company Name.

The Proposed Amendments and the proposed Adoption of New Memorandum and Articles of Association are subject to the approval of the Shareholders by passing a special resolution at the EGM. The Proposed Amendments and the proposed Adoption of New Memorandum and Articles of Association will become effective upon the approval by the Shareholders at the EGM and subject to the Change of Company Name taking effect.

The Directors believe that the Proposed Amendments and the proposed Adoption of New Memorandum and Articles of Association are in the interests of the Company and its Shareholders as a whole. The Company's legal advisers as to the laws of Hong Kong have confirmed to the Company stating that the Proposed Amendments are in compliance with the Listing Rules. The Company's legal advisers as to the laws of the Cayman Islands have confirmed that the Proposed Amendments do not violate the applicable laws of the Cayman Islands. Detailed information of the Proposed Amendments is set out in the Appendix I to this circular.

THE EGM

The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular for the Shareholders to consider and, if thought fit, pass the resolutions set out therein.

Given no Directors are materially interested in the relevant resolutions for the proposed Change of Company name, the Proposed Amendments and the proposed Adoption of New Memorandum and Articles of Association, none of the Directors shall be required to abstain from voting for approving on the respective Board resolutions. To the extent that the Directors are aware of, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the relevant resolutions proposed at the EGM.

LETTER FROM THE BOARD

The transfer books and register of members of the Company will be closed from Tuesday, 12 July 2022 to Friday, 15 July 2022 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 11 July 2022.

FORM OF PROXY

A form of proxy is enclosed for use at the EGM. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk. Whether or not you intend to be present at the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for the holding of the EGM (i.e. before 10:30 a.m. on Wednesday, 13 July 2022) or at any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meeting thereof if they so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting (save for certain procedural or administrative matters) must be taken by poll. The chairman of the EGM shall therefore demand voting on all resolutions set out in the notice of the EGM be taken by way of poll pursuant to article 72 of the Existing Articles of Association.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his votes or cast all the votes he uses in the same way.

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Directors consider that all the proposed resolutions including the proposed Change of Company Name, the Proposed Amendments and the proposed Adoption of New Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all the above resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

ADDITIONAL INFORMATION

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

MISCELLANEOUS

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

By Order of the Board
Longitech Smart Energy Holding Limited
Wei Qiang
Chairman

I. COMPARATIVE TABLE OF THE PROPOSED AMENDMENTS TO THE EXISTING
ARTICLES OF ASSOCIATION

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
1(a)	Table "A" of the Companies Law (2010 Revision) shall not apply to the Company.	1(a)	Table "A" of the Companies Act Law (as revised 2010 Revision) shall not apply to the Company.	Due to a change of Cayman law
1(b)	<p>"Associates" shall have the meaning as defined in the Listing Rules;</p> <p>"Chairman" means, except where the context otherwise requires, the Chairman presiding at any meeting of Shareholders or of the Board;</p> <p>"Clearing House" means a clearing house recognized by the laws of the jurisdiction in which the Shares of the Company are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction;</p> <p>"Companies Law" means the Companies Law (2010 Revision) 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, the Memorandum of Association and/or the Articles of Association;</p>	1(b)	<p>"Associates" shall have the meaning as defined in the Listing Rules;</p> <p>"Chairman" means, except where the context otherwise requires, the Chairman presiding at any meeting of Shareholders or of the Board;</p> <p>"Clearing House" means a clearing house recognized by the laws of the jurisdiction in which the Shares of the Company are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction;</p> <p><u>"Close Associate(s)" shall have the meaning as defined in the Listing Rules;</u></p> <p>"Companies Act Law" means the Companies <u>Act Law</u> (as revised 2010 Revision) 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, the Memorandum of Association and/or the Articles of Association;</p>	To amend for clarity and consistency with other provisions in the Amended Articles and to better align the wordings with those of the applicable laws of the Cayman Islands and the Listing Rules.

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
	<p>“<u>Companies Ordinance</u>” means the Companies Ordinance, Cap. 32 of the Laws of Hong Kong as amended from time to time;</p> <p>“<u>Register</u>” 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;</p> <p>“<u>Registered Office</u>” means the registered office of the Company for the time being as required by the Companies Law;</p>		<p>“<u>Companies Ordinance</u>” means the Companies Ordinance, Cap. 32 622 of the Laws of Hong Kong as amended from time to time;</p> <p>“<u>Register</u>” 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 <u>may</u> shall determine from time to time;</p> <p>“<u>Registered Office</u>” means the registered office of the Company for the time being as required by the Companies <u>Act</u> Law;</p>	

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
1(c)	At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than $\frac{3}{4}$ of the votes cast by 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 of which not less than 21 days' notice, specifying (without prejudice to the power contained in the Articles to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given. Provided that, except in the case of an annual general meeting if it is so agreed by a majority in number of the Shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than 95 % in nominal value of the Shares giving that right (or, in the case of an annual general meeting, by all Shareholders of the Company having that right), a resolution may be proposed and passed as a Special Resolution at a meeting of which less than 21 days' notice has been given.	1(c)	At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than $\frac{3}{4}$ of the votes cast by 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 of which not less than 21 days' notice specifying (without prejudice to the power contained in the Articles to amend the same) the intention to propose the resolution as a Special Resolution , has been duly given <u>in accordance with Article 65</u> . Provided that, except in the case of an annual general meeting if it is so agreed by a majority in number of the Shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than 95 % in nominal value of the Shares giving that right (or, in the case of an annual general meeting, by all Shareholders of the Company having that right), a resolution may be proposed and passed as a Special Resolution at a meeting of which less than 21 days' notice has been given.	To better align the wordings with those of the applicable laws of the Cayman Islands and the Listing Rules.

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
1(d)	A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of such Shareholders as, being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting held in accordance with these Articles and of which not less than 14 days' notice has been duly given.	1(d)	A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of <u>the votes cast by</u> such Shareholders as, being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting held in accordance with these Articles and of which not less than 14 days' notice has been duly given <u>in accordance with Article 65.</u>	To better align the wordings with those of the applicable laws of the Cayman Islands and the Listing Rules.
3	Without prejudice to any special rights or restrictions for the time being attaching to any Shares or any class of Shares including preference Shares, any Share may be issued upon such terms and conditions and with such preferred, deferred or other qualified or special rights, or such restrictions, whether in regard to Dividend, voting, return of capital or otherwise, as the Company may from time to time by Ordinary Resolution determine (or, in the absence of any such determination or so far as the same may not make specific provision, as the Board may determine) and any Share may be issued on the terms that it is liable to be redeemed upon the happening of a specified event or upon a given date and either at the option of the Company, or at the option of the holder. However, all Shares shall be issued in registered form.	3	Without prejudice to any special rights or restrictions for the time being attaching to any Shares or any class of Shares including preference Shares, any Share may be issued upon such terms and conditions and with such preferred, deferred or other qualified or special rights, or such restrictions, whether in regard to Dividend, voting, return of capital or otherwise, as the Company may from time to time by Ordinary Resolution determine (or, in the absence of any such determination or so far as the same may not make specific provision, as the Board may determine) and any Share may be issued on the terms that it is liable to be redeemed upon the happening of a specified event or upon a given date and either at the option of the Company, or at the option of the holder. No However, all Shares shall be issued <u>to bearer in registered form.</u>	To better align the wordings with those of the applicable laws of the Cayman Islands and the Listing Rules.

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
15(b)(ii)	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, and if purchases are by tender, tenders shall be available to all Shareholders alike.	15(b)(ii)	[RESERVED] 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, and if purchases are by tender, tenders shall be available to all Shareholders alike.	To better align with the Listing Rules.
17(d)	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.	17(d)	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. <u>The period of thirty (30) days may be extended in respect of any year if approved by the Shareholders by Ordinary Resolution in that year provided that such period shall not be extended beyond sixty (60) days (or such other period as may be prescribed under any applicable law) in any year.</u>	To better align the applicable laws of the Cayman Islands and the Listing Rules.

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
18(a)	<p>Every person whose name is entered as a Shareholder in the Register shall be entitled without payment to receive within the relevant time limit as prescribed in the Companies Law or as the HK Stock Exchange may from time to time determine, whichever is shorter, 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 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.</p>	18(a)	<p>Every person whose name is entered as a Shareholder in the Register shall be entitled without payment to receive within the relevant time limit as prescribed in the Companies Act Law or as the HK Stock Exchange may from time to time determine, whichever is shorter, 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 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.</p>	To better align the wordings with those of the applicable laws of the Cayman Islands and the Listing Rules.

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
35	No Shareholder shall be entitled to receive any Dividend or bonus or to be present or vote (save as proxy or authorised representative for another Shareholder) at any general meeting, either personally, or (save as proxy or authorised representative for another Shareholder) by proxy, or be reckoned in a quorum, or to exercise any other privilege as a Shareholder until all calls or instalments due from him to the Company, whether alone or jointly or jointly and severally with any other person, together with interest and expenses (if any) shall have been paid.	35	No Shareholder shall be entitled to receive any Dividend or bonus or to be present or vote (save as proxy or authorised representative for another Shareholder) at any general meeting, either personally, or (save as proxy or authorised representative for another Shareholder) by proxy, or be reckoned in a quorum, or to exercise any other privilege as a Shareholder until all calls or instalments due from him to the Company, whether alone or jointly or jointly and severally with any other person, together with interest and expenses (if any) shall have been paid. <u>All Shareholders have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Shareholder is required, by the Listing Rules or the rules, codes or regulations of any competent regulatory authority, to abstain from voting to approve the matter under consideration.</u>	To comply with the Appendix 3 of the Listing Rules.
44	The Board may refuse to Register a transfer of any Share to an infant or to a person of unsound mind or under other legal disability.	44	The Board may refuse to Register register a transfer of any Share to an infant or to a person of unsound mind or under other legal disability.	To ensure consistency

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
62	<p>At all times during the Relevant Period other than the year of the Company's adoption of these Articles, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the 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.</p>	62	<p>At all times during the Relevant Period other than the <u>financial</u> year of the Company's adoption of these Articles, the Company shall in each <u>financial</u> year hold a general meeting as its annual general meeting in addition to any other meeting in that <u>financial</u> year and shall specify the meeting as such in the notice calling it; and <u>such annual general meeting must be held within 6 months after the end of the Company's financial year</u> not more than 15 Months (unless a or such longer period would not infringe the Listing Rules, if any) as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the 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.</p>	To comply with the Appendix 3 of the Listing Rules.

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
64	The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the 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 2 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 so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.	64	The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the 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 <u>or resolution</u> specified in such requisition. Such meeting shall be held within 2 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 so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.	To amend for clarity and to better align with the Appendix 3 of the Listing Rules.

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
65	<p>An annual general meeting and an extraordinary general meeting called for the passing of a Special Resolution shall be called by at least 21 days' notice in writing, and a meeting of the Company other than an annual general meeting or an extraordinary general meeting for the passing of a Special Resolution 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 particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:</p> <p>(a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat; and</p>	65	<p>An annual general meeting of <u>the Company</u> and an extraordinary general meeting called for the passing of a Special Resolution shall be called by at least 21 days' notice in writing, and <u>all other general meetings</u> of the Company <u>(including an extraordinary general meeting)</u> other than an annual general meeting or an extraordinary general meeting for the passing of a Special Resolution 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 particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:</p> <p>(a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat; and</p>	To better align with the applicable laws of the Cayman Islands and the Appendix 3 of the Listing Rules

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
	(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% in nominal value of the Shares giving that right.		(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 <u>representing holding</u> not less than 95% <u>of the total voting rights at the meeting of all the members of the Company in nominal value of the Shares giving that right.</u>	
68	For all purposes the quorum for a general meeting shall be 2 Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.	68	For all purposes the quorum for a general meeting shall be 2 Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy <u>or, for quorum purposes only, two persons appointed by the Clearing House as authorised representative or proxy,</u> and entitled to vote. 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.	To amend for clarity purpose

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
70	The Chairman (if any) of the Board or if he is absent or declines to take the chair at such meeting, the Vice Chairman (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Vice Chairman, or, if at any general meeting neither of such Chairman or 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.	70	The <u>chairman</u> Chairman (if any) of the <u>Company</u> Board or if he is absent or declines to take the chair at such meeting, the <u>vice chairman</u> Vice Chairman (if any) of the <u>Company</u> shall take the chair at every general meeting, or, if there be no such <u>chairman</u> Chairman or <u>vice chairman</u> Vice Chairman , or, if at any general meeting neither of such <u>chairman</u> Chairman or <u>vice chairman</u> 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 <u>chairman</u> Chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the <u>chairman</u> Chairman chosen shall retire from the chair, then the Shareholders present shall choose one of their number to be <u>chairman</u> Chairman of the meeting.	To ensure consistency

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
71	The Chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least 7 clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.	71	The chairman Chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least 7 clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.	To ensure consistency

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
72	<p>At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded or otherwise required under the Listing Rules. A poll may be demanded by:</p> <p>(a) the Chairman of the meeting; or</p> <p>(b) at least 2 Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or</p> <p>(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 representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or</p>	72	<p>At any general meeting a resolution put to the vote of the meeting shall be decided <u>by 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 by a show of hands, in which case every Shareholder present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Shareholders; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Shareholders a reasonable opportunity to express their views.</u> on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded or otherwise required under the Listing Rules. A poll may be demanded by:</p>	To ensure consistency and to better align with the Listing Rules and the applicable laws of the Cayman Islands

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
	<p>(d) 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.</p>		<p><u>Where a show of hands is allowed, before or on the declaration for of the result of the show of hands, a poll may be demanded by:</u></p> <p>(a) the Chairman of the meeting; or</p> <p><u>(a)</u> at least 2 Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or</p> <p><u>(b)</u> 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</p>	

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
			<p>(cd) 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.</p> <p><u>A demand by a person as proxy for a Shareholder or in the case of a Shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Shareholder.</u></p>	
73	Unless a poll be so required or demanded as aforesaid and, in the latter case, not withdrawn, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect made in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.	73	<p><u>Where a resolution is voted on by a show of hands. Unless a poll be so required or demanded as aforesaid and, in the latter case, not withdrawn, a declaration by the <u>chairman</u> Chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, <u>or not carried by a particular majority,</u> or lost, and an entry to that effect made in the <u>minute book</u> containing the minutes of the proceedings of the Company shall be conclusive evidence of the <u>facts</u> without proof of the number or proportion of the votes recorded <u>for in favour</u> or against such resolution.</u></p>	To ensure consistency and to better align with the Listing Rules and the applicable laws of the Cayman Islands

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
74	If a poll is required or demanded as aforesaid, it shall (subject as provided in Article 75) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was required or demanded as the Chairman of the meeting directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is the earlier.	74	A If a poll is required or demanded as aforesaid, it shall (subject as provided in Article 75) shall be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was required or demanded as the <u>chairman</u> Chairman of the meeting directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. <u>In the event that a poll is demanded after the chairman of the meeting allows a show of hands pursuant to Article 72,</u> The demand for a poll may be withdrawn, with the consent of the chairman of the meeting <u>Chairman</u> , at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is the earlier.	To ensure consistency and to better align with the Listing Rules and the applicable laws of the Cayman Islands
75	Any poll required or duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.	75	Any poll required or duly demanded on the election of a <u>chairman</u> Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.	To ensure consistency and to better align with the Listing Rules and the applicable laws of the Cayman Islands

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
76	In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place (where no poll is demanded) or at which the poll is required or demanded, shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote, the Chairman shall determine the same, and such determination shall be final and conclusive.	76	In the case of an equality of votes, whether on a show of hands or on a poll, the <u>chairman</u> Chairman of the meeting at which the show of hands takes place (where no poll is demanded) or at which the poll is required or demanded, shall be entitled to a second or casting vote <u>in addition to any other vote he may have.</u> In case of any dispute as to the admission or rejection of any vote, the <u>chairman of the meeting</u> Chairman shall determine the same, and such determination shall be final and conclusive.	To ensure consistency and to better align with the Listing Rules and the applicable laws of the Cayman Islands
78	If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the Chairman, the proceedings shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a Special Resolution no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.	78	If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the <u>chairman of the meeting</u> Chairman , the proceedings shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a Special Resolution no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.	To ensure consistency

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
79	<p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a 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, and 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 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). 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.</p>	79	<p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a show of hands <u>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, and 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 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).</u> 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 <u>and on a poll, each such proxy is under no obligation to cast all his votes in the same way.</u></p>	To ensure consistency and to better align with the Listing Rules and the applicable laws of the Cayman Islands

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
82	A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a show of hands or on a poll, by his committee or receiver, or other person in the nature of a committee or receiver appointed by that court, and any such committee, receiver or other person may vote on a poll by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Articles for the deposit of instruments of proxy or, if no place is specified, at the Registration Office, not later than the latest time at which an instrument of proxy must, if it is to be valid for the meeting, be delivered.	82	A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a show of hands or on a poll, by his committee or receiver, or other person in the nature of a committee or receiver appointed by that court, and any such committee, receiver or other person may vote on a poll by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Articles for the deposit of instruments of proxy or, if no place is specified, at the Registration Office, not later than the latest time at which an instrument of proxy must, if it is to be valid for the meeting, be delivered.	To ensure consistency and to better align with the Listing Rules and the applicable laws of the Cayman Islands

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
84	No objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive.	84	No objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the <u>chairman of the meeting</u> Chairman , whose decision shall be final and conclusive.	To ensure consistency
86	No appointment of a proxy shall be valid unless it names the person appointed and his appointor. The Board may, unless it is satisfied that the person purporting to act as proxy is the person named in the relevant instrument for his appointment and the validity and authenticity of the signature of his appointor, decline such person's admission to the relevant meeting, reject his vote or demand for a poll and no Shareholder who may be affected by any exercise by the Board of its power in this connection shall have any claim against the Directors or any of them nor may any such exercise by the Board of its powers invalidate the proceedings of the meeting in respect of which they were exercised or any resolution passed or defeated at such meeting.	86	No appointment of a proxy shall be valid unless it names the person appointed and his appointor. The Board may, unless it is satisfied that the person purporting to act as proxy is the person named in the relevant instrument for his appointment and the validity and authenticity of the signature of his appointor, decline such person's admission to the relevant meeting, reject his vote or, <u>in the event that a poll is demanded after the chairman of the meeting allows a show of hands pursuant to Article 72, his</u> demand for a poll and no Shareholder who may be affected by any exercise by the Board of its power in this connection shall have any claim against the Directors or any of them nor may any such exercise by the Board of its powers invalidate the proceedings of the meeting in respect of which they were exercised or any resolution passed or defeated at such meeting.	To ensure consistency and to better align with the Listing Rules and the applicable laws of the Cayman Islands

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
88	The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.	88	The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.	To ensure consistency and to better align with the Listing Rules and the applicable laws of the Cayman Islands

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
89	Every instrument of proxy, whether for a specified meeting or otherwise, shall be in such form as the Board may from time to time approve, provided that any form issued to a Shareholder for use by him for appointing a proxy to attend and vote at an extraordinary general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the Shareholder, according to his intentions, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business.	89	Every instrument of proxy, whether for a specified meeting or otherwise, shall be in such form as the Board may from time to time approve, provided that <u>it shall not preclude the use of the two-way form. Any</u> any form issued to a Shareholder for use by him for appointing a proxy to attend and vote at an extraordinary general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the Shareholder, according to his intentions, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business.	To ensure consistency and to better align with the Listing Rules and the applicable laws of the Cayman Islands

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
93(a)	in the case of such an appointment by a Shareholder which is a Clearing House (or its nominee(s)), a written notification of the appointment issued by any director, the secretary or any authorised officer(s) of such Shareholder shall have been delivered at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company, or handed to the Chairman of the meeting at the meeting or, if no place is specified, at the principal place of business maintained by the Company in the Relevant Territory from time to time before the time of holding the meeting or adjourned meeting at which the person so authorised proposes to vote or handed to the Chairman of the meeting at the meeting; and	93(a)	in the case of such an appointment by a Shareholder which is a Clearing House (or its nominee(s)), a written notification of the appointment issued by any director, the secretary or any authorised officer(s) of such Shareholder shall have been delivered at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company, or handed to the <u>chairman</u> Chairman of the meeting at the meeting or, if no place is specified, at the principal place of business maintained by the Company in the Relevant Territory from time to time before the time of holding the meeting or adjourned meeting at which the person so authorised proposes to vote or handed to the <u>chairman</u> Chairman of the meeting at the meeting; and	To ensure consistency

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
104(b)	<p>Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies Law, the Company shall not directly or indirectly:</p> <p>(i) make a loan to a Director or a director of any Holding Company of the Company or any of their respective Associates;</p> <p>(ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or a director of any Holding Company of the Company or any of their respective Associates; or</p> <p>(iii) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.</p>	104(b)	<p><u>The Company shall not make any loan, directly or indirectly, to a Director or his Close Associate(s) if and to the extent it would be prohibited by the Companies Ordinance (Chapter 622 of the laws of Hong Kong) as</u> Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies Law, the Company shall not directly or indirectly:</p> <p>(i) make a loan to a Director or a director of any Holding Company of the Company or any of their respective Associates;</p> <p>(ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or a director of any Holding Company of the Company or any of their respective Associates; or</p> <p>(iii) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.</p>	To align with the Companies Ordinance

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
104(c)	Article 104(a) and (b) shall only apply during the Relevant Period.	104(c)	Articles <u>104</u> (a) and <u>104</u> (b) shall only apply during the Relevant Period.	To ensure consistency
107(c)	A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his Associate(s) has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters namely:	107(c)	A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his <u>Close</u> Associate(s) has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters namely:	To ensure consistency and to better align with the Listing Rules
107(c)(i)	<p>(a) to the Director or his 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</p> <p>(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 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;</p>		<p>(a) to the Director or his <u>Close</u> 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</p> <p>(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 <u>Close</u> 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;</p>	To ensure consistency and to better align with the Listing Rules

APPENDIX I

**PROPOSED AMENDMENTS TO THE EXISTING
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
107(c)(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 Associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;	107(c)(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 <u>Close</u> Associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;	To ensure consistency and to better align with the Listing Rules
107(c)(iii)	any proposal concerning any other company in which the Director or his Associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his Associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his 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 Associate(s) is derived) or of the voting rights;	107(c)(iii)	any proposal concerning any other company in which the Director or his Associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his Associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his 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 Associate(s) is derived) or of the voting rights;	to better align with the Listing Rules

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
107(c)(iv)	<p>any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:</p> <p>(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 Associate(s) may benefit; or</p> <p>(b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his Associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his Associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and</p>	107(c)(iii)	<p>any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:</p> <p>(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 <u>Close</u> Associate(s) may benefit; or</p> <p>(b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his <u>Close</u> Associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his <u>Close</u> Associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and</p>	To ensure consistency and to better align with the Listing Rules

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
107(c)(v)	<p>any contract or arrangement in which the Director or his Associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company</p> <p>A company shall be deemed to be a company in which a Director and/or his Associate(s) owns five (5) per cent. or more if and so long as (but only if and so long as) he and/or his Associates, (either directly or indirectly) are the holders of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his Associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his Associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his Associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his Associate(s) is/are interested only as a unit holder.</p> <p>Where a company in which a Director and/or his Associate(s) holds five (5) per cent. or more is materially interested in a transaction, then that Director and/or his Associate(s) shall also be deemed materially interested in such transaction.</p>	107(c)(iv)	<p>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</p> <p>A company shall be deemed to be a company in which a Director and/or his Associate(s) owns five (5) per cent. or more if and so long as (but only if and so long as) he and/or his Associates, (either directly or indirectly) are the holders of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his Associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his Associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his Associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his Associate(s) is/are interested only as a unit holder.</p> <p>Where a company in which a Director and/or his Associate(s) holds five (5) per cent. or more is materially interested in a transaction, then that Director and/or his Associate(s) shall also be deemed materially interested in such transaction.</p>	To ensure consistency and to better align with the Listing Rules

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
107(e)	<p>If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman) or his Associates or as to the entitlement of any Director (other than such Chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his Associates concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman or his Associates such question shall be decided by a resolution of the Board (for which purpose such Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman or his Associates as known to him has not been fairly disclosed to the Board.</p>	107(e)	<p>If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the <u>chairman of the meeting</u> Chairman) or his <u>Close</u> Associates or as to the entitlement of any Director (other than such <u>chairman</u> Chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the <u>chairman of the meeting</u> Chairman and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his <u>Close</u> Associates concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the <u>chairman of the meeting</u> Chairman or his <u>Close</u> Associates such question shall be decided by a resolution of the Board (for which purpose such <u>chairman</u> Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such <u>chairman</u> Chairman or his <u>Close</u> Associates as known to him has not been fairly disclosed to the Board.</p>	To ensure consistency

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
112	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 shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. 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.	112	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 <u>as may be determined</u> from time to time by the Shareholders in general meeting. Any Director <u>so appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment</u> and be subject to re election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office <u>only</u> until the next following annual general meeting of the Company and shall then be eligible for re-election. <u>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.</u>	To comply with the Appendix 3 of the Listing Rules
125	The Board may from time to time entrust to and confer upon a Chairman, Vice Chairman, Managing Director, Joint Managing Director, Deputy Managing Director or Executive Director all or any of the powers of the Board that it may think fit provided that the exercise of all powers by such Director shall be subject to such regulations and restrictions as the Board may from time to time make and impose, and, subject to the terms thereof, the said powers may at any time be withdrawn, revoked or varied, but no person dealing in good faith and without notice of such withdrawal, revocation or variation shall be affected thereby.	125	The Board may from time to time entrust to and confer upon a <u>chairman, vice chairman</u> Chairman, Vice Chairman, Managing Director, Joint Managing Director, Deputy Managing Director or Executive Director all or any of the powers of the Board that it may think fit provided that the exercise of all powers by such Director shall be subject to such regulations and restrictions as the Board may from time to time make and impose, and, subject to the terms thereof, the said powers may at any time be withdrawn, revoked or varied, but no person dealing in good faith and without notice of such withdrawal, revocation or variation shall be affected thereby.	To ensure consistency

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
132	The Board may from time to time elect or otherwise appoint one of them to the office of Chairman of the Company and another to be the Vice Chairman (or 2 or more Vice Chairmen) and determine the period for which each of them is to hold office. The Chairman or, in his absence, the Vice Chairman shall preside as chairman at meetings of the Board, but if no such Chairman or Vice Chairman be elected or appointed, or if at any meeting the Chairman or Vice Chairman is not present within 5 minutes after the time appointed for holding the same and willing to act, the Directors present shall choose one of their number to be chairman of such meeting. All the provisions of Articles 103, 108, 123, 124 and 125 shall <i>mutatis mutandis</i> apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Article.	132	The Board may from time to time elect or otherwise appoint one of them to the office of chairman <u>Chairman</u> of the Company and another to be the vice chairman <u>Vice Chairman</u> (or 2 or more vice chairmen <u>Vice Chairmen</u>) and determine the period for which each of them is to hold office. The chairman of the Company <u>Chairman</u> or, in his absence, the vice chairman of the Company <u>Vice Chairman</u> shall preside as chairman at meetings of the Board, but if no such c <u>Chairman</u> or vice chairman <u>Vice Chairman</u> be elected or appointed, or if at any meeting the c <u>Chairman</u> or vice chairman of the Company <u>Vice Chairman</u> is not present within 5 minutes after the time appointed for holding the same and willing to act, the Directors present shall choose one of their number to be chairman of such meeting. All the provisions of Articles 103, 108, 123, 124 and 125 shall <i>mutatis mutandis</i> apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Article.	To ensure consistency
135	Subject to Article 107, questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.	135	Subject to Article 107, questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the Chairman <u>chairman</u> of the meeting shall have a second or casting vote.	To ensure consistency
143(b)	Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.	143(b)	Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the Chairman <u>chairman</u> of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.	To ensure consistency

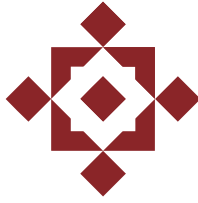
Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
176(a)	The Company shall at each annual general meeting appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.	176(a)	The Company shall at each annual general meeting <u>by Ordinary Resolution</u> appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed <u>as the Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. If the office of the Auditors becomes vacant by the resignation or death of the Auditors, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required or by the Shareholders failed to appoint or re-appoint the Auditors, the Directors shall fill the vacancy and fix the remuneration of the Auditors so appointed.</u> The remuneration of the Auditors shall be fixed by or on the authority of the Company in the annual general meeting <u>by Ordinary Resolution</u> except that in any particular year the Company in general meeting <u>by Ordinary Resolution</u> may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.	To better align with the Listing Rules and the applicable laws of the Cayman Islands

APPENDIX I**PROPOSED AMENDMENTS TO THE EXISTING
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Original Article		Amended Article		Basis for the Amendments
Article No.	Article	Article No.	Article	
176(b)	The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by Special 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 place for the remainder of the term.	176(b)	The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by <u>Ordinary</u> Special Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new the Auditors in its place for the remainder of the term.	To comply with the Appendix 3 of the Listing Rules
N/A		197	<u>Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 of December in each year.</u>	To comply with the requirements of the Cayman law

II. HOUSEKEEPING AMENDMENTS

The Proposed Amendments also include: (i) changing to words “Companies Law” wherever they may appear and replace them with the words “Companies Act” in the Existing Memorandum and Articles of Association; (ii) changing the name of the Company under Article 1 of the amended and restated memorandum of association of the Company and the headings of the Existing Memorandum and Articles of Association to “Xinda Investment Holdings Limited 鑫達投資控股有限公司”; and (iii) changing the registered office under Article 2 of the amended and restated memorandum of association of the Company to “Ocorian Trust (Cayman) Limited, Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108”.



隆基泰和智慧能源

LONGITECH SMART ENERGY

LONGITECH SMART ENERGY HOLDING LIMITED

隆基泰和智慧能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1281)

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**Meeting**”) of LongiTech Smart Energy Holding Limited (the “**Company**”) will be held at Conference room 1, Longjitaihe Industrial Park, No. 66 Dongfang Road, Gaobeidian City, Hebei Province, PRC at 10:30 a.m. on Friday, 15 July 2022 for considering and, if thought fit, passing, with or without amendments, the following resolutions:

SPECIAL RESOLUTIONS

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “LONGITECH SMART ENERGY HOLDING LIMITED” to “XINDA INVESTMENT HOLDINGS LIMITED” and to adopt “鑫達投資控股有限公司” as the new Chinese name of the Company in place of its existing Chinese name of “隆基泰和智慧能源控股有限公司” (the “**Proposed Change of Company Name**”) with effect from the date on which the new name of the Company in both English and Chinese is registered by the Registrar of Companies in the Cayman Islands, and that any one Director be and is hereby authorised to do all such acts and things and execute all documents or make such arrangement as he/she may in his/her absolute discretion consider necessary or expedient to effect the Proposed Change of Company Name.”
2. “**THAT** subject to and conditional upon the Proposed Change of Company Name referred to in resolution number 1 above taking effect:
 - (a) the proposed amendments (the “**Proposed Amendments**”) to the amended and restated memorandum of association and the amended and restated articles of association of the Company (collectively, the “**Existing Memorandum and Articles of Association**”), the details of which are set forth in Appendix I to the circular of the Company dated 22 June 2022 (the “**Circular**”), be and are hereby approved;
 - (b) the proposed adoption of the second amended and restated memorandum of association and the second amended and restated articles of association of the Company (incorporating the Proposed Amendments) (collectively, the “**New Memorandum and Articles of Association**”), in the form of the document marked “A” and produced to the Meeting (for the purpose of identification initialed by the chairman of the Meeting), be and are hereby approved and adopted as the memorandum of association and articles of association of the Company respectively in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association with effect upon the Proposed Change of Company Name becoming effective; and

NOTICE OF EGM

- (c) any one director of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he shall, in his absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Memorandum and Articles of Association and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

By Order of the Board
Longitech Smart Energy Holding Limited
Wei Qiang
Chairman

Hebei, the PRC, 22 June 2022

Registered office:
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

*Principal place of business
in Hong Kong:*
Room 1231
12/F China Resources Building
26 Harbour Road
Wanchai
Hong Kong

Notes:

- (i) A shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. On a poll, votes may be given either personally or by proxy.
- (ii) In the case of joint holders, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. before 10:30 a.m. on Wednesday, 13 July 2022) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (iv) The transfer books and register of members of the Company will be closed from Tuesday, 12 July 2022 to Friday, 15 July 2022 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 11 July 2022.

As at the date of this notice, the executive Director is Mr. Wei Qiang; the non-executive Director is Mr. Wei Shaojun; and the independent non-executive Directors are Dr. Han Qinchun, Mr. Wong Yik Chung, John and Mr. Han Xiaoping.