
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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KFM
KINGDOM 
KFM KINGDOM HOLDINGS LIMITED
KFM金德控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3816)

- (1) GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES**
- (2) PROPOSED RE-ELECTION OF DIRECTORS**
- (3) TERMINATION OF THE EXISTING SHARE OPTION SCHEME**
- (4) ADOPTION OF THE NEW SHARE OPTION SCHEME**
- (5) PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION
AND**
- (6) NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A notice convening the AGM to be held at Workshop C, 31/F, TML Tower, 3 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Tuesday, 23 August 2022 at 10:00 a.m. is set out on pages 47 to 55 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (to be moved to 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong with effect from 15 August 2022) as soon as possible and in any event not less than 48 hours before the time of the AGM (no later than 10:00 a.m. on Sunday, 21 August 2022 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such case, the form of proxy previously submitted shall be deemed to be revoked.

22 July 2022

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DEFINITIONS

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

“Adoption Date”	the date on which the New Share Option Scheme will be adopted by an ordinary resolution to be passed by the Shareholders at the AGM
“AGM”	the annual general meeting of the Company to be convened and held at Workshop C, 31/F, TML Tower, 3 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Tuesday, 23 August 2022 at 10:00 a.m., the notice of which is set out on pages 47 to 55 of this circular, and any adjournment thereof
“Articles”	the articles of association of the Company, as amended from time to time
“associates”	has the same meaning as defined under the Listing Rules
“Board”	the board of Directors of the Company
“Companies Act”	the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	KFM Kingdom Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Date of Grant”	the date on which an Offer is offered to a Participant
“Director(s)”	director(s) of the Company
“Eligible Employee”	any employee (whether full-time or part-time employee, including any executive director but excluding any independent non-executive director) of our Company or any of its subsidiaries
“Existing Share Option Scheme”	the existing share option scheme of the Company adopted on 22 September 2012

DEFINITIONS

“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate number of the issued Shares as at the date of passing the relevant resolution at the AGM
“Grantee(s)”	any Participant(s) who accepts the Offer in accordance with the terms of the New Share Option Scheme or (where the context so permits) the person(s) or the personal representative(s) entitled to any such Option in consequence of the death of the original Grantee
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	14 July 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Articles”	the amended and restated articles of association of the Company incorporating and consolidating all the Proposed Amendments, proposed to be adopted by the Company at the AGM
“New Share Option Scheme”	the new share option scheme of the Company to be proposed for adoption by the Company at the AGM, the principal terms of which are set out in the Appendix III
“Nomination Committee”	the nomination committee of the Company

DEFINITIONS

“Offer”	the offer of the grant of an Option
“Option(s)”	an option to subscribe for Shares granted under the New Share Option Scheme
“Option Period”	for the purpose of any Option, a period to be determined and notified by the Board in which an Option may be exercised by the Grantees in accordance with the terms of the New Share Option Scheme and the Offer. Such period shall commence on the Date of Grant and expire on such date as determined by the Board provided that the Option may not be exercised after expiration of 10 years from the Date of Grant
“Participant(s)”	any person(s) falling into the scope as stipulated in paragraph 2 of the Appendix III to this circular and eligible to take up Options to subscribe for Shares under the New Share Option Scheme
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Articles as set out in Appendix IV to this circular
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares, the aggregate number of which shall not exceed 10% of the aggregate number of issued Shares as at the date of passing the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

KFM
KINGDOM **M**
KFM KINGDOM HOLDINGS LIMITED
KFM 金德控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3816)

Executive Directors:

Mr. Sun Kwok Wah Peter
Mr. Wong Chi Kwok

Non-executive Director:

Mr. Zhang Haifeng (*Chairman*)

Independent non-executive Directors:

Mr. Wan Kam To
Ms. Zhao Yue
Mr. Shen Zheqing

Registered office:

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

Principal place of business

in Hong Kong:
Workshop C, 31/F, TML Tower
3 Hoi Shing Road, Tsuen Wan
New Territories
Hong Kong

22 July 2022

To the Shareholders

Dear Sir or Madam

**(1) GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES**
(2) PROPOSED RE-ELECTION OF DIRECTORS
(3) TERMINATION OF THE EXISTING SHARE OPTION SCHEME
(4) ADOPTION OF THE NEW SHARE OPTION SCHEME
AND
**(5) PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM and to give you notice of the AGM. Resolutions to be proposed at the AGM include, inter alia: (a) ordinary resolutions on the proposed grant of each of the General Mandate, the Repurchase Mandate and the Extension Mandate; (b) ordinary resolutions relating to the proposed re-election of the Directors; (c) ordinary resolution relating to the termination of the Existing Share Option Scheme; (d) ordinary resolution relating to the adoption of the New Share Option Scheme; and (e) special resolution relating to the Proposed Amendments and adoption of the New Articles.

LETTER FROM THE BOARD

GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the aggregate number of the issued Shares on the date of passing of such resolution. On the basis of 600,000,000 Shares in issue as at the Latest Practicable Date and assuming no Shares will be issued or repurchased prior to the AGM, the maximum number of Shares to be allotted and issued pursuant to the General Mandate will be 120,000,000;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the aggregate number of the issued Shares on the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

Each of the General Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the date by which the next annual general meeting is required by the Companies Act or the Articles to be held; or (c) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Directors wish to state that they have no immediate plans to allot and issue any new Shares other than such Shares which may fall to be allotted and issued upon the exercise of any options granted under the Existing Share Option Scheme.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining Shareholders' right to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 18 August 2022 to Tuesday, 23 August 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all completed transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, namely Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (to be moved to 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong with effect from 15 August 2022) for registration not later than 4:30 p.m. on Wednesday, 17 August 2022.

PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to article 105 of the Articles, one-third of the Directors shall retire from office by rotation at each annual general meeting of the Company. Mr. Sun Kwok Wah Peter and Ms. Zhao Yue shall retire from office by rotation at the AGM and, being eligible, offer themselves for re-election as Directors at the AGM.

The Nomination Committee, having reviewed the structure and composition of the Board and the confirmation of independence provided by Ms. Zhao Yue pursuant to Rule 3.13 of the Listing Rules, nominated Ms. Zhao Yue to the Board for it to recommend to Shareholders for re-election as an independent non-executive Director at the AGM. The nomination was made in accordance with the nomination policy of the Company and the objective criteria (including without limitation, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company. The Nomination Committee had also taken into account Ms. Zhao's working profile and her extensive experience as set out in Appendix II to this circular, contributions of Ms. Zhao to the Board and her commitment to her roles and it was satisfied with her independence having regard to the independence criteria as set out in Rule 3.13 of the Listing Rules. The Nomination Committee considers that Ms. Zhao will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Board accepted Nomination Committee's nomination and recommended Ms. Zhao to stand for re-election as an independent non-executive Director by the Shareholders at the AGM. The Board is satisfied that Ms. Zhao has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director and consider Ms. Zhao to be independent.

Given the extensive knowledge and experience of Mr. Sun Kwok Wah Peter, the Nomination Committee and the Board believe that his re-elections as a Director is in the best interests of the Company and the Shareholders, and therefore recommend the Shareholders to re-elect Mr. Sun as a Director. Separate resolutions will be proposed for his re-election at the AGM.

Biographical information of each of the Directors who are proposed to be re-elected at the AGM is set out in Appendix II to this circular.

LETTER FROM THE BOARD

PROPOSED TERMINATION OF THE EXISTING SHARE OPTION SCHEME AND PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME

(a) Existing Share Option Scheme

Pursuant to the written resolution of the Shareholders dated 22 September 2012, the Company had adopted the Existing Share Option Scheme. Under the Existing Share Option Scheme, the Directors may at their discretion grant options to (i) any Director (including executive Directors, non-executive Directors and independent non-executive Directors) and employees of the Company, any of its subsidiaries or any entity in which the Group holds an equity interest; or (ii) any suppliers, customers, consultants who provided services to the Group, shareholders of the subsidiaries of the Company and joint venture partners to subscribe for the Shares.

Under the terms of the Existing Share Option Scheme, unless otherwise cancelled or amended, the Existing Share Option Scheme would remain in force for a period of 10 years from the date of its adoption. Apart from the Existing Share Option Scheme, the Company has no other subsisting share option scheme as at the Latest Practicable Date.

During the term of the Existing Share Option Scheme up to the Latest Practicable Date, no option was granted, exercised, cancelled, lapsed or outstanding under the Existing Share Option Scheme. As at the Latest Practicable Date, there were no outstanding options granted but not yet exercised under the Existing Share Option Scheme and the Board has no intention of granting any further Options under the Existing Share Option Scheme.

According to the terms of the Existing Share Option Scheme, the Company may by resolution in general meeting at any time resolve to terminate the operation of the Existing Share Option Scheme and in such event, no further Options will be offered but in all other respects the provisions of the Existing Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any Options (to the extent not already exercised) granted prior thereto or otherwise as may be required in accordance with the provisions of the Existing Share Option Scheme and Options (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the Existing Share Option Scheme.

The Board proposes to terminate the operation of the Existing Share Option Scheme and adopt the New Share Option Scheme before the Existing Share Option Scheme is due to expire.

It is proposed that subject to the approval of the Shareholders at the AGM of the adoption of the New Share Option Scheme and the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares which fall to be allotted and issued upon the exercise of the Options in accordance with the terms and conditions of the New Share Option Scheme, the operation of the Existing Share Option Scheme shall be terminated (such that no further Options could thereafter be offered under the Existing Share Option Scheme but in all other respects the provisions of the Existing Share Option Scheme shall remain in full force and effect) and the New Share Option Scheme will take effect.

LETTER FROM THE BOARD

(b) New Share Option Scheme

In light of the expiry of the Existing Share Option Scheme, the Board proposes to recommend to the Shareholders to approve the adoption of the New Share Option Scheme.

The purpose of the New Share Option Scheme is to provide incentives or rewards to Participants for their contribution to the Group and/or enable the Group to recruit and retain high caliber employees and attract human resources that are available to the Group. The New Share Option Scheme will give the Participants an opportunity to have a personal stake in the Company and will help achieve (i) motivating the Participants to optimise their performance and efficiency; and (ii) attracting and retaining the Participants whose contributions are important to the long-term growth and profitability of the Group.

The New Share Option Scheme will allow the Company to have flexibility to provide incentive to the Participants and reward them for their contribution to the Group, and to consolidate their loyalty with the Group.

Options may be exercised during such period (including the minimum period, if any, for which an Option must be held before it can be exercised) as may be determined by the Directors and commences after a certain vesting period and ends in any event not later than ten years from the Date of Grant of the relevant share option, subject to the provisions for early termination thereof. Options may be granted upon payment of HK\$1 as consideration for each grant. The exercise price is equal to the highest of (i) the closing price of the Shares as stated in the daily quotation sheet issued by the Stock Exchange on the date of the Offer; (ii) the average closing price of the Shares as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of the Offer; and (iii) nominal value of the Shares.

At the AGM, the ordinary resolution No. 8 will be proposed that the New Share Option Scheme be approved and adopted. A summary of principal terms of the rules of the proposed New Share Option Scheme is set out in Appendix III to this circular. The terms of the New Share Option Scheme are in line with the provisions of Chapter 17 of the Listing Rules, which governs the terms of the share option schemes of listed companies.

The Directors consider that it is not appropriate to state the value of all Options that can be granted pursuant to the New Share Option Scheme as if they had been granted at the Latest Practicable Date. The Directors believe that any statement regarding the value of the options as at the Latest Practicable Date will not be meaningful to Shareholders, taking into account the number of variables which are crucial for the calculation of the option value which have not been determined. Such variables include the exercise price, exercise period, any performance targets set and other relevant variables.

Subject to the obtaining of Shareholders' approval with respect to the adoption of the New Share Option Scheme, the total number of Shares which may be issued upon exercise of all Options which may be granted under the New Share Option Scheme must not in aggregate exceed 10% of the Shares in issue at the date of approval of the New Share Option Scheme, unless the Company obtains approval from the Shareholders in a general

LETTER FROM THE BOARD

meeting to refresh such limit in accordance with the Listing Rules. Options lapsed in accordance with the terms of the New Share Option Scheme and any other share option scheme of the Company will not be counted for the purpose of calculating such 10% limit. The maximum aggregate number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the New Share Option Scheme and any other share option scheme of the Company must not exceed 30% of the total number of Shares in issue from time to time.

As at the Latest Practicable Date, there were a total of 600,000,000 Shares in issue. Assuming there is no change in the total number of Shares in issue between the period from the Latest Practicable Date up to the Adoption Date, the maximum number of Shares which may be issued upon exercise all Options which may be granted pursuant to the New Share Option Scheme will be 60,000,000 Shares, representing 10% of the total number of Shares in issue as at the Adoption Date. The Company may seek approval by its Shareholders to renew the 10% limit on the basis that the maximum number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the New Share Option Scheme and any other share option scheme of the Company shall not exceed 30% of the total number of Shares in issue from time to time.

No Directors is trustee of the New Share Option Scheme or have a direct or indirect interest in the trustee.

No Shareholder has a material interest in the adoption of the New Share Option Scheme, and hence no Shareholder is required to abstain from voting on relevant resolution at the AGM.

(c) Conditions Precedent of the New Share Option Scheme

The New Share Option Scheme will become effective for a 10-year period ending at the close of business on the tenth anniversary of the date of the AGM subject to:

- (i) the passing of an ordinary resolution by the Shareholders to approve and adopt the New Share Option Scheme and to authorise the Board to grant Options thereunder and to allot and issue Shares pursuant to the exercise of any Option; and
- (ii) the Stock Exchange granting for the listing of, and permission to deal in, the Shares, which fall to be issued pursuant to the exercise of Options on the Stock Exchange.

Application will be made by the Company to the Stock Exchange for the approval for the listing of, and permission to deal in, the Shares to be issued under the Options that may be granted under the New Share Option Scheme.

Once the New Share Option Scheme is adopted, any alterations to the terms and conditions thereof, which are of a material nature, must be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the New Share Option Scheme.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO ARTICLES

Reference is made to the relevant announcement of the Company dated 24 June 2022 in relation to, among other things, the Proposed Amendments.

As set out in the said announcement, the Board proposes to amend the Articles in order to, among other things, (i) bring the constitution of the Company in line with amendments made to applicable laws of the Cayman Islands and the Listing Rules; and (ii) incorporate certain housekeeping amendments for the purpose of clarifying existing practices and making consequential amendments in line with the Proposed Amendments. Details of the Proposed Amendments are set out in Appendix IV to this circular.

The legal advisors to the Company as to Hong Kong laws and the Cayman Islands law have respectively confirmed that the Proposed Amendments comply with the applicable requirements of the Listing Rules and do not violate the Cayman Islands law. The Company also confirms that there is nothing unusual in the Proposed Amendments from the perspective of a company listed on the Stock Exchange.

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

The Proposed Amendments and adoption of the New Articles will be subject to the approval by the Shareholders by way of a special resolution at the AGM and will take effect when the New Articles, which will incorporate all of the Proposed Amendments, are adopted at the AGM.

ACTIONS TO BE TAKEN

Set out on pages 47 to 55 of this circular is a notice convening the AGM at which ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) the proposed grant of the General Mandate, Repurchase Mandate and Extension Mandate;
- (b) the proposed re-election of Directors;
- (c) the proposed termination of the Existing Share Option Scheme;
- (d) the proposed adoption of New Share Option Scheme; and
- (e) the Proposed Amendments.

Whether or not you are able to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (to be moved to 17th Floor, Far East Finance Centre, No. 16 Harcourt Road,

LETTER FROM THE BOARD

Hong Kong with effect from 15 August 2022) as soon as possible and in any event not less than 48 hours before the time of the AGM (no later than 10:00 a.m. on Sunday, 21 August 2022 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such case, the form of proxy previously submitted shall be deemed to be revoked.

VOTING AT THE AGM

All resolutions at the AGM shall be conducted by way of poll, and the results of the AGM will be announced by the Company in compliance with the Listing Rules.

RECOMMENDATIONS

The Board considers that the proposed grant of the General Mandate, Repurchase Mandate and Extension Mandate, the proposed re-election of Directors, the proposed termination of the Existing Share Option Scheme, the proposed adoption of New Share Option Scheme, the Proposed Amendments and the adoption of the New Articles to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of such resolutions at the AGM.

RESPONSIBILITY STATEMENT

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

GENERAL INFORMATION

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

MISCELLANEOUS

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

Yours faithfully
By order of the Board
KFM Kingdom Holdings Limited
Zhang Haifeng
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 600,000,000 Shares in issue. The Repurchase Mandate will enable the Directors to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the aggregate number of the issued Shares on the date of passing the relevant ordinary resolution in the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 60,000,000 Shares.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Act, other applicable laws of the Cayman Islands and the Listing Rules. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Act, repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Act, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Act, out of capital.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

5. GENERAL

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the most recent published audited accounts, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the 12 calendar months immediately preceding the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
July	0.34	0.25
August	0.31	0.28
September	0.33	0.29
October	0.30	0.26
November	0.30	0.27
December	0.29	0.26
2022		
January	0.29	0.26
February	0.28	0.25
March	0.28	0.23
April	0.26	0.23
May	0.27	0.23
June	0.30	0.23
July (up to the Latest Practicable Date)	0.24	0.24

7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands and in accordance with the regulations set out in the memorandum of association of the Company and the Articles.

8. CONNECTED PERSON

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company, or has any such connected person undertaken not to do so, in the event that the grant of Repurchase Mandate to the Directors is approved by the Shareholders.

9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

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

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Massive Force Limited ("MFL") beneficially owned 449,999,012 Shares, representing approximately 75.0% of the existing issued Shares. The issued ordinary shares of MFL are owned as to 40.0% by Mr. Zhang Yongdong.

Assuming that the issued share capital of the Company remains unchanged up to the date of the AGM and in the event that the Repurchase Mandate is exercised in full, the shareholding of MFL in the Company will be increased to approximately 83.33%. On the basis of the current shareholding of MFL, an exercise of the Repurchase Mandate will not result in MFL becoming obliged to make a mandatory offer under Rule 26.1 of the Takeovers Code.

The Directors have no intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such extent as would result in the level of shareholdings in the Company held by the public falling below 25%. None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates has any present intention to sell any Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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

10. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following sets out the biographical information of the Directors eligible for re-election at the AGM:

Executive Director

Mr. Sun Kwok Wah Peter (孫國華), aged 62, one of the founders at the Group, was appointed as an executive Director and the chief executive officer on 13 July 2011 and 3 February 2016 respectively. He is also a director of certain subsidiaries of the Group. Mr. Sun Kwok Wah Peter has more than 25 years of experience in the metal stamping industry. Since 1981, he participated in his family business in metal kitchenware manufacturing in Hong Kong. He developed his expertise in metal stamping when he first started his metal stamping factory in the name of Kingdom Industrial Company in Kwai Chung in 1987. In 1989, he established Kingdom Fine Metal Limited and established his Shenzhen Shunan Kingdom Contract Processing Factory in 1990. He is responsible for the overall strategic planning and partnership development as well as international key customer relations of the Group.

Mr. Sun Kwok Wah Peter was awarded for his achievements in the industry. He was given the Young Industrialist Awards of Hong Kong by the Federation of Hong Kong Industries in 1999. In 2001, he was awarded as 優秀青年企業家 (Shenzhen Excellent Young Entrepreneurs) by 共青團深圳市委員會 (Communist Youth Shenzhen Committee), 深圳市青年企業家聯合會 (Shenzhen Young Entrepreneurs' Joint Association), 深圳市青年聯合會 (Shenzhen Youth Joint Association), 深圳特區報社 (Shenzhen Special Zone Press Office) and 深圳電視台 (Shenzhen Television) as well as Directors of the Year Awards by the Hong Kong Institute of Directors. In 2002, he received the Bauhinia Cup Outstanding Entrepreneur Award by the Hong Kong Polytechnic University. In 2006, he was awarded the Medal of Honour by the Hong Kong SAR Government.

Mr. Sun Kwok Wah Peter serves numerous positions in various governmental bodies. He has been a member of both Shenzhen Nanshan District Standing Committee of the Chinese People's Political Consultative Conference (the "CPPCC") from 2006 to 2016 and Anhui Provincial Committee of CPPCC since 2003, respectively. He has also been the vice chairman of Shenzhen Association of Enterprises with Foreign Investment since 2005. He was the vice-president of Shenzhen Nanshan Foreign Enterprise's Chamber of Commerce between 2005 and 2012 and was appointed as the president in February 2012. He has been a member of Hong Kong CPPCC (Provincial) Members Association Limited since 2006.

Mr. Sun Kwok Wah Peter is an active member in different social organisations as well. He is the Honorary President and Standing Committee Member of the Hong Kong Young Industrialists Council Foundation Limited. Apart from that, he is involved in charitable organisations by being the founding chairman of Hong Kong Blind Sports Federation Limited, the Honorary Patron of The Asian Foundation for the Prevention of Blindness.

Mr. Sun Kwok Wah Peter holds an MBA degree from the Business School of the European University. In January 2002, Mr. Sun Kwok Wah Peter was awarded associateship (metal industry) by the Professional Validation Council of Hong Kong Industries. He was also appointed as the honorary professor of the 深圳大學工程技術學院 (College of Engineering and Technology of Shenzhen University) in December 2002. Mr. Sun Kwok Wah Peter was conferred as a University Fellow by The Hong Kong Polytechnic University in January 2014.

Mr. Sun Kwok Wah Peter has not at any time during the three years preceding the Latest Practicable Date served nor is currently serving as a director of any other listed companies.

Mr. Sun Kwok Wah Peter has entered into a service agreement with the Company for a term of three years commencing from 22 September 2012 and until terminated by not less than three months' notice in writing served by either party on the other. After the expiry of the current term, the term of service shall be renewed and extended automatically by one year and on the expiry of every successive period of one year thereafter, unless either party has given at least three months' written notice of non-renewal before the expiry of the then existing term. Under the service agreement, Mr. Sun Kwok Wah Peter is currently entitled to an annual salary of HK\$3,900,000. The emolument of Mr. Sun Kwok Wah Peter has been determined by the Board with reference to his duties, responsibilities and contribution to the Group. In addition, Mr. Sun Kwok Wah Peter is entitled to a discretionary management bonus in such amount to be determined by the Board and on the condition that the aggregate amount of bonuses payable to all the executive Directors for any financial year of the Company shall not exceed 5% of the audited consolidated or combined net profit attributable to the Shareholders (after taxation and minority interests and payment of such bonuses but before extraordinary or exceptional items) in respect of that financial year of the Company.

As at the Latest Practicable Date, Mr. Sun Kwok Wah Peter did not have, and was not deemed to have, any interests in any other Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO.

Mr. Sun Kwok Wah Peter does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Independent non-executive Director

Ms. Zhao Yue (趙悦), aged 47, was appointed as an independent non-executive Director on 3 February 2016. Ms. Zhao is currently a director of Togni & Zhao Limited, a private company incorporated in Hong Kong which engages in the business of executive search. Ms. Zhao was admitted to the New York State Bar in 2003 and has years of experience in the legal industry. Ms. Zhao had working experiences at Paul, Weiss, Rifkind, Wharton & Garrison and Skadden, Arps, Slate, Meagher & Flom. Ms. Zhao graduated from the University of Bridgeport with a Bachelor of Science degree in Biology, and graduated from the New York University with a Juris Doctor degree.

Ms. Zhao Yue has not held any directorship in the last three years in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, and does not have any other major appointments. Save as disclosed, Ms. Zhao Yue does not hold any other position with the Company or any of its subsidiaries.

There is no service contract entered into between the Company and Ms. Zhao Yue. Pursuant to the letter of appointment entered into between the Company and Ms. Zhao Yue, Ms. Zhao Yue has been appointed as an independent non-executive Director without a specific fixed terms commencing from 3 February 2016. Her appointment may be terminated by herself by serving not less than one month's notice in writing. Ms. Zhao Yue is subject to retirement and re-election in accordance with the code of corporate governance practices. The emolument of Ms. Zhao Yue is HK\$150,000 per annum which was determined by reference to the prevailing market rate.

As at the Latest Practicable Date, Ms. Zhao Yue did not have, and was not deemed to have, any interests in any other Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO.

Ms. Zhao Yue does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of each of Mr. Sun Kwok Wah Peter and Ms. Zhao Yue and there is no information which is discloseable nor is/was Mr. Sun Kwok Wah Peter and Ms. Zhao Yue involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

The following is a summary of the principal terms of the rules of the New Share Option Scheme. It does not form part of, nor is it intended to be part of the rules of the New Share Option Scheme and it should not be taken as affecting the interpretation of the rules of the New Share Option Scheme. The Directors reserve the right at any time prior to the AGM to make such amendments to the New Share Option Scheme as they may consider necessary or appropriate provided that such amendments do not conflict with any material aspect with the summary in this Appendix:

(1) PURPOSE OF THE NEW SHARE OPTION SCHEME

The purpose of the New Share Option Scheme is to enable the Group to grant Options to selected Participants as incentives or rewards for their contribution to the Group. The Directors consider the New Share Option Scheme will enable the Group to reward the employees and the Directors for their contributions to us. Given that the Directors are entitled to determine any performance targets to be achieved as well as the minimum period that an Option must be held before an Option can be exercised on a case by case basis, and that the exercise price of an Option cannot in any event fall below the price stipulated in the Listing Rules or such higher price as may be fixed by the Directors, it is expected that Grantees of an Option will make an effort to contribute to the development of the Company so as to bring about an increased market price of the Shares in order to capitalise on the benefits of the Options granted.

(2) WHO MAY JOIN

The Directors (which expression shall, for the purpose of this Appendix, include a duly authorised committee thereof) may, at their absolute discretion, invite any Eligible Employee and any non-executive Directors (excluding the independent non-executive Directors) to take up Options to subscribe for Shares. For the avoidance of doubt, the grant of any Options by the Company for the subscription of Shares or other securities of the Group to any person who falls within any of the above classes of Participants shall not, by itself, unless the Directors otherwise determine, be construed as a grant of Option under the New Share Option Scheme.

The eligibility of any of the above classes of Participants to the grant of any Option shall be determined by the Directors from time to time on the basis of the Directors' opinion as to his contribution to the development and growth of the Group on a case-by-case basis. In assessing the eligibility of Participants, the Board will consider all relevant factors as appropriate, including, among others, (a) his responsibilities and contributions made or to be made to the Group; (b) his ability to further promote the development of the Group; (c) his years of service; and (d) his professional qualifications and knowledge in the industry.

For internal control purposes, and to ensure that the grant of Options can properly serve the purpose of the New Share Option Scheme, the Group has implemented procedure for the grant of Option, requiring the Option to be reviewed by the Board and the Remuneration Committee before the Option to be granted. The Group will also periodically assess the performance of the Participants and the value of their

contributions to the Group based on the abovementioned factors which are to be taken in account when considering the eligibility of the Participants. Upon any grant of options under the New Share Option Scheme, the Company will issue an announcement in accordance with the Listing Rules and set out (i) a brief generic description of each of such relevant Grantees; (ii) the relevant and applicable factors considered by the Directors in assessing the eligibility of each of the Grantee and how each such Grantee satisfies the eligibility assessment; and (iii) the reason(s) for the grant of Option to such Grantee and how such grant serves to achieve the purpose of the New Share Option Scheme.

(3) MAXIMUM NUMBER OF SHARES

- (a) The maximum number of Shares which may be allotted and issued upon the exercise of all outstanding Options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes adopted by the Group shall not exceed 30% of the share capital of the Company in issue from time to time. No Options may be granted under the New Share Option Scheme or any other option scheme adopted by the Group if the grant of such Option will result in the limit referred to in this paragraph 3(a) being exceeded.
- (b) The total number of Shares which may be issued upon exercise of all Options (excluding, for this purpose, Options which have lapsed in accordance with the terms of the New Share Option Scheme and any other share option schemes of the Group) which may be granted under the New Share Option Scheme must not in aggregate exceed 10% of the Shares in issue at the date of approval of the New Share Option Scheme (the “**General Scheme Limit**”).
- (c) Subject to paragraph 3(a) above but without prejudice to paragraph 3(d) below, the Company may seek approval of the Shareholders in general meeting to refresh the General Scheme Limit provided that the total number of Shares which may be allotted and issued upon exercise of all Options to be granted under the New Share Option Scheme and any other share option scheme of the Group must not exceed 10% of the Shares in issue as at the date of approval of the limit and for the purpose of calculating the limit, Options (including those outstanding, cancelled, lapsed or exercised in accordance with the New Share Option Scheme and any other share option scheme of the Group) previously granted under the New Share Option Scheme or any other share option scheme of the Group will not be counted for the purpose of calculating the limit as renewed. The Company shall issue a circular to the Shareholders containing, among other information, the information required under Rule 17.02(2)(d) of the Listing Rules and the disclaimer required under Rule 17.02(4)(4) of the Listing Rules from time to time.

- (d) Subject to paragraph 3(a) above and without prejudice to paragraph 3(c) above, the Company may seek separate Shareholders' approval in general meeting to grant Options under the New Share Option Scheme beyond the General Scheme Limit or, if applicable, the extended limit referred to in paragraph 3(c) above to Participants specifically identified by the Company before such approval is sought. In such event, the Company must send a circular to the Shareholders containing a general description of the specified Participants, the number and terms of Options to be granted, the purpose of granting Options to the specified Participants with an explanation as to how the terms of the Options serve such purpose and such other information required under Rule 17.02(2)(d) of the Listing Rules and the disclaimer required under Rule 17.02(4) of the Listing Rules.

(4) MAXIMUM ENTITLEMENT OF SHARES OF EACH PARTICIPANT

The total maximum number of Shares issued and which may fall to be issued upon exercise of the Options granted under the New Share Option Scheme and any other share option scheme of the Group (including exercised, cancelled and outstanding Options) to each Grantee in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being (the "**Individual Limit**"). Any further grant of Options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant must be separately approved by the Shareholders in general meeting of the Company with such Grantee and his close associates or associates abstaining from voting. The Company must also send a circular to the Shareholders containing the identity of the Participant in question, the number and terms of the Options to be granted (and Options previously granted to such Participant), information required under Rule 17.02(2)(d) of the Listing Rules, the disclaimer under Rule 17.02(4) of the Listing Rules and any other information as may be required by the Listing Rules then prevailing to be included in such circular. The number and terms (including the exercise price) of the Options to be granted must be fixed before Shareholders' approval and the date of the Board meeting for proposing such further grant should be taken as the Date of Grant for the purpose of calculating the exercise price under note (1) to Rule 17.03(9) of the Listing Rules.

(5) GRANT OF OPTIONS TO CONNECTED PERSONS

- (a) Any maker of an Offer under the New Share Option Scheme to any Director, chief executive of the Company or substantial Shareholder or any of their respective associates must be approved by independent non-executive Directors.
- (b) Where any grant of Options to a substantial Shareholder or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (i) representing in aggregate over 0.1% of the Shares in issue; and
- (ii) having an aggregate value, based on the closing price of the Shares at the date of each Offer, in excess of HK\$5 million;

such further grant of Options must be approved by the Shareholders in general meeting. The Company must send a circular to the Shareholders containing all information required under Rule 17.04(3) of the Listing Rules (or otherwise in accordance with the Listing Rules effective from time to time), which includes, among other matters:

- (a) details of the number and terms (including the exercise price) of the options to be granted to each participant, which must be fixed before the Shareholders' meeting and the date of Board meeting for proposing such further grant shall be taken as the date of grant for the purpose of calculating the exercise price of such options; and the description of the terms of the options to be granted will include the information required under Rules 17.03(5) to 17.03(10) of the Listing Rules;
- (b) a recommendation from the independent non-executive directors of the listed issuer to the independent shareholders as to voting;
- (c) the information required under Rules 17.02(2)(c) and (d) and the disclaimer required under Rule 17.02(4) of the Listing Rules; and
- (d) the information required under Rule 2.17 of the Listing Rules.

All such connected persons of the Company, his/her associates and all core connected persons of the Company shall abstain from voting in favour in such general meeting in connection with obtaining the aforesaid approval, save that they may vote against the relevant resolution at the general meeting provided that any of their intention to do so shall have been stated in the circular to be sent to the Shareholders in connection therewith. Any vote taken at the meeting of the Shareholders to approve the grant of such Options must be taken on a poll and the Company must comply with the requirements under Rules 13.39(5), 13.40, 13.41 and 13.42 of the Listing Rules.

(6) TIME OF ACCEPTANCE AND EXERCISE OF OPTION

An Option must be accepted by a Participant within 21 days from the date of the Offer of the Option.

An Option may be exercised in accordance with the terms of the New Share Option Scheme at any time during a period to be determined and notified by the Directors to each Grantee, which period may commence from the date of the Offer is made, but shall end in any event not later than 10 years from the Date of Grant of the Option subject to the provisions for early termination thereof. Unless otherwise determined by the Directors and stated in the Offer to a Grantee, there is no minimum period required under the New Share Option Scheme for the holding of an Option before it can be exercised.

(7) PERFORMANCE TARGET

Unless the Directors otherwise determined and stated in the Offer to a Grantee, a Grantee is not required to hold an Option for any minimum period nor achieve any performance targets before the exercise of an Option granted to him.

Since the Board intends not to require any performance targets at the time of granting Options to the Participants, there will not be any clawback mechanism as both the Board as well as the Remuneration Committee shall consider all relevant factors as appropriate, review and make a comprehensive and reasonable assessment on the relevant Participant, in particular how the grant of Options to the relevant Participant serve the purpose of the New Share Option Scheme, before making an Offer. As a result, all the Offers made would have been given due consideration and it would not be subject to a clawback mechanism.

(8) SUBSCRIPTION PRICE FOR THE SHARES AND CONSIDERATION FOR THE OPTION

The subscription price for any Option to subscribe for the Shares under the New Share Option Scheme shall be at the discretion of the Directors, but shall not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for trade in one or more board lots of the Shares on the date of the Offer, which must be a business day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of the Offer; and (iii) the nominal value of a Share.

A nominal consideration of HK\$1.00 is payable on acceptance of the grant of an Option within 30 days from the date of the Offer.

(9) RIGHTS ATTACHING TO OPTIONS AND SHARES

The Shares to be allotted and issued upon the exercise of an Option will be subject to all the provisions of the Articles for the time being in force and will rank pari passu in all respects with the then existing fully paid Shares in issue on the date on which the Option is duly exercised or, if that date falls on a day when the register of members of the Company is closed, the first day of the re-opening of the register of members (the “**Exercise Date**”) and accordingly will entitle the holders thereof to participate in all dividends or other distributions paid or made on or after the Exercise Date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the Exercise Date. A Share allotted and issued upon the exercise of an Option shall not carry voting rights until the name of the Grantee has been duly entered on the register of members of the Company as the holder thereof.

(10) RESTRICTION ON GRANT OF OPTION

No Offer shall be made after an inside information (has the meaning defined in the Securities and Futures Ordinance as amended from time to time) has come to the Company until such inside information has been announced in accordance with the requirements of the Listing Rules. In particular, during the period commencing one month immediately preceding the earlier of:

- (a) the date of the Board meeting (as such date is first notified by Stock Exchange under the Listing Rules) for the approval of the Company’s results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and
- (b) the deadline for the Company to publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules),

and ending on the date of the results announcement, no Offer may be granted. For the avoidance of doubt, the period during which no Option may be granted will cover any period of delay in the publication of results announcement.

No Offer shall also be made to an Eligible Participant who is a Director during the periods or times in which the Directors are prohibited from dealing in Shares pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers prescribed by the Listing Rules or any corresponding code or securities dealing restrictions adopted by the Company.

(11) PERIOD OF THE SHARE OPTION SCHEME

The New Share Option Scheme will remain in force for a period of 10 years commencing on the Adoption Date.

(12) RIGHTS ON CEASING EMPLOYMENT

If the Grantee is an Eligible Employee and ceases to be an Eligible Employee for any reason other than death, ill-health or retirement in accordance with his contract of employment or the termination of his employment on one or more of the grounds referred to in paragraph 14 below before exercising his Option in full, the Option (to the extent not already exercised) shall lapse on the date of cessation or termination and shall not be exercisable unless the Directors otherwise determine in which event the Grantee may exercise the Option (to the extent not already exercised) in whole or in part within such period as the Directors may determine following the date of such cessation or termination, which will be taken to be the last day on which the Grantee was at work with the Company or the relevant subsidiary whether salary is paid in lieu of notice or not.

(13) RIGHTS ON DEATH, ILL-HEALTH OR RETIREMENT

If the Grantee is an Eligible Employee and in the event of his ceasing to be an Eligible Employee by reason of his death, ill-health, injury, disability or retirement in accordance with his contract of employment before exercising the Option in full, his personal representative(s), or, as appropriate, the Grantee may exercise the Option (to the extent not already exercised) in whole or in part within a period of 12 months following the date of cessation of employment which date shall be the last day on which the Grantee was at work with the Company or the relevant subsidiary whether salary is paid in lieu of notice or not or such longer period as the Directors may determine or, if any of the events referred to in paragraph 16 or 17 occur during such period.

(14) RIGHTS ON DISMISSAL

If the Grantee is an Eligible Employee and ceases to be an Eligible Employee by reason of termination of his employment on the grounds that he has been guilty of persistent or serious misconduct, or has committed any act of bankruptcy or has become insolvent or has made any arrangement or composition with his creditors generally, or has been convicted of any criminal offence (other than an offence which in the opinion of the Directors does not bring the Grantee or any member of the Group into disrepute), his Option (to the extent not already exercised) will lapse automatically on the date of cessation to be an Eligible Employee.

(15) RIGHTS ON BREACH OF CONTRACT

If the Directors shall at their absolute discretion determine that (aa) (1) the Grantee of any Option (other than an Eligible Employee) or his associate has committed any breach of any contract entered into between the Grantee or his associate on the one part and any member of the Group on the other part; or (2) that the Grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his creditors generally; or (3) the Grantee could no longer make any contribution to the growth and development of any member of the Group by reason of the cessation of its relations with the Group or by other reason whatsoever; and (bb) the Option granted to the Grantee under the New Share Option Scheme shall lapse as a result of any event specified in sub-paragraphs (1), (2) or (3) above in this paragraph, his Option will lapse automatically on the date on which the Directors have so determined.

(16) RIGHTS ON A GENERAL OFFER, A COMPROMISE OR ARRANGEMENT

If a general or partial offer, whether by way of take-over offer, share re-purchase offer, or scheme of arrangement or otherwise in like manner is made to all Shareholders, or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror, the Company shall use all reasonable endeavours to procure that such offer is extended to all the Grantees on the same terms, mutatis mutandis, and assuming that they will become, by the exercise in full of the Options granted to them, the Shareholders. If such offer becomes or is declared unconditional or such scheme of arrangement is formally proposed to the Shareholders, a Grantee shall be entitled to exercise his Option (to the extent not already exercised) to its full extent or to the extent specified in the Grantee's notice to the Company in exercise of his Option at any time thereafter and up to the close of such offer (or any revised offer) or the record date for entitlements under such scheme of arrangement, as the case may be. Subject to the above, an Option will lapse automatically (to the extent not exercised) on the date on which such offer (or, as the case may be, revised offer) closed or the relevant date for entitlements under such scheme of arrangement, as the case may be.

(17) RIGHTS ON WINDING UP

In the event of a resolution being proposed for the voluntary winding-up of the Company during the Option period, the Grantee may, subject to the provisions of all applicable laws, by notice in writing to the Company at any time not less than two business days before the date on which such resolution is to be considered and/or passed, exercise his Option (to the extent not already exercised) either to its full extent or to the extent specified in such notice in accordance with the provisions of the New Share Option Scheme and the Company shall allot and issue to the Grantee the Shares in respect of which such Grantee has exercised his Option not less than one business day before the date on which such resolution is to be considered and/or passed whereupon the Grantee shall accordingly be entitled, in respect of the Shares allotted and issued to him in the aforesaid manner, to participate in the distribution of the assets of the Company available in liquidation *pari passu* with the holders of the Shares in issue on the day prior to the date of such resolution. Subject thereto, all Options then outstanding shall lapse and determine on the commencement of the winding-up of the Company.

(18) GRANTEE BEING A COMPANY WHOLLY OWNED BY PARTICIPANTS

If the Grantee is a company wholly owned by one or more Participants:

- (a) paragraphs 12, 13, 14 and 15 shall apply to the Grantee and to the Options to such Grantee, *mutatis mutandis*, as if such Options had been granted to the relevant Participant, and such Options shall accordingly lapse or fall to be exercisable after the event(s) referred to in paragraphs 12 to 15 shall occur with respect to the relevant Participant; and
- (b) the Options granted to the Grantee shall lapse and determine on the date the Grantee ceases to be wholly owned by the relevant Participant provided that the Directors may in their absolute discretion decide that such Options or any part thereof shall not so lapse or determine subject to such conditions or limitations as they may impose.

(19) ADJUSTMENTS TO THE SUBSCRIPTION PRICE

In the event of any alteration in the capital structure of the Company, whether by way of capitalisation issue, rights issue, subdivision, consolidation of Shares or reduction of capital of the Company while an Option remains exercisable, such corresponding alterations (if any) certified in writing by the auditor for the time being of the Company or an independent financial adviser to the Company as fair and reasonable will be made to:

- (a) the number or nominal amount of Shares to which the New Share Option Scheme or any Option relates (insofar as it is/they are unexercised); and/or
- (b) the subscription price of the Option concerned; and/or
- (c) (Unless the Grantee of the Option elects to waive such adjustment) the number of Shares comprised in an Option or which remains comprised in an Option,

provided that:

- (i) any adjustments shall give a Grantee the same proportion of the issued share capital for which he would have been entitled to subscribe had he exercised all the Options held by him immediately prior to such adjustment;
- (ii) the issue of Shares or other securities of the Group as consideration in a transaction shall not be regarded as a circumstance requiring any such adjustment;
- (iii) no adjustment shall be made the effect of which would be to enable a Share to be issued at less than its nominal value; and
- (iv) any adjustment shall be made in compliance with the relevant terms of the New Share Option Scheme, Rule 17.03(13) of the Listing Rules and other applicable rules, codes, guidance notes and/or interpretation of the Listing Rules from time to time including the supplementary guidance on the Listing Rule 17.03(13) and note immediately after the rule attached to the Frequently Asked Question No. 072-2020 issued by the Stock Exchange on 6 November 2020.

In addition, in respect of any such adjustments, other than any adjustment made on a capitalisation issue, such auditor or independent financial adviser must confirm to the Directors in writing that the adjustments satisfy the requirements of the relevant provisions of the Listing Rules.

(20) CANCELLATION OF OPTIONS

Any cancellation of Options granted but not exercised must be subject to the prior written consent of the relevant Grantee and the approval of the Directors. Where the Company cancels any Option granted to a Grantee but not exercised and issues new Option(s) to the same Grantee, the issue of such new Option(s) may only be made with available unissued Options (excluding the Options so cancelled) within the General Scheme Limit or the new limits approved by the Shareholders pursuant subparagraphs (3)(c) and (d) above.

(21) TERMINATION OF THE NEW SHARE OPTION SCHEME

The Company may by resolution in general meeting at any time terminate the operation of the New Share Option Scheme and in such event no further Options shall be offered but in all other respects the provisions of the New Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any Options (to the extent not already exercised) granted prior thereto or otherwise as may be required in accordance with the provisions of the New Share Option Scheme. Options (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the New Share Option Scheme.

(22) TRANSFERABILITY OF OPTIONS

An Option under the New Share Option Scheme shall be personal to the Grantee and shall not be assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interests in favour of any third party over or in relation to any Option. Subject to the above, an Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the date on which a Grantee commits a breach of the foregoing.

(23) ALTERATION OF THE NEW SHARE OPTION SCHEME

Any alterations to the terms and conditions of the New Share Option Scheme which are of a material nature of Options granted must be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the New Share Option Scheme. The alteration shall comply with the relevant requirements of Chapter 17 of the Listing Rules. The terms and conditions of the New Share Option Scheme relating to the matters set out in Rule 17.03 of the Listing Rules shall not be altered to the advantage of Grantees of the Options except with the prior sanction of a resolution of the Shareholders in general meeting.

Any change to the authority of the Directors or the scheme administrators in relation to any alteration to the terms of the New Share Option Scheme shall be approved by the Shareholders in general meeting.

(24) CONDITIONS OF THE NEW SHARE OPTION SCHEME

The New Share Option Scheme will become effective for a 10-year period ending at the close of business on the tenth anniversary of the date of the AGM subject to:

- (i) the passing of an ordinary resolution by the Shareholders to approve and adopt the New Share Option Scheme and to authorise the Board to grant Options thereunder and to allot and issue Shares pursuant to the exercise of any Options; and
- (ii) the Stock Exchange granting for the listing of, and permission to deal in, the Shares, which fall to be issued pursuant to the exercise of Options on the Stock Exchange.

Application will be made by the Company to the Stock Exchange for the approval for the listing of, and permission to deal in, the Shares to be issued under the Options that may be granted under the New Share Option Scheme.

Once the New Share Option Scheme is adopted, any alterations to the terms and conditions thereof, which are of a material nature, must be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the New Share Option Scheme.

(25) LAPSE OF OPTION

An Option shall lapse automatically (to the extent not already exercised) on the earliest of:

- (a) the expiry of the Option period in respect of such Option;
- (b) the expiry of the periods or dates referred to in paragraphs 12 to 18; and
- (c) the date on which the Directors exercise the Company's right to cancel the Option by reason of a breach of paragraph 22 above by the Grantee.

Transfer of employment of a Grantee who is an Eligible Employee from one member of the Group to another member of the Group shall not be considered cessation of employment. It shall not be considered cessation of employment if a Grantee who is an Eligible Employee is placed on such leave of absence which is considered by the directors of the relevant member of the Group not to be a cessation of employment of the Grantee.

The following are the changes to the existing Articles introduced by the New Articles. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the New Articles.

Article No.	Provisions in the New Articles (showing changes to the existing Articles)
1(A); 1(B); 5(A); 11(A); 12(A); 12(B); 13(iv); 17(A); 17(B); 39; 41(C); 93; 113; 116; 140(C); 142; 153(B); 187	<u>LawAct</u>
104(D); 104(E); 104(G); 104(J)	<u>close associates</u>
1(A)	<p>The regulations contained or incorporated in Table A of the Schedule to the Companies <u>LawAct</u>, Chapter 22 (<u>LawAct 3 of 1961, as consolidated and revised</u>) shall not apply to this Company.</p> <p>“associates” in relation to any Director, shall have the meaning as ascribed to it in the Listing Rules;</p> <p><u>“clearing house” shall mean a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction, including but not limited to HKSCC;</u></p> <p><u>“close associate” shall mean in relation to any Director, shall have the same meaning as ascribed to it in the Listing Rules except that for purposes of Article 104 where the transaction or arrangement to be approved by the Board is a connected transaction under Chapter 14A of the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.</u></p> <p>“the Companies LawAct” shall mean The the Companies LawAct, Cap. 22 (Law-Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended from time to time;</p> <p><u>“HKSCC” shall mean Hong Kong Securities Clearing Company Limited;</u></p> <p>“holding company” and “subsidiary” shall have the meanings ascribed to them by section 13 and section 152 of the Companies Ordinance (Cap. 62232) of the laws of Hong Kong as in force at the adoption of these Articles;</p>

Article No.	Provisions in the New Articles (showing changes to the existing Articles)
1(H)	<u>Section 8 and Section 19 of the Electronic Transactions Act (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.</u>
Heading before Article 6	INITIAL AND ALTERATIONS OF CAPITAL
6	The authorised share capital of the Company on the date <u>on which these Articles came into effect of its incorporation is HK\$100450,000,000</u> divided into <u>41,000500,000,000</u> shares of HK\$0.10 each.
15	<p>Subject to the Statutes, the power of the Company to purchase or otherwise acquire its shares (including its redeemable shares) and warrants or other securities for the subscription or purchase of its own shares (including redeemable shares) shall be exercisable by the Directors upon such terms and subject to such conditions as they think fit. <u>The Directors may accept the surrender for no consideration of any fully paid shares. provided that, in respect of a purchase of redeemable shares:</u></p> <p>(i) the price per share for purchases proposed to be made otherwise than by tender in the manner prescribed in (ii) below or on or through a stock exchange on which such shares are listed with the consent of the Company shall not exceed one hundred (100) per cent. of the average closing prices for dealings in one or more board lots of such shares on the principal stock exchange on which the shares are traded for the five (5) trading days immediately before the date on which the purchase is made (whether conditionally or otherwise); and</p> <p>(ii) where any such purchase is proposed to be made by tender, tenders shall be made available to all holders of such shares on the same terms.</p>
17(C)	Cap. <u>62232</u>

Article No.	Provisions in the New Articles (showing changes to the existing Articles)
41(D)	<p><u>Notwithstanding the provisions of Articles 39 and 40 above, at all times during the Relevant Period, title to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares.</u></p>
62	<p>At all times during the Relevant Period (but not otherwise) 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 six (6) months after the end of the Company's financial year</u> not more than fifteen months (or such longer period as may be permitted by the rules of the stock exchange on which any securities of the Company are listed with the permission of the Company) 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 Directors and at such time and place as the Directors 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 in person at such meeting.</p>

Article No.	Provisions in the New Articles (showing changes to the existing Articles)
64	<p>The Directors may, whenever they think 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 Directors or the Secretary for the purpose of requiring an Extraordinary General Meeting to be called by the Directors for the transaction of any business <u>or resolution</u> specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Directors fail 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 Directors shall be reimbursed to the requisitionist(s) by the Company.</p>
65	<p>An annual general meeting shall<u>must</u> be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other <u>general meetings (including an extraordinary general meeting)s</u> may<u>must</u> be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days. 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 and the hour of meeting and particulars of resolutions to be considered at the meeting and, in case of special business, 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>

Article No.	Provisions in the New Articles (showing changes to the existing Articles)
	<p>(i) in the case of a meeting called as the annual general meeting, by all the shareholders entitled to attend and vote thereat; and</p> <p>(ii) 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 not less than ninety-five (95) per cent. in nominal value of the total voting rights at the meeting of all the shareholders of the shares giving that right.</u></p>
68	<p>For all purposes the quorum for a general meeting shall be two 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 commencement of the meeting.</p>
70	<p>The Chairman (if any) of the Board or; if <u>there is more than one Chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at a general meeting. If at any meeting no chairman, is present within fifteen (15) minutes after the time appointed for holding the meeting, or is willing to act as chairman, the Deputy Chairman or Vice Chairman or if there is more than one Deputy Chairman or Vice Chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman. If no Chairman or Deputy Chairman or Vice Chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.</u></p>

Article No.	Provisions in the New Articles (showing changes to the existing Articles)
	<p>he is absent or declines to take the chair at such meeting, the Deputy Chairman (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Deputy or Vice Chairman, or, if at any general meeting neither of such Chairman or Deputy or Vice Chairman is present within fifteen 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.</p>
Add 81 (B), original 81(B) restated as 81(C)	<p><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, to abstain from voting to approve the matter under consideration.</u></p>
89(B)	<p>Where a shareholder is a clearing house (or its nominee(s)), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of shareholders provided that, <u>if more than one person is so authorised,</u> the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be <u>deemed to have been duly authorised without further evidence of the facts and shall be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including the right to speak and;</u> where a show of hands is allowed, the right to vote individually on a show of hands.</p>

Article No.	Provisions in the New Articles (showing changes to the existing Articles)
101(B)	<p data-bbox="588 331 1347 719">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 if the Company were a company incorporated in Hong Kong. Except with the approval of, or ratified by, the Company in general meeting, the Company may not make any loans to, or provide any guarantee, indemnity or security in respect of any loan to a Director or any of his associates, provided that this Article does not prohibit the granting of any loan or the provision of any guarantee, indemnity or security:</p> <p data-bbox="588 761 1347 832">(i) to be applied for, or is in respect of a liability incurred for, any business of the Company;</p> <p data-bbox="588 874 1347 1225">(ii) for the purchase by a Director (or the repayment of a loan for his purchase) of a residence where the amount of the loan, the liability under the guarantee or indemnity or the value of the security does not exceed eighty (80) per cent. of the fair market value of such residence nor five (5) per cent. of the consolidated net asset value of the Company as shown in its latest audited accounts; provided that any such loan is on normal commercial terms and is secured by a legal charge over the residence; or</p> <p data-bbox="588 1268 1347 1476">(iii) of any amount to, or in respect of a liability of, a company in which the Company has an equity interest, and the amount of such loan, or the liability assumed by the Company under such guarantee, indemnity or security, does not exceed its proportional interest in such company.</p>

Article No.	Provisions in the New Articles (showing changes to the existing Articles)
104(H)	<p>A Director shall not vote (nor be counted in the quorum) on any resolution of the Directors approving any contract or arrangement or <u>any other</u> proposal in which he or his close associates is <u>to his knowledge</u> materially interested, and if he shall do so his vote shall not be counted (nor is he counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters namely:</p> <p>(i) <u>the giving of any security or indemnity either:</u></p> <p style="padding-left: 40px;">(a) <u>to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or</u></p> <p style="padding-left: 40px;">(b) <u>to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;</u></p> <p>(ii) <u>any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</u></p>

Article No.	Provisions in the New Articles (showing changes to the existing Articles)
	<p>(iii) <u>any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:</u></p> <p>(a) <u>the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or</u></p> <p>(b) <u>the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;</u></p> <p>(iv) <u>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.</u></p> <p>any contract or arrangement for the giving by the Company of any security or indemnity to the Director or his associates in respect of money lent or obligation undertaken by him or any of them at the request of or for the benefit of the Company or any company in which the Company has interest;</p> <p>(ii) any contract or arrangement for the giving by the Company of any security or indemnity to a third party in respect of a debt or obligation of the Company or any company in which the Company has interest which the Director or his associates has himself/themselves guaranteed or secured or otherwise assumed responsibility in whole or in part and whether alone or jointly under a guarantee or by the giving of security;</p>

Article No.	Provisions in the New Articles (showing changes to the existing Articles)
	<p>(iii) any contract or arrangement by the Director or his associates to subscribe for shares or debentures or other securities of the Company to be issued pursuant to any offer or invitation to the shareholders or debenture or securities holders of the Company or to the public which does not provide the Director or his associates any privilege not accorded to any other shareholders or debenture or securities holders of the Company or to the public;</p> <p>(iv) any contract or arrangement concerning an offer of the 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 associates is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer and/or for the purposes of making any representations, the giving of any covenants, undertakings or warranties or assuming any other obligations in connection with such offer;</p> <p>(v) any contract or arrangement in which the Director or his associates 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 respective interest in shares or debentures or other securities of the Company and/or his/their being the offeror or one of the offerors or is interested in one of the offerors for the purchase or effective acquisition of such shares, debentures or other securities;</p>

Article No.	Provisions in the New Articles (showing changes to the existing Articles)
	<p>(vi) any proposal or arrangement for the benefit of employees of the Company or its subsidiaries including the adoption, modification or operation of a pension fund or retirement, death or disability benefit scheme or personal pension plan under which a Director, his associate(s) and employees of the Company or of any of its subsidiaries may benefit and which has been approved by or is subject to and conditional on approval by the relevant taxing authorities for taxation purposes or relates both to Directors, associate(s) of Directors and employees of the Company or of any of its subsidiaries and does not give the Director or his associates any privilege not accorded to the class of persons to whom such scheme or fund relates;</p> <p>(vii) any proposal concerning the adoption, modification or operation of any employees' share scheme involving the issue or grant of options over shares or other securities by the Company to, or for the benefit of the employees of the Company or its subsidiaries under which the Director or his associates may benefit; and</p> <p>(viii) any contract, transaction or proposal concerning the purchase and/or maintenance of any insurance policy for the benefit of any Director, his associate(s), officer or employee pursuant to these Articles.</p>

Article No.	Provisions in the New Articles (showing changes to the existing Articles)
104(I)	<p>If any question shall arise at any meeting of the Directors as to the materiality of the interest of a Director (<u>other than the Chairman of the meeting</u>) or any of his associates as to the entitlement of any Director (<u>other than such Chairman</u>) 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 (unless it relates to the Chairman) shall be referred to the Chairman and his ruling in relation to such Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned or his associates as known to such Director has not been fairly disclosed to the other Directors. If any question as aforesaid shall arise in respect of the Chairman such question shall be decided by a resolution of the Directors (for which purpose the 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 the Chairman or his associates as known to him has not been fairly disclosed to the other Directors.</p>
109	<p>The Directors 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 so appointed shall hold office only until the <u>first annual next following</u> general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.</p>

Article No.	Provisions in the New Articles (showing changes to the existing Articles)
111	<p>The Company <u>shareholders</u> may by Ordinary Resolution remove any Director (including a Managing Director or other Executive Director) before the expiration of his period <u>term</u> of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may elect another person in his stead. Any person so elected shall hold office only until the next following <u>first</u> annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election, but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.</p>
129	<p>The Directors may from time to time elect or otherwise appoint one <u>or more</u> of them to the office of Chairman of the Company and another to be the Deputy or Vice Chairman (or two or more Deputy or Vice Chairman) and determine the period for which each of them is to hold office. The Chairman or, in his absence, the Deputy or Vice Chairman shall preside as chairman at meetings of the Directors, but if no such Chairman or Deputy or Vice Chairman be elected or appointed, or if at any meeting the Chairman or Deputy or Vice Chairman is not present within five 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 100, 120, 121 and 122 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Article.</p>

Article No.	Provisions in the New Articles (showing changes to the existing Articles)
Add 150(D)	<u>Notwithstanding any provisions in these Articles, the Board may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and the profit and loss account) whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees (including directors) of the Company and/or its affiliates (meaning any individual, corporation, partnership, association, joint-stock company, trust, unincorporated association or other entity (other than the Company) that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company) upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the shareholders at a general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the shareholders at a general meeting.</u>

Article No.	Provisions in the New Articles (showing changes to the existing Articles)
166	<p>Any resolution declaring a dividend or other distribution on shares of any class, whether a resolution of the Company in general meeting or a resolution of the Directors, may specify that the same shall be payable or made to the persons registered as the holder of such shares at the close of business on a particular date or at a particular time on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend or other distribution shall be payable or made to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend or other distribution between the transferors and transferees of any such shares. The provisions of this Article shall mutatis mutandis apply to bonuses, capitalisation issues, distributions of realised and unrealised capital profits or other distributable reserves or accounts of the Company and offers or grants made by the Company to the shareholders. <u>Subject to the Listing Rules, notwithstanding any other provision of these Articles, the Company may fix any date as the record date for determining the shareholders entitled to receive notice of and to vote at any general meeting of the Company.</u></p>
173(A)	<p>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 Directors, 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 the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Directors may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act. The remuneration of the Auditors shall be fixed by or on the authority of the Company <u>by Ordinary Resolution in general meeting or in such manner as the shareholders may determine or by a body that is independent of 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 Directors and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors.</u></p>

Article No.	Provisions in the New Articles (showing changes to the existing Articles)
173(B)	The shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditor or Auditors by Special <u>Ordinary</u> Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint another Auditor in its place for the remainder of the term.
Add Heading before 194	<u>FINANCIAL YEAR</u>
Add 194	<u>Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 March in each year.</u>
Add index to articles	<u>Financial Year 194</u>

KFM
KINGDOM 
KFM KINGDOM HOLDINGS LIMITED
KFM 金德控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3816)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of KFM Kingdom Holdings Limited (“**Company**”) will be held at Workshop C, 31/F, TML Tower, 3 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Tuesday, 23 August 2022 at 10:00 a.m. for the purpose of transacting the following business:

To consider and, if thought fit, pass, with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“**Directors**”) and the auditors of the Company for the year ended 31 March 2022.
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. Sun Kwok Wah Peter as Director;
 - (b) to re-elect Ms. Zhao Yue as Director; and
 - (c) to authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company and authorise the Board to fix their remuneration.
4. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and all other applicable laws, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of HK\$0.10 each in the

NOTICE OF AGM

share capital of the Company (“**Shares**”)) which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Share in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares in the Company shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate number of the issued Shares on the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of any Share purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate number of the issued Shares on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Act, Cap. 22 (Law 3 of 1961, as

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consolidated and revised) (“**Companies Act**”) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; or

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

“**Rights Issue**” means an offer of Shares or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to purchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate number of the issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Act or any other applicable law of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
- 6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4 above be and is hereby extended by the addition to the aggregate number of the Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate number of the Shares purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.”
- 7. “**THAT** the operation of the existing share option scheme which was adopted by the Company on 22 September 2012 (the “**Existing Share Option Scheme**”) be and is hereby terminated upon the New Share Option Scheme becoming unconditional and coming into effect such that no further options will be granted under the Existing Share Option Scheme but in all other respects the provisions of the Existing Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any Options (to the extent not already exercised) granted prior thereto or otherwise as may be required in accordance with the provisions of the Existing Share Option Scheme and Options (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the Existing Share Option Scheme.”
- 8. (a) “**THAT** subject to the approval of the Stock Exchange for the listing of, and permission to deal in, the Shares to be allotted and issued upon the exercise of any Options (as defined in paragraph (b) below) granted under the new share option scheme of the Company to be proposed for adoption at the AGM (the “**New Share Option Scheme**”), (a copy of which has been produced to this meeting and marked as “A” and signed by the chairman of this meeting for identification purpose is produced to this meeting) specified in the circular of the Company dated 22 July 2022 (the “**Circular**”), the New Share Option Scheme be and is hereby approved and adopted as the share option scheme of the Company, and the Directors be and are hereby authorised to take all necessary or appropriate steps to implement the New Share Option Scheme, including but not without limitation:
 - (i) to administer the New Share Option Scheme under which Options will be granted to the Participants (as defined in paragraph (b)

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below) of the New Share Option Scheme to subscribe for the Shares, including but not limited to determining and granting the Options in accordance with the terms of the New Share Option Scheme;

- (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Listing Rules;
 - (iii) to allot and issue from time to time such number of Shares in the share capital of the Company as may be required to be allotted and issued pursuant to the exercise of the Options under the New Share Option Scheme provided that the maximum number of Shares which may be allotted and issued pursuant to the New Share Option Scheme is 10% of the total number of Shares in issue as at the date of passing of this resolution, but the Company may seek an approval from its shareholders in general meeting to refresh the 10% limit from time to time but provided always that the maximum number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the New Share Option Scheme and any other share option scheme(s) of the Company shall not in aggregate exceed 30% of the total number of Shares in issue from time to time;
 - (iv) to make application at appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for the listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the Options under the New Share Option Scheme; and
 - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme.”
- (b) for the purpose of this resolution:

“**Options**” means an option to subscribe for shares of the Company granted under the New Share Option Scheme

“**Participants**” means any person(s) falling into the scope as stipulated in paragraph 2 of the Appendix III to the circular of the Company dated 22 July 2022 and eligible to take up Options to subscribe for shares of the Company under the New Share Option Scheme

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

SPECIAL RESOLUTION

9. **“THAT:**
- (a) the proposed amendments to the existing articles of association of the Company (the **“Proposed Amendments”**) as set out in Appendix IV to the Circular be approved;
 - (b) the adoption of the amended and restated articles of association of the Company (the **“New Articles”**) (incorporating the Proposed Amendments, a copy of which has been produced to this meeting and marked as “B” and signed by the chairman of this meeting for identification purpose is produced to this meeting) in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect after the close of this meeting be and is hereby approved; and
 - (c) that the Directors be and are hereby authorised to do all things necessary to implement the adoption of the New Articles, including but not limited to the execution of any and all documents and attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong as may be necessary in connection therewith.”

By order of the Board
KFM Kingdom Holdings Limited
Zhang Haifeng
Chairman

Hong Kong, 22 July 2022

Principal place of business in Hong Kong:
Workshop C, 31/F, TML Tower
3 Hoi Shing Road, Tsuen Wan
New Territories, Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the meeting. A proxy need not be a member of the Company but must be present in person to represent him/her/it.

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2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited ("**Branch Registrar**") at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (to be moved to 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong with effect from 15 August 2022) no later than 48 hours before the time of the meeting (no later than 10:00 a.m. on Sunday, 21 August 2022 (Hong Kong time)) or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint registered holders of a share in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto or if more than one of such joint holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. For the purpose of ascertaining Shareholders' right to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 18 August 2022 to Tuesday, 23 August 2022, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all completed transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, namely Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (to be moved to 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong with effect from 15 August 2022) for registration not later than 4:30 p.m. on Wednesday, 17 August 2022.
6. In relation to the proposed resolutions numbered 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**"). The Directors have no immediate plans to issue any new shares other than shares which may fall to be issued under the share option scheme of the Company.
7. In relation to the proposed resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in a circular to the shareholders.

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PRECAUTIONARY MEASURES FOR THE AGM

The health of the Shareholders, staff and stakeholders of the Company is of paramount importance to the Company. In view of the ongoing COVID-19 pandemic, the Company will implement the following precautionary measures at the AGM to protect attending Shareholders, staff and stakeholders of the Company from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) The Company encourages each attendee to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.
- (iv) Each attendee may be asked whether (a) he/she travelled outside of Hong Kong within the 14-day period immediately before the AGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.

In addition, the Company reminds all Shareholders that attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and returning the proxy form attached to this Circular.

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If any Shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company's share registrar as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre,
183 Queen's Road East, Hong Kong (to be moved to 17th Floor, Far East Finance
Centre, No. 16 Harcourt Road, Hong Kong with effect from 15 August 2022)
Email: is-enquiries@hk.tricorglobal.com
Tel: 2980 1333
Fax: 2810 8185

As at the date of this notice, the board of Directors comprises the executive Directors: Mr. Sun Kwok Wah Peter and Mr. Wong Chi Kwok; the non-executive Director: Mr. Zhang Haifeng (Chairman); and the independent non-executive Directors: Mr. Wan Kam To, Ms. Zhao Yue and Mr. Shen Zheqing.