
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 a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tat Hong Equipment Service Co., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Tat Hong Equipment Service Co., Ltd.

達豐設備服務有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2153)

PROPOSALS FOR

- (1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS,
- (2) DECLARATION OF FINAL DIVIDEND,
- (3) RE-ELECTION OF RETIRING DIRECTORS,
- (4) RE-APPOINTMENT OF AUDITORS,
- (5) MANDATES TO ISSUE SHARES AND BUY-BACK SHARES,
- (6) AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND
- (7) NOTICE OF 2022 ANNUAL GENERAL MEETING

Unless the context otherwise requires, capitalized 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 2022 AGM of Tat Hong Equipment Service Co., Ltd. to be held at 10:00 a.m. on Wednesday, 28 September 2022 at Room 601, Building 8, PortMix, No. 2377 Shenkun Road, Minhang District, Shanghai, the PRC, at which, among other things, the above proposals will be considered, which set out on pages 48 to 52 of this circular.

Whether or not you intend to attend the 2022 AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, at "Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong" (if the form of proxy is deposited before 15 August 2022) or "17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong" (if the form of proxy is deposited on or after 15 August 2022), or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not less than 48 hours before the time of the meeting (i.e. not later than 10:00 a.m. on Monday, 26 September 2022) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

PRECAUTIONARY MEASURES FOR THE 2022 AGM

To safeguard the health and safety of the Shareholders, the Company will implement the following precautionary measures at the 2022 AGM to prevent the spreading of the COVID-19:

- (1) Compulsory body temperature checks will be conducted for every attendee at the entrance of the 2022 AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the 2022 AGM venue and be requested to leave the 2022 AGM venue;
- (2) Every attendee will be required to wear surgical facial mask throughout the 2022 AGM and maintain a safe distance between seats. Please note that no masks will be provided at the 2022 AGM venue and attendees should wear their own masks; and
- (3) The Company will not provide refreshments and will not distribute corporate gifts.

Any person who does not comply with the precautionary measures may be denied entry into the 2022 AGM venue. In light of the continuing risks posed by the COVID-19, the Company encourages the Shareholders to consider appointing the Chairman of the 2022 AGM as their proxy to vote on the relevant resolutions at the 2022 AGM as an alternative to attending the 2022 AGM in person.

27 July 2022

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RESPONSIBILITY STATEMENT

This circular, for which the Directors (as defined herein) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), 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.

DEFINITIONS

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

“2022 AGM”	the 2022 annual general meeting of the Company to be convened and held at 10:00 a.m. on Wednesday, 28 September 2022 at Room 601, Building 8, PortMix, No. 2377 Shenkun Road, Minhang District, Shanghai, the PRC, notice of which is set out on pages 48 to 52 of this circular and any adjournment thereof
“Articles”	the articles of association of the Company as amended, supplemental or modified from time to time
“associates”	has the meaning as defined under the Listing Rules
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Buy-back Mandate”	a general unconditional mandate proposed to be granted to the Directors at the 2022 AGM to buy back such number of issued and fully paid Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Changzhou Tat Hong”	Changzhou Tat Hong Zhaomao Machinery Construction Co., Ltd.* (常州達豐兆茂機械工程有限公司)
“Chongqing Tat Hong”	Chongqing Tat Hong Machinery Construction Co., Ltd.* (重慶大峰建築工程機械有限公司)
“Chwee Cheng & Sons”	Chwee Cheng & Sons Pte Ltd
“close associates”	has meaning defined in the Listing Rules
“Companies Act”	the Companies Act, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Company”	Tat Hong Equipment Service Co., Ltd., an exempted company incorporated under the laws of Cayman Islands with limited liability on 26 August 2014
“core connected persons”	has the meaning as defined in the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares bought-back under the Buy-back Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“Huaxing Tat Hong”	China Nuclear Huaxing Tat Hong Machinery Construction Co., Ltd.* (中核華興達豐機械工程有限公司), formerly known as Jiangsu China Nuclear Huaxing Machinery Construction Co., Ltd.* (江蘇中核華興建築機械施工有限公司)
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the 2022 AGM to allot, issue and deal with not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Jiangsu Hengxingmao”	Jiangsu Hengxingmao Financial Leasing Co., Ltd.* (江蘇恒興茂融資租賃有限公司)
“Latest Practicable Date”	19 July 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Date”	13 January 2021, being the date on which the Shares were listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company as amended, supplemental or modified from time to time
“Mr. Ng”	Ng San Tiong
“New Memorandum and Articles”	the second amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments, proposed to be adopted by the Company at the 2022 AGM
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China, for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Amendments”	proposed amendments to the Memorandum and Articles as set out in Appendix III to this circular
“Prospectus”	prospectus of the Company dated 30 December 2020
“RMB”	Renminbi, the lawful currency of the PRC
“Ronghe Tat Hong”	Jiangsu Ronghe Tat Hong Machinery Construction Co., Ltd.* (江蘇融合達豐機械工程有限公司)
“SFO”	the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shanghai Tat Hong”	Shanghai Tat Hong Construction Services Co., Ltd.* (上海達豐建築服務有限公司), formerly known as Shanghai Tat Hong Equipment Rental Co., Ltd.* (上海達豐機械租賃有限公司)

DEFINITIONS

“Share(s)”	ordinary share(s) of US\$0.08 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time
“Tat Hong Belt Road”	Tat Hong Belt Road Pte. Ltd.
“Tat Hong China”	Tat Hong Equipment (China) Pte. Ltd.
“Tat Hong Holdings”	Tat Hong Holdings Ltd
“Tat Hong International”	Tat Hong International Pte Ltd
“Tat Hong Zhaomao”	Tat Hong Zhaomao Investment Group Co., Ltd.* (達豐兆茂投資集團有限公司), formerly known as Tat Hong Zhaomao Investment Co., Ltd. (達豐兆茂投資有限公司)
“THSC Investments”	THSC Investments Pte. Ltd.
“TH60 Investments”	TH60 Investments Pte. Ltd.
“US\$”	United States dollars, the lawful currency of the United States
“Zhongjian Tat Hong”	Jiangsu Zhongjian Tat Hong Machinery Construction Co., Ltd.* (江蘇眾建達豐機械工程有限公司), formerly known as Jiangsu Zhenghe Tat Hong Machinery Rental Co., Ltd.* (江蘇正和達豐機械租賃有限公司), Jiangsu Zhongjian Tat Hong Machinery Rental Co., Ltd.* (江蘇中建達豐機械租賃有限公司) and Jiangsu Zhongjian Tat Hong Machinery Construction Co., Ltd.* (江蘇中建達豐機械工程有限公司)
“%”	per cent.

LETTER FROM THE BOARD

Tat Hong Equipment Service Co., Ltd.
達豐設備服務有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2153)

Executive Directors

Mr. Yau Kok San (*Chief Executive Officer*)

Mr. Lin Han-wei (*Chief Operating Officer*)

Non-executive Directors

Mr. Ng San Tiong (*Chairman*)

Mr. Sun Zhaolin

Mr. Liu Xin

Mr. Guo Jinjun

Independent Non-executive Directors

Ms. Pan I-Shan

Mr. Wan Kum Tho

Dr. Huang Chao-Jen

Registered address

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Principal place of business in Hong Kong

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

27 July 2022

To Shareholder(s)

Dear Sir or Madam,

PROPOSALS FOR
(1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL
STATEMENTS AND THE REPORTS OF THE DIRECTORS AND
THE AUDITORS,
(2) DECLARATION OF FINAL DIVIDEND,
(3) RE-ELECTION OF RETIRING DIRECTORS,
(4) RE-APPOINTMENT OF AUDITORS,
(5) MANDATES TO ISSUE SHARES AND BUY-BACK SHARES,
(6) AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF
ASSOCIATION AND ADOPTION OF THE SECOND AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
(7) NOTICE OF 2022 ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the 2022 AGM to seek approval of the Shareholders in respect of, among other matters, (i) the adoption of the audited consolidated financial statements and the reports of the

LETTER FROM THE BOARD

Directors and the Auditors for the year ended 31 March 2022; (ii) the proposed declaration of final dividend for the year ended 31 March 2022; (iii) the proposed re-election of retiring Directors; (iv) the proposed re-appointment of the auditors of the Company; (v) the granting of the general mandates to the Directors to issue and allot Shares and to buy-back Shares; (vi) the granting of Extension Mandate; and (vii) the proposed amendments to the Memorandum and Articles of Association and adoption of the Second Amended and Restated Memorandum and Articles of Association.

2. RESOLUTION (1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS FOR THE YEAR ENDED 31 MARCH 2022

The audited consolidated financial statements of the Group for the year ended 31 March 2022 together with the reports of the Directors and the Auditors, are set out in the 2022 annual report of the Company and has been sent to the Shareholders on 27 July 2022. The 2022 annual report can be viewed and downloaded from the Company's website (www.tathongchina.com) and the Stock Exchange's website (www.hkexnews.hk). The audited consolidated financial statements have been reviewed by the Audit Committee.

3. RESOLUTION (2) DECLARATION OF FINAL DIVIDEND FOR THE YEAR ENDED 31 MARCH 2022

As mentioned in the announcement of the Company dated 29 June 2022 relating to the annual results of the Company for the year ended 31 March 2022, the Board recommended the declaration and the payment of a final dividend of HK\$1.6 cents per Share for the year ended 31 March 2022 (the “**Final Dividend**”) out of the share premium account of the Company to the Shareholders whose names appear on the register of members of the Company on Friday, 14 October 2022. The Final Dividend is subject to the approval of the Shareholders as an ordinary resolution at the 2022 AGM and compliance with the Companies Act. If such ordinary resolution is passed at the 2022 AGM, the Final Dividend will be paid in HK\$ on or around Friday, 4 November 2022.

Under Section 34(2) of the Companies Act, the share premium account may be applied by a company in paying dividends to members provided that no distribution or no dividend may be paid to members out of the share premium account unless, immediately following the date on which the dividend is proposed to be paid, the company shall be able to pay its debts as they fall due in the ordinary course of business (the “**solvency test**”). The Board confirms that with respect to the Final Dividend, the Company meets the solvency test as laid down under the Companies Act and shall be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which the Final Dividend is proposed to be paid.

LETTER FROM THE BOARD

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

The Board currently consists of nine Directors, namely, Mr. Yau Kok San (Chief Executive Officer), Mr. Lin Han-wei (Chief Operating Officer), Mr. Ng San Tiong (Chairman), Mr. Sun Zhaolin, Mr. Liu Xin, Mr. Guo Jinjun, Ms. Pan I-Shan, Mr. Wan Kum Tho and Dr. Huang Chao-Jen.

In accordance with Article 84 of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years.

In accordance with Article 83(3) of the current Articles, 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 on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of members after his appointment and be subject to re-election at such meeting; and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Accordingly, Mr. Yau Kok San (“**Mr. Yau**”), Mr. Guo Jinjun (“**Mr. Guo**”), Ms. Pan I-Shan (“**Ms. Pan**”) and Dr. Huang Chao-Jen (“**Dr. Huang**”) shall retire at the 2022 AGM and being eligible, offer themselves for re-election.

The re-election of the retiring Directors has been reviewed by the Nomination Committee which recommended to the Board that the re-election be proposed for Shareholders’ approval at the 2022 AGM. The nominations were made in accordance with the Nomination Policy of the Company and the objective criteria for the nominations, including but not limited to, 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.

In recommending, Mr. Yau to stand for re-election as Executive Director, Mr. Guo to stand for re-election as Non-executive Director and each of Ms. Pan and Dr. Huang to stand for re-election as Independent Non-executive Directors, the Nomination Committee has considered the following backgrounds and attributes of the nominees concerned:

- (a) Mr. Yau has more than 14 years of experience in the tower crane solution service industry and has over 20 years of experience in the areas of engineering, corporate finance and venture capitalism. Mr. Yau obtained a Technician Diploma in Mechanical Engineering from the Singapore Polytechnic in April 1982 and a Bachelor’s Degree of

LETTER FROM THE BOARD

Engineering (Mechanical) (1st Class Honours) from the National University of Singapore in June 1987. He also obtained a Master's Degree of Business Administration from National University of Singapore in July 1996.

- (b) Mr. Guo has more than 29 years of experience in the nuclear engineering industry. He obtained a Bachelor's Degree from the Dalian University of Technology in Construction Engineering Management* (大連理工大學建築工程管理) in 2011, and obtained a Master's Degree from the Jiangsu University in Industrial Engineering* (江蘇大學工業工程) in the same year.
- (c) Ms. Pan has more than 22 years of experience in audit and accounting. She obtained a Bachelor's Degree in Accounting from the Chung Yuan Christian University in Taiwan in June 1998 and a Master's Degree of Business Administration in Accounting from the Fu Jen Catholic University in Taiwan in June 2006.
- (d) Dr. Huang has more than 30 years of experience in international political economy, international business and relations, and foreign direct investment. Dr. Huang obtained a Bachelor's Degree of Arts in Diplomacy in July 1986 and a Master's Degree of Arts in International Law and Diplomacy in June 1991, both from the National Chengchi University in Taiwan. In July 1998, he obtained a Doctorate Degree of Philosophy in Politics from the University of York in the United Kingdom.

The Nomination Committee considered that with their different and diverse educational background and experience, the appointment of Mr. Yau, Mr. Guo, Ms. Pan and Dr. Huang as Directors will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Company's business.

The Nomination Committee has also assessed the independence of all the Independent Non-executive Directors ("INEDs"). All the INEDs of the Company satisfied the Independence Guidelines set out in Rule 3.13 of the Listing Rules and each has provided to the Company an annual written confirmation of his/her independence.

The biographical details of the above-mentioned retiring Directors proposed for re-election are set out in Appendix II to this circular.

**For identification purpose only*

LETTER FROM THE BOARD

5. RESOLUTION (4) RE-APPOINTMENT OF AUDITORS

PricewaterhouseCoopers will retire as the auditors of the Company at the 2022 AGM and, being eligible, offer themselves for re-appointment. The Board proposed to re-appoint PricewaterhouseCoopers as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company, and authorise the Board to fix their remuneration.

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

Pursuant to the resolutions of the Shareholders passed on 29 September 2021, the Directors have been granted a general and unconditional mandate to allot, issue and deal with any Shares. The Issue Mandate would expire:

- (a) at the conclusion of the 2022 AGM of the Company unless renewed by an ordinary resolution of the Shareholders in a general meeting, either unconditionally or subject to conditions; or
- (b) at the expiration of the period within which the 2022 AGM of the Company is required by the Articles or the Companies Act or any other applicable laws of the Cayman Islands to be held; or
- (c) on the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

As at the Latest Practicable Date, the existing issue mandate has not been utilised and will lapse at the conclusion of the 2022 AGM. Therefore, an ordinary resolution will be proposed at the 2022 AGM that the Directors be granted a general and unconditional mandate to allot, issue and deal with new Shares not exceeding 20% of the total number of the issued share capital of the Company on the date of passing the relevant resolution. As at the Latest Practicable Date, a total of 1,166,871,250 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or bought-back by the Company between the Latest Practicable Date and the 2022 AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 233,374,250 Shares.

LETTER FROM THE BOARD

7. RESOLUTION (6) GRANTING OF BUY-BACK MANDATE TO BUY-BACK SHARES

The Directors have been granted a general and unconditional mandate to exercise the power of the Company to buy-back Shares pursuant to the resolutions of the Shareholders passed on 29 September 2021. The Buy-back Mandate would expire:

- (a) at the conclusion of the 2022 AGM of the Company unless renewed by an ordinary resolution of the Shareholders in a general meeting, either unconditionally or subject to conditions; or
- (b) at the expiration of the period within which the 2022 AGM is required by the Articles or the Companies Act or any other applicable laws of the Cayman Islands to be held; or
- (c) on the date on which when such mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

As at the Latest Practicable Date, the existing buy-back mandate has not been utilised and will lapse at the conclusion of the 2022 AGM. Therefore, an ordinary resolution will be proposed at the 2022 AGM that the Directors be granted a Buy-back Mandate to exercise all the powers of the Company to purchase or buy-back Shares not exceeding 10% of the total number of the issued share capital of the Company on the date of passing the relevant resolution.

The Company had in issue an aggregate of 1,166,871,250 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolutions for the approval of the Issue Mandate and the Buy-back Mandate and in accordance with the terms therein, the Company would be allowed to buy-back a maximum of 116,687,125 Share, on the basis that no further Shares will be issued or bought-back by the Company between the Latest Practicable Date to the date of the 2022 AGM.

An explanatory statement giving the particulars required under Rule 10.06(1)(b) of the Listing Rules in respect of the Buy-back Mandate to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision whether to vote for or against the resolution is set out Appendix I to this circular.

8. RESOLUTION (7) GRANTING OF EXTENSION MANDATE

In addition, subject to the passing of the resolutions to grant the Issue Mandate and the Buy-back Mandate, an ordinary resolution will be proposed at the 2022 AGM to authorise the Directors to extend the Issue Mandate by the amount of Shares purchased or bought-back by the

LETTER FROM THE BOARD

Company pursuant to the authority granted to the Directors under the Buy-back Mandate provided that such extended amount shall not exceed 10% of the total number of the issued Shares as at the date of passing the resolution for approving the Buy-back Mandate.

The Issue Mandate and the Buy-back Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the 2022 AGM; (b) the expiration of the period within which the next annual general meeting following the 2022 AGM of the Company is required by the Articles, the Companies Act or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

9. RESOLUTION (8) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 22 July 2022 relating to the Proposed Amendments to the Memorandum and Articles in order to comply with the Core Shareholder Protection Standards as set out in the amended Appendix 3 of the Listing Rules which took effect on 1 January 2022 and to incorporate the housekeeping amendments to the Memorandum and Articles.

The major Proposed Amendments are summarised as follows:

1. to provide the number of share capital of the Company;
2. to state the financial year end of the Company as 31 March of each year;
3. to delete the provision in relation to the Company's purchase or redemption of its shares not made through the market or by tender;
4. to provide that the Company shall hold an annual general meeting in each financial year and such annual general meeting shall be held within six months after the end of the Company's financial year;
5. to amend the notice period for a general meeting to follow the requirements of the Listing Rules;
6. to provide that any director appointed by the Board to fill a casual vacancy shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;

LETTER FROM THE BOARD

7. to expressly state that shareholders (including a shareholder which is a Clearing House (or its nominee(s)) shall have the right to speak and 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;
8. to change the requirement for a special resolution to remove an auditor to an ordinary resolution;
9. to provide for more electronic channels for the giving or issue of any notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules) of the Company;
10. other amendments for housekeeping purposes pursuant to the Listing Rules and applicable laws of the Cayman Islands; and
11. other miscellaneous amendments to update or clarify the provisions in the existing memorandum and articles of association of the Company.

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

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and are not inconsistent with the Companies Act. The Company also confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands company listed on the Stock Exchange.

The Proposed Amendments and the proposed adoption of the New Memorandum and Articles to consolidate the Proposed Amendments are subject to the approval of the Shareholders by way of special resolution to be proposed at the 2022 AGM. The New Memorandum and Articles will become effective upon the approval by the Shareholders at the 2022 AGM.

10. 2022 ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the 2022 AGM is set out on pages 48 to 52 of this circular. At the 2022 AGM, ordinary resolutions will be proposed to approve, among other matters, the adoption of the audited consolidated financial statements and the reports of the Directors and the Auditors for the year ended 31 March 2022, declaration of final dividend for the year ended 31 March 2022, the granting of the Issue Mandate, the Buy-back Mandate and the Extension Mandate, the re-election

LETTER FROM THE BOARD

of retiring Directors, the re-appointment of Auditors and authorise the Board to fix their remuneration. A special resolution will also be proposed to approve the Proposed Amendments and the adoption of the New Memorandum and Articles.

A form of proxy for use at the 2022 AGM is enclosed herewith. If you are not able to attend and/or vote at the 2022 AGM in person, you are requested to complete the form of proxy and return it to Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong at "Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong" (if the form of proxy is deposited before 15 August 2022) or "17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong" (if the form of proxy is deposited on or after 15 August 2022) or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not less than 48 hours before the time of the 2022 AGM (i.e. not later than 10:00 a.m. on Monday, 26 September 2022) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the 2022 AGM or any adjournment thereof should you so wish.

11. VOTING AT THE 2022 ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the 2022 AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results will be made by the Company after the 2022 AGM, in the manner prescribed under Rule 13.39(5) of the Listing Rules.

12. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the identity of the Shareholders entitled to attend and vote at the 2022 AGM, the register of members of the Company will be closed from Friday, 23 September 2022 to Wednesday, 28 September 2022 both dates inclusive, during which period no transfer of Shares will be effected. All transfers forms accompanied by the relevant certificates must be lodged with Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong at "Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong" (if the transfer forms accompanied by the relevant share certificates are lodged before 15 August 2022) or "17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong" (if the transfer forms accompanied by the relevant share certificates are lodged on or after 15 August 2022) for registration not later than 4:30 p.m. on Thursday, 22 September 2022.

LETTER FROM THE BOARD

For the purpose of determining the identity of the Shareholder who are entitled to the Final Dividend, the register of members of the Company will be closed from Wednesday, 12 October 2022 to Friday, 14 October 2022, both dates inclusive, during which period no transfer of Shares will be effected. All transfers forms accompanied by the relevant certificates must be lodged with Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong at "Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong" (if the transfer forms accompanied by the relevant share certificates are lodged before 15 August 2022) or "17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong" (if the transfer forms accompanied by the relevant share certificates are lodged on or after 15 August 2022) for registration not later than 4:30 p.m. on Tuesday, 11 October 2022.

13. RECOMMENDATION

The Directors believe that the proposed granting of the Issue Mandate, the Buy-back Mandate and the Extension Mandate, the proposed re-election of retiring Directors, the proposed re-appointment of the auditors and Proposed Amendments to the Memorandum and Articles of Association and adoption of the Second Amended and Restated Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole. The Directors believe that an exercise of the Issue Mandate and the Extension Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company. The Buy-back Mandate 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 exercised when the Directors believe that such buy-back of Shares will benefit the Company and the Shareholders. An exercise of the Buy-back Mandate in full may have a material adverse impact on the working capital and/or gearing position of the Company. The Directors do not, however, intend to make any buy-back in circumstances that would have a material adverse impact on the working capital requirements or the gearing levels of the Company. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the 2022 AGM.

LETTER FROM THE BOARD

14. PRECAUTIONARY MEASURES FOR THE 2022 AGM

To safeguard the health and safety of the Shareholders, the Company will implement the following precautionary measures at the 2022 AGM to prevent the spreading of the COVID-19:

- (i) Compulsory body temperature checks will be conducted for every attendee at the entrance of the 2022 AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the 2022 AGM venue and be requested to leave the 2022 AGM venue;
- (ii) Every attendee will be required to wear surgical facial mask throughout the 2022 AGM and maintain a safe distance between seats. Please note that no masks will be provided at the 2022 AGM venue and attendees should wear their own masks; and
- (iii) The Company will not provide refreshments and will not distribute corporate gifts.

In light of the continuing risks posed by the COVID-19, the Company encourages the Shareholders to consider appointing the Chairman of the 2022 AGM as their proxy to vote on the relevant resolutions at the 2022 AGM as an alternative to attending the 2022 AGM in person.

15. GENERAL

Your attention is also drawn to the appendices to this circular.

16. 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
Tat Hong Equipment Service Co., Ltd.
Ng San Tiong
Chairman and Non-executive Director

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK 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 Buy-back Mandate.

1. LISTING RULES RELATING TO THE BUY-BACK OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to buy back their Shares on the Stock Exchange subject to certain restrictions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,166,871,250 Shares. Subject to the passing of the ordinary resolution for buy-back of Shares and on the basis that no further new Shares are issued or bought-back up to the 2022 AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 116,687,125 Shares, representing 10% of the total issued Shares as at the date of the passing of the ordinary resolution for buy-back of Shares.

3. REASONS FOR BUY-BACK

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

4. FUNDING OF BUY-BACK OF SHARES

Any buy-back of the Shares would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected 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 authorized by its Articles and subject to the provisions of the Companies Act, out of capital. Any premium payable on a 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 authorized by the Articles and subject to the provisions of the Companies Act, out of capital.

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

5. GENERAL

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended 31 March 2022 in the event that the Buy-back Mandate were to be carried out in full at any time during the proposed buy-back period.

However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous 12 months and up to the Latest Practicable Date were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
July	1.53	1.39
August	1.49	1.30
September	1.48	1.20
October	1.38	1.10
November	1.33	1.12
December	1.18	1.09
2022		
January	1.22	1.11
February	1.35	1.13
March	1.31	0.86
April	1.20	1.05
May	1.29	1.05
June	1.18	0.98
July (up to and including the Latest Practicable Date)	1.22	1.01

7. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any of his/her/its Shares to the Company under the Buy-back Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Cayman Islands.

8. CORE CONNECTED PERSON

No core connected person (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell his/her/its Shares to the Company, or has undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

9. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If on exercise of the powers of buy-back pursuant to the Buy-back 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 (within the meaning under 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.

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

As at the Latest Practicable Date, the following are the controlling shareholders of the Company, according to the register of interests required to be kept by the Company under section 336 of the SFO:

Name	Capacity	Number of Shares held <i>(Shares)</i>	Approximate percentage of shareholding <i>(%)</i>	Approximate percentage of shareholding if the Buy-back Mandate is exercised in full <i>(for illustration purpose only)</i> <i>(%)</i>
Tat Hong China	Beneficial interest and interest in controlled corporations	790,760,387	67.77	75.30
Tat Hong International	Interest in controlled corporations	790,760,387	67.77	75.30
Tat Hong Holdings	Interest in controlled corporations	790,760,387	67.77	75.30
THSC Investments	Interest in controlled corporations	790,760,387	67.77	75.30
TH60 Investments	Interest in controlled corporations	790,760,387	67.77	75.30
Chwee Cheng & Sons	Interest in controlled corporations	790,760,387	67.77	75.30
Mr. Ng, Ng Sun Ho, Ng Sun Giam Roger and Ng San Wee	Trustee	790,760,387	67.77	75.30

Note:

Tat Hong China is interested in approximately 67.8% shareholding in the Company, in which approximately 66.9% was directly owns interest and approximately 0.9% interest was held through its wholly-owned company, namely TH Straits 2015 Pte. Ltd. Tat Hong China is owned as to approximately 88.4% by Tat Hong International and 11.6% by Yongmao Holdings Limited. For the shareholding structure of Tat Hong International, Mr. Ng, Ng Sun Ho, Ng Sun Giam Roger and Ng San Wee, as joint trustees of the Chwee Cheng Trust, owns approximately 39.5% of the shares of Chwee Cheng & Sons, which in turn owns 100% of the shares of TH60 Investments, which in turn owns approximately 70.8% of the shares of THSC Investments, which in turn owns 100% of the shares of Tat Hong Holdings, which in turn owns 100% of the shares of Tat Hong International.

Tat Hong China is interested in approximately 67.8% shareholding interest in the Company and thus each of Tat Hong International, Tat Hong Holdings, THSC Investments, TH60 Investments, Chwee Cheng & Sons, Mr. Ng, Ng Sun Ho, Ng Sun Giam Roger and Ng San Wee are deemed or taken to be interested in all the Shares which are beneficially owned by Tat Hong China for the purpose of the SFO.

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

If the Buy-back Mandate is fully exercised, then the total number of Shares which will be bought-back pursuant to the Buy-back Mandate shall be 116,687,125 Shares (being 10% of the issued share capital of the Company based on the aforesaid assumptions). The percentage shareholding of the interests of each of the above controlling Shareholders would be increased to the approximate percentages as set out opposite their respective names in the table above. Such increase will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors will not exercise the Buy-back Mandate to such an extent that the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

10. SHARE PURCHASE MADE BY THE COMPANY

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

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed for re-election.

Executive Director

Mr. YAU Kok San (邱國燊), (“Mr. Yau”), aged 59, was appointed as an Executive Director and Chief Executive Officer of the Company on 28 November 2019. He is primarily responsible for devising the overall business development strategies and overseeing the day-to-day management and operations of the Group. He joined our Group since June 2007. Mr. Yau is also director of all the subsidiaries of the Group, namely Tat Hong Belt Road, Jiangsu Hengxingmao, Shanghai Tat Hong, Zhongjian Tat Hong, Tat Hong Zhaomao, Huaxing Tat Hong, Changzhou Tat Hong, Chongqing Tat Hong and Ronghe Tat Hong.

Mr. Yau has more than 14 years of experience in the tower crane solution service industry and has been operating the business of the Group since June 2007. Prior to joining the Group, he has over 20 years of experience in the areas of engineering, corporate finance and venture capitalism. He began his career by joining Chartered Industries of Singapore Pte. Ltd. in 1988 and left as a principal engineer in 1996. Subsequently, he was employed by Vertex Management (II) Pte. Ltd., a venture capital company based in Singapore, from 1996 to 2000, responsible for managing investment portfolios for various Chinese companies and left as an investment manager. From 2000 to 2003, Mr. Yau joined AdXplorer Pte. Ltd., serving as senior vice president as his last position and was responsible for devising company strategies in raising venture capitals for client companies across business platform. Thereafter from 2003 to 2007, Mr. Yau operated his own business specialising in corporate finance and consultancy services for small-sized companies. From July 2016 to November 2019, he had also served as chief executive office at Tat Hong China, one of the controlling shareholders of the Company.

Mr. Yau obtained a Technician Diploma in Mechanical Engineering from the Singapore Polytechnic in April 1982 and a Bachelor’s Degree of Engineering (Mechanical) (1st Class Honours) from the National University of Singapore in June 1987. He also obtained a Master’s Degree of Business Administration from National University of Singapore in July 1996.

As at the Latest Practicable Date, Mr. Yau held 4,957,135 Shares, representing approximately 0.42% of the issued share capital of the Company, within the meaning of Part XV of the SFO.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Yau has entered into a service contract with the Company for a term of three years, with effect from 13 January 2021, the Listing Date, which may be terminated by not less than three months' notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. Under the service contract, Mr. Yau is entitled to the basic annual salary of RMB2,000,000 per annum.

Non-executive Director

Mr. Guo Jinjun (郭金君), (“**Mr. Guo**”), aged 50, was appointed as a non-executive Director of the Company on 30 March 2022.

Mr. Guo has more than 29 years of experience in the nuclear engineering industry.

Since 1993, Mr. Guo has worked at China Nuclear Industry Huaxing Construction Company Ltd* (中國核工業華興建設有限公司) (“**China Nuclear Industry**”), being one of the shareholders of the Company, which is a subsidiary of China Nuclear Engineering and Construction Corporation Limited* (中國核工業建設股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 601611) that is principally engaged in construction, nuclear and system engineering projects. He was first appointed as a Statistician in the Production Section and then promoted to the position of “Budget Officer” and “Deputy Manager” of the Commerce Department for Qinshan Phase III Project of China Nuclear Industry. From September 2006 to June 2014, he was appointed as the Functional Deputy Manager, Custom Center Manager and Deputy Chief Economist of the Nuclear Power Division. In June 2014, Mr. Guo served as a Deputy Manager at the Nuclear Power Department at China Nuclear Industry and was later promoted to the position of Deputy Manager of both the Bidding Department and the Nuclear Power Engineering Department in 2016. He is currently the General Manager of the Bidding Management Department and the Deputy Manager of the Nuclear Power Engineering Department at China Nuclear Industry, where he is mainly responsible for central procurement of subcontract material services as well as bidding of industry and finance projects of the company.

Mr. Guo graduated with a College Degree in Economic Management from the East China University of Technology* (華東地質學院) in 1993. Subsequently, he obtained a Bachelor's Degree from the Dalian University of Technology in Construction Engineering Management* (大連理工大學建築工程管理) in 2011, and obtained a Master's Degree from the Jiangsu University in Industrial Engineering* (江蘇大學工業工程) in the same year.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Guo has entered into a letter of appointment with the Company for an initial term of three years commencing from 30 March 2022, which may be terminated by not less than one months' notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. Under the service contract, Mr. Guo is entitled to the basic annual salary of RMB96,000 per annum.

Independent Non-executive Directors

Ms. PAN I-Shan (潘宜珊) (“**Ms. Pan**”), aged 45, was appointed as an Independent Non-executive Director of the Company on 15 December 2020. She also serves as the Chairlady of the Audit Committee and a member of the Remuneration Committee of the Company. She is responsible for providing independent advice to the Board and advising on corporate accounting and financial matters.

Since March 2010, Ms. Pan was certified as an accountant by the Financial Supervisory Commission of Taiwan. Ms. Pan is a certified public accountant admitted by the Taipei Certified Public Accountant Association since March 2014. She also holds a Lecturer Certificate issued by the Ministry of Education of Taiwan in April 2013.

Ms. Pan has more than 22 years of experience in audit and accounting. She was a senior auditor at PricewaterhouseCoopers Taiwan from September 1999 to February 2004 and was promoted to the position of “manager” from August 2006 to August 2008, where she had gained experience and knowledge in business audit services. Subsequently from November 2009 to November 2011, Ms. Pan worked in KEDP CPAs Firm (Taiwan) as a certified public accountant, where she was responsible for business audit services and advising foreign enterprises and individuals on the setting-up and registration of bookkeeping systems. From August 2012 to July 2013, Ms. Pan joined Ching Kuo Institute of Management and Health as adjunct lecturer in accounting courses, and served as a chief accounting officer in the said institute from August 2012 to December 2013. At present, Ms. Pan is a partner of Onething CPAs Firm in Taipei which she founded in January 2015. Her practices include accounting advisory in relation to corporate finance, financial and general management between Taiwan and the PRC, business audit services, setting-up and registration of bookkeeping system, and other bookkeeping and consultation services.

Ms. Pan obtained a Bachelor's Degree in Accounting from the Chung Yuan Christian University in Taiwan in June 1998 and a Master's Degree of Business Administration in Accounting from the Fu Jen Catholic University in Taiwan in June 2006.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Ms. Pan has entered into a letter of appointment with the Company for a term of three years, commencing from 15 December 2020 until terminated by either party giving not less than one month's notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. Under the service contract, Ms. Pan is entitled to the basic annual salary of RMB120,000 per annum.

Dr. HUANG Chao-Jen (黃兆仁) (“Dr. Huang”), aged 59, was appointed as an Independent Non-executive Director of the Company on 15 December 2020. He also serves as a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. He is responsible for providing independent advice to the Board and advising on business and investment matters.

Dr. Huang has more than 30 years of experience in international political economy, international business and relations, and foreign direct investment. From January 1991 to July 1992, Dr. Huang served as a senior staff at the Ministry of Foreign Affairs of Taiwan, where he was responsible for Taiwan-United States diplomatic and business exchanges, and economic and trade negotiations and affairs. From July 1998 to January 2005, Dr. Huang worked as an associate research fellow at the Taiwan Institute of Economic Research, in charge of Taiwan free trade agreement study, national southbound policy and establishing regular economic forums between Taiwan and other nations. In February 2005, he became deputy director of the institute, primarily responsible for Taiwan free trade agreement study, national southbound policy, cross-strait economic cooperation and Taiwan-Central America comprehensive economic cooperation. Dr. Huang was later in January 2008 promoted to director general of the institute and continued to promote economic affairs and cooperation for public and private sectors until he left his position in December 2011 and served as a research fellow from January 2012 to February 2012, focusing on study of new economic issues relating to regional and global concerns. Since July 2013, Dr. Huang has been the director general and distinguished research fellow of Commerce Development Research Institute in Taiwan, providing policy and strategic advices and reports to government authorities covering economic and commercial issues.

Dr. Huang obtained a Bachelor's Degree of Arts in Diplomacy in July 1986 and a Master's Degree of Arts in International Law and Diplomacy in June 1991, both from the National Chengchi University in Taiwan. In July 1998, he obtained a Doctor's Degree of Philosophy in Politics from the University of York in the United Kingdom.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Dr. Huang has entered into a letter of appointment with the Company for a term of three years, commencing from 15 December 2020 until terminated by either party giving not less than one month's notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. Under the service contract, Dr. Huang is entitled to the basic annual salary of RMB120,000 per annum.

General

None of the Directors to be re-elected has a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

Save as disclosed in this circular, each of the Directors to be re-elected (i) had no other relationship with any Directors or members of the senior management or substantial or controlling shareholder of the Company as of the Latest Practicable Date; and (ii) did not hold any other directorship in listed companies in the three years prior to the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed in this circular, none of the Directors to be re-elected have any interests or short positions in the Shares or underlying shares of the Company which are discloseable under Part XV of the SFO.

Save as disclosed above, there is no other information relating to the Directors to be reelected that should be disclosed under Rule 13.51(2) of the Listing Rules nor any other matter that needs to be brought to the attention of the Shareholders.

Set out below are the Proposed Amendments to the Memorandum and Articles of Association of the Company.

Proposed Amendments to the Memorandum of Association of the Company:

Clause No. Amendments to Memorandum of Association

7 The liability of each ~~m~~Member is limited to the amount from time to time unpaid on such ~~m~~Member's shares.

Proposed Amendments to the Articles of Association of the Company:

Article No. Amendments to Articles of Association

1 The regulations in Table A in the Schedule to the Companies Act (2020 ~~Revision~~As Revised) do not apply to the Company.

2 (1) “Act” The Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands.

“announcement” an official publication of a Notice or document of the Company, including a publication, subject to and to such extent permitted by the Listing Rules, by electronic communication or by advertisement published in the newspapers or in such manner or means ascribed and permitted by the Listing Rules and applicable laws.

“Auditor” the auditor of the Company for the time being and may include any individual, ~~or~~ partnership or body corporate or persons appointed by the Company from time to time to perform the duties of auditors of the Company.

“business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.

- “Listing Rules” rules of the Designated Stock Exchange.
- “substantial shareholder” a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the ~~rules of the Designated Stock Exchange~~ Listing Rules from time to time) of the voting power at any general meeting of the Company.
- 2 (e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or ~~n~~Notice and the Member’s election comply with all applicable Statutes, rules and regulations;
- 2 (h) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a ~~n~~Notice or document include a ~~n~~Notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;
- 2 (j) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member.
- 3 (1) The share capital of the Company at the date on which these Articles come into effect shall be divided into 1,875,000,000 shares of a par value of US\$0.08 each.
- 3 (2) Subject to the Act, the Company’s Memorandum and Articles of Association and, where applicable, the ~~rules of any Designated Stock Exchange~~ Listing Rules and/or any the rules of any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Act. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Act.
- 3 (3) Subject to compliance with the ~~rules and regulations of the Designated Stock Exchange~~ Listing Rules and the rules of regulations of any other competent regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.

- 8.(4) Subject to the provisions of the Act and the Company's Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Board may determine.
- ~~8.(2)-9.~~ Subject to the provisions of the Act, the ~~rules of any Designated Stock Exchange Listing Rules~~ and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.
9. ~~Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.~~
- 10 Subject to the Act and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either (i) with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or (ii) with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:
- (a) the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one-third in the nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum; and
- 12 (1) Subject to the Act, these Articles, any direction that may be given by the Company in general meeting and, where applicable, the ~~rules of any Designated Stock Exchange Listing Rules~~ and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of

- the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount to their nominal value. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of ~~m~~Members for any purpose whatsoever.
- 14 Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or required in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any fractional part of a share or (except only as otherwise provided by these Articles or by ~~Aet~~law) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
- 22 The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien on every share (not being a fully paid share) registered in the name of a Member (whether or not jointly with other Members) for all amounts of money presently payable by such Member or his estate to the Company whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such ~~m~~Member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such Member or his estate and any other person, whether a Member or not. The Company's lien on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The Board may at any time, generally or in any particular case, waive any lien that has arisen or declare any share exempt in whole or in part, from the provisions of this Article.
- 23 Subject to these Articles, the Company may sell in such manner as the Board determines any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged nor until the expiration of fourteen (14) clear days after a ~~n~~Notice in writing, stating and demanding payment of the sum presently payable, or specifying the liability or

- engagement and demanding fulfilment or discharge thereof and giving Notice of the intention to sell in default, has been served on the registered holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.
- 25 Subject to these Articles and to the terms of allotment, the Board may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium), and each Member shall (subject to being given at least fourteen (14) clear days' Notice specifying the time and place of payment) pay to the Company as required by such Notice the amount called on his shares. A call may be extended, postponed or revoked in whole or in part as the Board determines but no Member shall be entitled to any such extension, postponement or revocation except as a matter of grace and favour.
- 30 On the trial or hearing of any action or other proceedings for the recovery of any money due for any call, it shall be sufficient to prove that the name of the Member sued is entered in the Register as the holder, or one of the holders, of the shares in respect of which such debt accrued, that the resolution making the call is duly recorded in the minute book, and that Notice of such call was duly given to the Member sued, in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.
- 33 The Board may, if it thinks fit, receive from any Member willing to advance the same, and either in money or money's worth, all or any part of the moneys uncalled and unpaid or instalments payable upon any shares held by him and upon all or any of the moneys so advanced (until the same would, but for such advance, become presently payable) pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such Member not less than one (1) month's Notice of its intention in that behalf, unless before the expiration of such Notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. Such payment in advance shall not entitle the holder of such share or shares to participate in respect thereof in a dividend subsequently declared.
- 35 When any share has been forfeited, Notice of the forfeiture shall be served upon the person who was before forfeiture the holder of the share. No forfeiture shall be invalidated by any omission or neglect to give such Notice.
- 39 A declaration by a Director or the Secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and such declaration shall (subject to the

execution of an instrument of transfer by the Company if necessary) constitute a good title to the share, and the person to whom the share is disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the consideration (if any), nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture, sale or disposal of the share. When any share shall have been forfeited, nNotice of the declaration shall be given to the Member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the register, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such nNotice or make any such entry.

44 The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of Hong Kong Dollars \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of Hong Kong Dollars \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after nNotice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. The period of thirty (30) days may be extended in respect of any year if approved by the Members by ordinary resolution.

45 Subject to the ~~rules of any Designated Stock Exchange~~ Listing Rules, notwithstanding any other provision of these Articles the Company or the Directors may fix any date as the record date for:

(b) determining the Members entitled to receive nNotice of and to vote at any general meeting of the Company.

50 If the Board refuses to register a transfer of any share, it shall, within two (2) months after the date on which the transfer was lodged with the Company, send to each of the transferor and transferee nNotice of the refusal.

- 51 The registration of transfers of shares or of any class of shares may, after ~~n~~Notice has been given by announcement or by electronic communication or by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange ~~or by electronic means or other means in such manner as may be accepted by the Designated Stock Exchange~~ to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.
- 53 Any person becoming entitled to a share in consequence of the death or bankruptcy or winding-up of a Member may, upon such evidence as to his title being produced as may be required by the Board, elect either to become the holder of the share or to have some person nominated by him registered as the transferee thereof. If he elects to become the holder he shall notify the Company in writing either at the Registration Office or Office, as the case may be, to that effect. If he elects to have another person registered he shall execute a transfer of the share in favour of that person. The provisions of these Articles relating to the transfer and registration of transfers of shares shall apply to such ~~n~~Notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the ~~n~~Notice or transfer were a transfer signed by such Member.
- 55 (2) The Company shall have the power to sell, in such manner as the Board thinks fit, any shares of a Member who is untraceable, but no such sale shall be made unless:
- (c) ~~the Company, if so required by the rules governing the listing of shares on the Designated Stock Exchange, has given n~~Notice of its intention to sell such shares to, and caused advertisement both in a daily newspaper and in a newspapers circulating in the area of the last known address of such Member or any person entitled of the share under Article 54 and where applicable, in each case in accordance with the requirements of, the Designated Stock Exchange ~~to be made of its intention to sell such shares in the manner required by the Designated Stock Exchange,~~ and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.
- 56 An annual general meeting of the Company shall be held in each financial year other than the financial year of the Company's adoption of these Articles ~~(within a period of not more than fifteen (15) months after the holding of the last preceding and such annual general meeting or not more than eighteen~~ must be held within six (186) months after the date ~~end of adoption of these Articles,~~ the Company's financial year (unless a

longer period would not infringe the ~~rules of the Designated Stock Exchange Listing Rules~~, if any) at such time and place as may be determined by the Board. A meeting of Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting.

58 The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the ~~paid up~~ voting rights (on a one share one vote basis) in the capital of the Company ~~carrying the right of voting at general meetings of the Company~~ shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

59 (1) An annual general meeting must be called by Notice of not less than twenty-one (21) clear days ~~and not less than twenty (20) clear business days~~. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days ~~and not less than ten (10) clear business days~~ but if permitted by the ~~rules of the Designated Stock Exchange Listing Rules~~, a general meeting may be called by shorter ~~a~~ Notice, subject to the Act, if it is so agreed:

(2) The ~~a~~ Notice shall specify:

(a) the date and the time of the meeting;

(b) ~~and the~~ place of the meeting;

(c) the agenda and the ~~and~~ particulars of resolutions to be considered at the meeting; and,

(d) in case of special business (as defined in Article 61), the general nature of the business.

The ~~an~~Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such ~~an~~Notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.

61 (1) (d) appointment of Auditors (where special notice of the intention for such appointment is not required by the Act) and other officers; ~~and~~

61 (1) (f) the granting of any mandate or authority to the Board to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than 20 per cent (or such other percentage as may from time to time be specified in the Listing Rules) in nominal value of its existing issued share capital and the number of any securities repurchased pursuant to paragraph (g) of this Article; and

61 (1) (g) the granting of any mandate or authority to the Board to repurchase securities of the Company.

61 (2) No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person (in the case of a Member being a corporation) by its duly authorised representative or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy shall form a quorum for all purposes.

62 If within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, ~~the meeting shall be dissolved~~Member or the Members present in person (or in the case of a Member being a corporation, by its duly authorised representative) or by proxy and entitled to vote shall be a quorum and may transact the business.

- 64 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' ~~notice~~ Notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such ~~notice~~ Notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give ~~notice~~ Notice of an adjournment.
- 67 Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. ~~The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange~~ The Chairman may determine that the results of the poll, if certified by scrutineer(s) appointed by the Company or by the Chairman or a Director or the Secretary, shall be published on the Company's website without the requirement for the results being declared at any meeting or adjourned meeting or postponed meeting. The publication on the Company's website of the results of the relevant poll which shows that a resolution has been carried or lost or has or has not been carried by any particular majority, and an entry to that effect in the minutes of the proceedings of the Company shall, in the absence of manifest error, be conclusive evidence of such fact.
73. (2) All Members (including a Member which is a Clearing House (or its nominees)) shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.
73. (23) Where the Company has knowledge that any Member is, under the ~~rules of the Designated Stock Exchange~~ Listing Rules, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.

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

- 82 A resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all persons for the time being entitled to receive ~~n~~Notice of and to attend and vote at general meetings of the Company shall, for the purposes of these Articles, be treated as a resolution duly passed at a general meeting of the Company and, where relevant, as a special resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last Member to sign, and where the resolution states a date as being the date of his signature thereof by any Member the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant Members.
- 83 (3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director ~~appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board so appointed shall hold office only until the next following first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.~~
- 83 (4) Neither a Director nor an alternate Director shall be required to hold any shares of the Company by way of qualification and a Director or alternate Director (as the case may be) who is not a Member shall be entitled to receive ~~n~~Notice of and to attend and speak at any general meeting of the Company and of all classes of shares of the Company.
- 83 (5) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director (including a managing or executive director) at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).
- 85 No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such ~~n~~Notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or

~~at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting. The Company shall include the particulars of such proposed person for election as a Director in an announcement or a supplementary circular, and shall give the Members at least seven (7) days to consider the relevant information disclosed in such announcement or supplementary circular prior to the date of the meeting of the election. The period for lodgment of the Notice required under this Article will commence no earlier than the day after the despatch of the Notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting and the minimum length of the period during which such Notices to the Company may be given will be at least seven (7) days. If the Notices are submitted after the despatch of the Notice of the general meeting appointed for such election, the period for lodgment of such Notice(s) shall commence on the day after the despatch of the Notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.~~

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Any Director may at any time by Notice delivered to the Office or head office or at a meeting of the Directors appoint any person (including another Director) to be his alternate Director. Any person so appointed shall have all the rights and powers of the Director or Directors for whom such person is appointed in the alternative provided that such person shall not be counted more than once in determining whether or not a quorum is present. An alternate Director may be removed at any time by the body which appointed him and, subject thereto, the office of alternate Director shall continue until the happening of any event which, if he were a Director, would cause him to vacate such office or if his appointer ceases for any reason to be a Director. Any appointment or removal of an alternate Director shall be effected by Notice signed by the appointor and delivered to the Office or head office or tendered at a meeting of the Board. An alternate Director may also be a Director in his own right and may act as alternate to more than one Director. An alternate Director shall, if his appointor so requests, be entitled to receive ~~the~~ Notices of meetings of the Board or of committees of the Board to the same extent as, but in lieu of, the Director appointing him and shall be entitled to such extent to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the

purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director save that as an alternate for more than one Director his voting rights shall be cumulative.

- 91 Every person acting as an alternate Director shall have one vote for each Director for whom he acts as alternate (in addition to his own vote if he is also a Director). If his appointor is for the time being absent from Hong Kong or otherwise not available or unable to act, the signature of an alternate Director to any resolution in writing of the Board or a committee of the Board of which his appointor is a member shall, unless the ~~Notice~~ Notice of his appointment provides to the contrary, be as effective as the signature of his appointor.
- 100 (1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:
- (i) ~~any contract or arrangement for the giving of any security or indemnity either:-~~
 - (a) ~~to such the~~ Director or his close associate(s) ~~any security or indemnity~~ in respect of money lent by him or any of his close associate(s) or obligations incurred or undertaken by him or any of his close associate(s) ~~them~~ at the request of or for the benefit of the Company or any of its subsidiaries; or
 - (ii) ~~any contract or arrangement for the giving of any security or indemnity 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;
 - (iii) ~~any contract or arrangement 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;
 - (iv) ~~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; or~~

- (viii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
- (a) the adoption, modification or operation of a—any employees share scheme or any share incentive or share option scheme,—under which the Director or his close associate(s) may benefit; or
 - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to the Director, s—or his close associate(s) and to employee(s) of the Company or of 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 accorded—generally accorded to the class of persons to which such scheme or fund relates;
- (iv) 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.

111 The Board may meet for the despatch of business, adjourn or postpone and otherwise regulate its meetings as it considers appropriate. Questions arising at any meeting shall be determined by a majority of votes. In the case of any equality of votes the chairman of the meeting shall have an additional or casting vote.

113 (2) Directors may participate in any meeting of the Board by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously throughout the meeting and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.

119 A resolution in writing signed by all the Directors except such as are temporarily unable to act through ill-health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid shall (provided that such number is sufficient to constitute a quorum and further provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive ~~n~~Notices of Board meetings in the same manner as nNotices of meetings are required to be given by these Articles) be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held. A notification of consent to such resolution given by a Director in writing to the

Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of this Article. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid. Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.

142(1)(a) (ii) the Board, after determining the basis of allotment, shall give not less than two (2) weeks' Notice to the holders of the relevant shares of the right of election accorded to them and shall send with such ~~an~~ Notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;

142(1)(b) (ii) the Board, after determining the basis of allotment, shall give not less than two (2) weeks' Notice to the holders of the relevant shares of the right of election accorded to them and shall send with such ~~an~~ Notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;

149 Subject to Article 150, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the ~~an~~ Notice of annual general meeting and laid before the Company at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

150 Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the ~~rules of the Designated Stock Exchange~~ Listing Rules, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company's annual accounts and the directors' report which shall be in the form and

containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company's annual financial statement and the directors' report thereon.

- 151 The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the ~~rules of the Designated Stock Exchange~~ Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.
- 152 (1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall by ordinary resolution appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.
- 152 (2) The Members may, at any general meeting convened and held in accordance with these Articles, by ~~special~~ ordinary resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.
- 154 The remuneration of the Auditor shall be fixed by the Company by ordinary resolution in general meeting or in such manner as the Members may determine.
- 155 ~~If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed~~The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor

appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154.

158 (1) Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the ~~rules of the Designated Stock Exchange~~Listing Rules), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be ~~served~~given or ~~delivered~~issued by the following means:

- (a) by serving it personally on the relevant person;
- (b) ~~Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”);~~
- (c) by delivering or leaving it at such address as aforesaid;
- (d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;
- (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;

- (f) by publishing it on the Company's website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the Notice, document or publication is available on the Company's computer network website (a "notice of availability"); or
- (g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.
- (2) The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website.
- (3) In the case of joint holders of a share all Notices shall be given to that one of the joint holders whose name stands first in the Register and Notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
- (4) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every Notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.
- (5) Every Member or a person who is entitled to receive Notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which Notices can be served upon him.
- (6) Subject to any applicable laws, rules and regulations and the terms of these Articles, any Notice, document or publication, including but not limited to the documents referred to in Articles, 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language.

159

Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope

or wrapper containing the ~~the~~ Notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;

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

(d) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof;~~and~~

(e) if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears; and

(~~f~~) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.

160 (2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the ~~the~~ Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

161 For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised

representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any ~~n~~Notice or document to be given by the Company may be written, printed or made electronically.

- 162 (1) Subject to Article 162(2), ~~F~~the Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.
- 162 (2) A resolution that the Company be wound up by the court or to be wound up voluntarily shall be a special resolution.
- 163 (1) Subject to any special rights, privileges or restrictions as to the distribution of available surplus assets on liquidation for the time being attached to any class or classes of shares (i) if the Company shall be wound up and the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed *pari passu* amongst such ~~m~~Members in proportion to the amount paid up on the shares held by them respectively and (ii) if the Company shall be wound up and the assets available for distribution amongst the Members as such shall be insufficient to repay the whole of the paid-up capital such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively.

FINANCIAL YEAR

- 165 Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 of March in each year.

~~465~~ No Article shall be rescinded, altered or amended and no new Article shall be made
166 until the same has been approved by a special resolution of the Members. A special
resolution shall be required to alter the provisions of the memorandum of association or
to change the name of the Company.

~~466~~ No Member shall be entitled to require discovery of or any information respecting any
167 detail of the Company's trading or any matter which is or may be in the nature of a
trade secret or secret process which may relate to the conduct of the business of the
Company and which in the opinion of the Directors it will be inexpedient in the
interests of the ~~m~~Members of the Company to communicate to the public.

NOTICE OF 2022 ANNUAL GENERAL MEETING

Tat Hong Equipment Service Co., Ltd.

達豐設備服務有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2153)

NOTICE IS HEREBY GIVEN THAT the 2022 Annual General Meeting of Tat Hong Equipment Service Co., Ltd. (the “**Company**”) will be held at 10:00 a.m. on Wednesday, 28 September 2022 at Room 601, Building 8, PortMix, No. 2377 Shenkun Road, Minhang District, Shanghai, the PRC for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and the reports of the Directors of the Company and Auditors for the year ended 31 March 2022.
2. To declare a final dividend of HK\$1.6 cents per ordinary share out of the share premium account of the Company for the year ended 31 March 2022.
3.
 - (i) To re-elect Mr. Yau Kok San as an Executive Director.
 - (ii) To re-elect Mr. Guo Jinjun as a Non-Executive Director.
 - (iii) To re-elect Ms. Pan I-Shan as an Independent Non-executive Director.
 - (iv) To re-elect Dr. Huang Chao-Jen as an Independent Non-executive Director.
 - (v) To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint PricewaterhouseCoopers as auditors of the Company (the “**Auditors**”) and to authorize the Board to fix their remuneration.
5. To consider and, if thought fit, pass the following resolution with or without modification, as an ordinary resolution of the Company:

“THAT:

- (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of US\$0.08 each in the share capital of the Company (the “**Shares**”), and to make or grant offers, agreements and options

NOTICE OF 2022 ANNUAL GENERAL MEETING

(including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company; shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF 2022 ANNUAL GENERAL MEETING

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

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of Securities and Future Commission, the Cayman Companies Act, the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be bought-back by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

7. To consider and, if thought fit, pass the following resolution with or without modification, as an ordinary resolution of the Company:

“THAT conditional upon resolutions numbered 5 and 6 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 5 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares bought-back by the

NOTICE OF 2022 ANNUAL GENERAL MEETING

Company under the authority granted pursuant to resolution numbered 6 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution.”

SPECIAL RESOLUTION

8. As special business, to consider and, if thought fit, pass with or without modifications, the following resolution as a special resolution of the Company:

“**THAT** the proposed amendments to the memorandum and articles of association of the Company as set out in the Appendix III to the circular of the Company dated 27 July 2022 (the “**Circular**”) be and are hereby approved; and the second amended and restated memorandum and articles of association of the Company in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the 2022 annual general meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the current memorandum and articles of association of the Company with immediate effect after the close of the meeting and any one Director be and is hereby authorised to do all such acts and things and execute all such documents for and on behalf of the Company as they may consider necessary, desirable or appropriate in connection with this special resolution numbered 8.”

By order of the Board
Tat Hong Equipment Service Co., Ltd.
Ng San Tiong
Chairman and Non-executive Director

Hong Kong, 27 July 2022

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 23 September 2022 to Wednesday, 28 September 2022 both dates inclusive, during which period no transfer of shares will be effected. All transfers forms accompanied by the relevant certificates must be lodged with Tricor Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong at “Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong” (if the transfer forms accompanied by the relevant share certificates are lodged before 15 August 2022) or “17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong” (if the transfer forms accompanied by the relevant share certificates are lodged on or after 15 August 2022) for registration not later than 4:30 p.m. on Thursday, 22 September 2022.

For the purpose of determining the shareholders’ entitlement to the proposed final dividend, the register of members of the Company will be closed from Wednesday, 12 October 2022 to Friday, 14 October 2022, both dates inclusive, during which period no transfer of shares will be effected. All transfers forms accompanied by the relevant certificates must be lodged with Tricor Investor Services Limited, the Company’s share registrar and transfer office in Hong Kong at “Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong” (if the transfer forms

NOTICE OF 2022 ANNUAL GENERAL MEETING

accompanied by the relevant share certificates are lodged before 15 August 2022) or “17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong” (if the transfer forms accompanied by the relevant share certificates are lodged on or after 15 August 2022) for registration not later than 4:30 p.m. on Tuesday, 11 October 2022.

2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company at “Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong” (if the form of proxy is deposited before 15 August 2022) or “17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong” (if the form of proxy is deposited on or after 15 August 2022) (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time fixed for holding of the Meeting (i.e. not later than 10:00 a.m. on Monday, 26 September 2022).
5. With respect to resolution numbered 3 of this notice, Mr. Yau Kok San, Mr. Guo Jinjun, Ms. Pan I-Shan and Dr. Huang Chao-Jen shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles of Association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in Appendix II to the circular of the Company dated 27 July 2022.
6. Details of the Proposed Amendments are set out in Appendix III to the circular of the Company dated 27 July 2022.
7. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.
8. As at the date of this notice, the Board comprises Mr. Yau Kok San and Mr. Lin Han-wei as Executive Directors; Mr. Ng San Tiong, Mr. Sun Zhaolin, Mr. Liu Xin and Mr. Guo Jinjun as Non-executive Directors; and Ms. Pan I-Shan, Mr. Wan Kum Tho and Dr. Huang Chao-Jen as Independent non-executive Directors.