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

If you have sold or transferred all your shares in Medialink Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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MEDIALINK GROUP LIMITED 羚邦集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2230)

**(1) PROPOSED RE-ELECTION OF DIRECTORS;
(2) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES;
(3) PROPOSED RE-APPOINTMENT OF INDEPENDENT AUDITOR;
(4) PROPOSED ADOPTION OF NEW
MEMORANDUM AND ARTICLES OF ASSOCIATION;
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of Medialink Group Limited to be held at 24/F, Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 21 September 2022 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the form of proxy will be returned before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the form of proxy will be returned on or after 15 August 2022) as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Monday, 19 September 2022 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.medialink.com.hk).

Precautionary measures for the Annual General Meeting

Taking into account the recent developments of the coronavirus disease 2019 (COVID-19), the Company will implement the following prevention and control measures at the Annual General Meeting to safeguard the health and safety of the Shareholders attending the Annual General Meeting:

1. Compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the venue.
2. Every Shareholder or proxy is required to wear a surgical face mask throughout the meeting.
3. Every Shareholder or proxy is required to complete a health declaration form before entering the venue.
4. No entry to the venue is allowed for any person who has shown any symptom of COVID-19 or is subject to quarantine order by the Government of the Hong Kong Special Administrative Region (the "Hong Kong Government").
5. Appropriate distancing and spacing in compliance with the guidance from the Hong Kong Government will be observed and as such, the Company reserves the right to limit the number of the attendees at the Annual General Meeting as may be necessary to avoid over-crowding.
6. No refreshments will be served and no corporate gifts will be distributed.

Shareholders, particularly those who are subject to quarantine in relation to COVID-19, are reminded that they may appoint any person or the chair of the Annual General Meeting as a proxy to attend and vote at the Annual General Meeting, instead of attending and voting in person.

References to time and dates in this circular are to Hong Kong time and dates.

29 July 2022

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 24/F, Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 21 September 2022 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 49 to 54 of this circular, or any adjournment thereof
“Board”	the board of Directors
“Company”	Medialink Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Companies Act”	the Companies Act (as revised) of the Cayman Islands
“Director(s)”	the director(s) of the Company
“Existing Articles of Association”	the existing amended and restated articles of association of the Company effective on 21 May 2019
“Existing Memorandum and Articles and Association”	the Existing Memorandum of Association and the Existing Articles of Association
“Existing Memorandum of Association”	the existing amended and restated memorandum of association of the Company effective on 21 May 2019
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting
“Latest Practicable Date”	25 July 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“New Memorandum and Articles of Association”	the new amended and restated memorandum and articles of association of the Company proposed to be adopted at the Annual General Meeting
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”

The Code on Takeovers and Mergers and Share Buy-backs as amended from time to time

“%”

per cent

LETTER FROM THE BOARD



MEDIALINK GROUP LIMITED
羚邦集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2230)

Executive Directors:

Ms. Chiu Siu Yin Lovinia (*Chairman*)
Ms. Chiu Siu Fung Noletta
Mr. Ma Ching Fung

Non-executive Director:

Ms. Wong Hang Yee, JP

Independent Non-executive Directors:

Mr. Fung Ying Wai Wilson, MH
Ms. Leung Chan Che Ming Miranda
Mr. Wong Kam Pui, BBS, JP

Registered Office:

Second Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

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

Suites 1801-6, 18/F
Tower 2, The Gateway
Harbour City
25 Canton Road
Tsim Sha Tsui
Kowloon
Hong Kong

29 July 2022

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED RE-ELECTION OF DIRECTORS;
(2) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES;
(3) PROPOSED RE-APPOINTMENT OF INDEPENDENT AUDITOR;
(4) PROPOSED ADOPTION OF NEW
MEMORANDUM AND ARTICLES OF ASSOCIATION;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 21 September 2022.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 108(a) of the Existing Articles of Association, Ms. Chiu Siu Fung Noletta, Mr. Ma Ching Fung and Mr. Fung Ying Wai Wilson, MH shall retire at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The nomination committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The nomination committee of the Company has recommended to the Board on re-election of all the retiring Directors, including an aforesaid independent non-executive Director, who are due to retire at the Annual General Meeting. The Board considers that the retiring independent non-executive Director is independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 17 September 2021, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 199,200,000 Shares based on the issued share capital of the Company as at the Latest Practicable Date and assuming no Shares are issued or repurchased before the Annual General Meeting).

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

LETTER FROM THE BOARD

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 17 September 2021, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting (i.e. a total of 398,400,000 Shares based on the issued share capital of the Company as at the Latest Practicable Date and assuming no Shares are issued or repurchased before the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

The Share Repurchase Mandate and the Issuance Mandate will continue in force until (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 Existing Articles of Association or any applicable laws to be held; and (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate.

5. PROPOSED RE-APPOINTMENT OF INDEPENDENT AUDITOR

The Board, which agreed with the view of the audit committee of the Company, recommended that subject to the approval of the Shareholders at the Annual General Meeting, Ernst & Young be re-appointed as the independent auditor of the Company for the financial year ending 31 March 2023.

6. PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 25 July 2022 in relation to the proposed adoption of the New Memorandum and Articles of Association.

The Board proposes to recommend to the Shareholders to approve the adoption of the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association in order to, among other things, (i) bring the relevant provisions of the Existing Memorandum and Articles of Association in line with recent changes to the Listing Rules and applicable laws of the Cayman Islands, including, but not limited to, the latest requirements in relation to the Core Shareholder Protection Standards as set out in Appendix

LETTER FROM THE BOARD

3 to the Listing Rules; (ii) allow general meetings to be held by physical, electronic or hybrid means; and (iii) make various consequential and housekeeping amendments to the Existing Memorandum and Articles of Association.

The material proposed amendments to the Existing Memorandum and Articles of Association which will be effected by the proposed adoption of the New Memorandum and Articles of Association include the following:

- a) to specify the requirements for varying or abrogating all or any of the special rights attached to any class of shares and the necessary quorum required for a separate general meeting;
- b) to remove certain requirements in relation to the redemption of redeemable shares;
- c) to specify the situation in which the Company may close the register of Shareholders maintained in Hong Kong;
- d) to specify that the Company shall hold a general meeting as its annual general meeting in each financial year, and that such annual general meeting shall be held within six months after the end of the Company's financial year (or any longer period authorised by the Stock Exchange);
- e) to specify that an extraordinary general meeting may be convened on the written requisition of one or more Shareholder(s) holding, as at the date of deposit of the requisition, not less than ten percent (10%) of the voting shares (on a one vote per share basis) in the issued share capital of the Company, and that such Shareholder(s) shall be entitled to add resolutions to the agenda of the extraordinary general meeting concerned;
- f) to provide that the appointment and removal of the Company's auditor shall be ordinary business at a general meeting, and to specify that the Shareholders may appoint or remove the Company's auditor by way of an ordinary resolution;
- g) to provide that the chairman of a general meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands instead of by poll;
- h) to allow all general meetings to be held as a physical meeting in any part of the world and at one or more locations, or as a hybrid meeting or an electronic meeting;

LETTER FROM THE BOARD

- i) to specify the situations in which the chairman of a general meeting may, in his/her absolute discretion, without the consent of any person present at the meeting, interrupt the meeting or adjourn it for any period he/she decides or for an indefinite period;
- j) to provide that each Shareholder shall have the right to speak and (except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration) vote at a general meeting;
- k) to specify that a Shareholder which is a clearing house (or its nominee(s)) may appoint one or more proxies or representatives to attend any general meeting of the Company, any meeting of any class of Shareholders or any meeting of creditors of the Company, and that each of those proxies or representatives shall enjoy rights equivalent to the rights of other Shareholders;
- l) to provide that the financial year end of the Company shall be 31 of March in each year, unless otherwise determined by the Directors;
- m) to make other amendments to better align with the wordings in the Listing Rules and the applicable laws of the Cayman Islands; and
- n) to update and tidy up definitions and other references, and to make consequential amendments in line with the above amendments and other house keeping amendments.

Particulars of the proposed amendments to the Existing Memorandum and Articles of Association which will be affected by the proposed adoption of the New Memorandum and Articles of Association, are set out in Appendix III to this circular. If the adoption of the New Memorandum and Articles of Association is approved by the Shareholders by way of a special resolution at the Annual General Meeting, the New Memorandum and Articles of Association will become effective immediately after the Annual General Meeting. The legal advisers to the Company as to Hong Kong law have confirmed that the New Memorandum and Articles of Association conform with the requirements of the Listing Rules and the legal advisers to the Company as to Cayman Islands law have confirmed that the New Memorandum and Articles of Association conform to the laws of Cayman Islands. In addition, the Company confirms that there is nothing unusual about the proposed amendments to the Existing Memorandum and Articles of Association for a company listed in Hong Kong.

LETTER FROM THE BOARD

The Shareholders are advised that the New Memorandum and Articles of Association are drafted in English and there is no official Chinese translation of them. The Chinese translation of the New Memorandum and Articles of Association is provided for reference only. In the event of any inconsistency between the English version and the Chinese version, the English version shall prevail.

7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 49 to 54 of this circular.

Pursuant to the Existing Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, pursuant to Rule 13.39(4) of the Listing Rules, in good faith decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.medialink.com.hk). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the form of proxy will be returned before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the form of proxy will be returned on or after 15 August 2022) as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Monday, 19 September 2022 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

8. RESPONSIBILITY STATEMENT

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

LETTER FROM THE BOARD

9. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, granting of the Share Repurchase Mandate and the Issuance Mandate, re-appointment of independent auditor and the adoption of New Memorandum and Articles of Association are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

For and on behalf of the Board
MEDIALINK GROUP LIMITED
Chiu Siu Yin Lovinia
Chairman and Executive Director

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

(1) Ms. Chiu Siu Fung Noletta

Position and Experience

Ms. Chiu Siu Fung Noletta (趙小鳳女士), aged 53, is an executive Director. She joined our Group on 27 September 2000 as the executive vice president for sales and acquisition strategies and was appointed as our Director on 29 October 2018. Ms. Chiu was appointed as the managing director — brand acquisition and licensing of our Group in May 2019. In addition, Ms. Chiu is a director of Medialink Entertainment Limited, Medialink (Far East) Limited, Medialink Animation International Limited, Medialink (Shanghai) Co., Limited, Medialink Brand Management Pte Limited, Medialink Licensing Holdings Limited, Whateversmiles Limited, Whateversmiles 株式會社, Medialink Brand Management (Malaysia) SDN, BHD., Medialink Cultural & Creative (Beijing) Limited and Medialink Cultural & Creative Investment (Guangzhou) Limited, which are wholly-owned subsidiaries of our Company. She is responsible for supervising and providing strategic advice on the Brand Licensing Business of our Group.

Ms. Chiu began her career as a production assistant. She subsequently focused on film distribution and video shooting. Subsequently and prior to joining our Group, Ms. Chiu worked for the predecessor of our Group, namely Medialink International Limited which was engaged in media content distribution.

Ms. Chiu graduated with a bachelor of arts degree (major in cinema and photography) from Southern Illinois University in March 1992 for which she was entered onto the Dean's list. Ms. Chiu has been a member of the Oxfam Hong Kong's Advisor of Resources Development on Fundraising and Communications and a member of HKTDC Design, Marketing and Licensing Services Advisory Committee since 2019/20.

Length of service

Ms. Chiu was appointed as executive Director on 29 October 2018. Ms. Chiu has entered into a service contract with the Company for a term of three years commencing from 29 April 2019 and shall be renewed upon the expiry of the then current term. Ms. Chiu is subject to retirement by rotation and re-election at annual general meetings of our Company pursuant to the Existing Articles of Association.

Relationships

Ms. Chiu is the sister of Ms. Chiu Siu Yin Lovinia (Chairman of the Board, executive Director and Chief Executive Officer) and Ms. Chiu Siu Ling Barbara (member of the senior management). Save as disclosed, Ms. Chiu does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of our Company.

Interests in Shares

As at the Latest Practicable Date, Ms. Chiu was interested in 18,924,000 Shares pursuant to Part XV of the SFO.

Director's emoluments

Under the service contract, for the financial year ended 31 March 2022, Ms. Chiu was entitled to an annual Director's salary of HK\$2,472,000 and discretionary bonus (which were determined by the Board with reference to the market level of remuneration and compensation paid by comparable companies, responsibilities and performance of the respective Directors and performance of the Group and subject to review from time to time) as well as allowances and fringe benefits.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, there is no information which is discloseable nor is/was Ms. Chiu involved in any other matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Chiu that need to be brought to the attention of the Shareholders.

(2) Mr. Ma Ching Fung**Position and Experience**

Mr. Ma Ching Fung (馬正鋒先生), aged 46, is an executive Director, the chief financial officer and company secretary of our Company. Mr. Ma joined our Group on 30 September 2017 and is primarily responsible for overseeing the financial management of our Group. He was appointed as our Director on 29 October 2018. In addition, Mr. Ma is a director of Medialink

Cultural & Creative (Beijing) Limited and Medialink Cultural & Creative Investment (Guangzhou) Limited, which are wholly-owned subsidiaries of our Company set up in May and December 2020 respectively.

Mr. Ma has over 20 years of working experience in auditing, accounting and finance in numerous positions across multiple corporations. He began his career in auditing at Price Waterhouse (presently known as PricewaterhouseCoopers), an accountancy firm, in September 1998 and served as an audit manager before he left the firm in May 2004. He served as a finance manager of Pantene Industrial Co., Limited, a private company and a finance manager of Hutchison Harbour Ring Limited, currently known as China Oceanwide Holdings Limited (stock code: 0715), the shares of which are listed on the Stock Exchange, from May 2004 to March 2005 and from March 2005 to April 2006 respectively. Mr. Ma was the group financial controller at IPE Group Limited (stock code: 0929), the shares of which are listed on the Stock Exchange, from May 2006 to September 2007 and he then served as a corporate controller and head of controlling at a private company involved in the production of primary and processed aluminium products from November 2007 to October 2012 and November 2012 to September 2017 respectively before joining our Group.

Mr. Ma graduated with a bachelor's degree in accountancy from The Hong Kong Polytechnic University in November 1998. He subsequently obtained a master's degree in business administration (Executive MBA programme) at The Chinese University of Hong Kong in November 2013 for which he was entered onto the Dean's list. He has been a fellow of The Association of Chartered Certified Accountants since March 2008, the Hong Kong Institute of Certified Public Accountants since September 2014 and The Taxation Institute of Hong Kong since September 2014. He has been an associate of The Hong Kong Institute of Chartered Secretaries and an associate, a chartered secretary and a chartered governance professional of the Chartered Governance Institute (formerly the Institute of Chartered Secretaries and Administrators) since December 2016.

Length of service

Mr. Ma was appointed as executive Director on 29 October 2018. Mr. Ma has entered into a service contract with the Company for a term of three years commencing from 29 April 2019 and shall be renewed upon the expiry of the then current term. Mr. Ma is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Existing Articles of Association.

Relationships

Mr. Ma does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Ma did not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

Under the service contract, for the financial year ended 31 March 2022, Mr. Ma was entitled to an annual Director's salary of HK\$1,427,520 with discretionary bonus, which were determined by the Board with reference to the market level of remuneration and compensation paid by comparable companies, responsibilities and performance of the respective Directors and performance of the Group and subject to review from time to time.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Ma involved in any other matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Ma that need to be brought to the attention of the Shareholders.

(3) Mr. Fung Ying Wai Wilson, MH**Position and Experience**

Mr. Fung Ying Wai Wilson, MH (馮英偉先生), aged 68, was appointed as an independent non-executive Director with effect from 22 April 2019 and is primarily responsible for supervising and providing independent judgment to our Board. He is also appointed as the chairman of the Audit Committee. Mr. Fung was the financial controller for Jardine Pacific Limited from June 1993 to March 2010. He then served at Jardine Matheson Limited, a private company principally engaged in providing management services to its parent company, namely Jardine Matheson

Holdings Limited (LSE: JAR, BSX: JMHBD.BH, SGX:J36), the shares of which are listed on the London Stock Exchange, Bermuda Stock Exchange and Singapore Exchange respectively, as group financial controller from April 2010 to September 2014.

Mr. Fung has been a fellow of the Hong Kong Institute of Certified Public Accountants since July 1987 and served as the president of the same from December 2009 to December 2010. He has also been a fellow member of each of the Institute of Chartered Accountants in England and Wales since July 2017 and the Chartered Association of Certified Accountants (currently known as the Association of Chartered Certified Accountants) since May 1985. He is the founding president of the Hong Kong Business Accountants Association which was established in June 2014. Mr. Fung passed his Advanced Level General Certificate of Education Examinations in Hong Kong in or around 1973.

Mr. Fung has taken up responsibilities with certain Hong Kong governmental bodies. He has been a member of Hong Kong Town Planning Board since April 2016. In addition he has been a board member of the West Kowloon Cultural District Authority since October 2016 and a council member of the Hong Kong University of Science and Technology since April 2017. He served as a member of the Financial Reporting Council from December 2014 to October 2020 and a member of Hong Kong Productivity Council from January 2016 to December 2021.

Mr. Fung has also taken up responsibilities with certain non-governmental bodies. He was the chairman of the Board of Hong Kong Dance Company Limited from November 2015 to November 2021. He is an independent non-executive director of Hongkong International Theme Parks Limited, a private company which owns the Hong Kong Disneyland Resort, since September 2018.

Length of service

Mr. Fung was appointed as independent non-executive Director on 22 April 2019. Our Company has issued a letter of appointment to Mr. Fung for a term of three years commencing from 22 April 2019 and shall be renewed upon the expiry of the then current term. Mr. Fung is subject to retirement by rotation and re-election at annual general meetings of our Company pursuant to the Existing Articles of Association.

Relationships

Mr. Fung does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of our Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Fung did not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

For the financial year ended 31 March 2022, Mr. Fung was entitled to an annual Director's fee of HK\$240,000, which was determined by the Board with reference to the market level of remuneration and compensation paid by comparable companies, responsibilities of the Directors and performance of the Group and subject to review from time to time.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Fung involved in any other matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Fung that need to be brought to the attention of the Shareholders.

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

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,992,000,000 Shares of nominal value of HK\$0.01 each.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 1,992,000,000 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 199,200,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Company to repurchase its Shares in the market.

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

3. FUNDING OF SHARE REPURCHASE

The company may only apply funds legally available for share repurchase in accordance with its Existing Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 March 2022) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

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

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
July, 2021	0.280	0.205
August, 2021	0.225	0.207
September, 2021	0.224	0.176
October, 2021	0.188	0.170
November, 2021	0.180	0.152
December, 2021	0.213	0.152
January, 2022	0.180	0.148
February, 2022	0.175	0.149
March, 2022	0.166	0.127
April, 2022	0.162	0.140
May, 2022	0.156	0.137
June, 2022	0.167	0.148
July, 2022 (<i>up to the Latest Practicable Date</i>)	0.165	0.146

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

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

7. TAKEOVERS CODE

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

To the best knowledge of the Board, as at the Latest Practicable Date, Ms. Chiu Siu Yin Lovinia, held through RLA Company Limited, was interested in 1,434,240,000 Shares representing 72% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the shareholding of Ms. Chiu Siu Yin Lovinia, held through RLA Company Limited, would be increased to approximately 80% of the issued share capital of the Company. The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the company would be in public shareholders.

The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise) except that the trustee of the share award scheme of the Company acquired a total of 11,080,000 shares of the Company on the market for the purpose of the share award scheme and the grant of the award shares.

The following are the proposed amendments to the Existing Memorandum and Articles of Association which will be affected by the adoption of the New Memorandum and Articles of Association. Unless otherwise specified, paragraphs and Article numbers referred to herein are paragraphs of the Existing Memorandum of Association and Articles numbers of the Existing Articles of Association.

- (1) Deleting the words “Companies Law” wherever they may appear and replacing them with the words “Companies Act”.
- (2) Adding an English expression before each number that may appear.

Other amendments to the Existing Memorandum of Association:

Paragraph no.	Proposed amendments (showing changes to the original paragraph)
(3) Paragraph 2	The registered office of the Company will be situated at <u>the offices of Tricor Services (Cayman Islands) Limited, Second Floor, Century Yard, Cricket Square, P. O. Box 902, Grand Cayman, KY1-1103</u> the offices of Walkers Corporate Limited, 27 Hospital Road, George Town, Grand Cayman KY1-9008, Cayman Islands or at such other location as the Directors may from time to time determine.

Other amendments to the Existing Articles of Association:

Article no.	Proposed amendments (showing changes to the original Article)
(4) Article 1	<p>(a) Any marginal notes, titles or lead in references to Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum or Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith:</p> <p>...</p> <p>“Companies Law means the Companies Law<u>Companies Act</u> (as revised) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;</p> <p>...</p> <p>“Companies Act”</p> <p><u>“elected Shares”</u> has the meaning given to it in Article <u>160(a)(ii)(D)</u>;</p> <p><u>“electronic meeting”</u> means a general meeting convened for, and held and conducted wholly and exclusively by, virtual attendance and participation by <u>Shareholders and/or proxies by means of electronic facilities</u>;</p> <p>...</p>

<u>“hybrid meeting”</u>	<u>means a general meeting convened for, and held and conducted by: (a) physical attendance and participation by Shareholders and/or proxies at the Principal Meeting Place and, where applicable, one or more Meeting Locations; and (b) virtual attendance and participation by Shareholders and/or proxies by means of electronic facilities;</u>
...	
<u>“Meeting Location”</u>	<u>has the meaning given to it in Article 71A(1);</u>
...	
<u>“non-elected Shares”</u>	<u>has the meaning given to it in Article 160(a)(i)(D);</u>
...	
<u>“Ordinary Resolution”</u>	<u>means a resolution as described in Article 1(d)(e) of these Articles;</u>
...	
<u>“Participant”</u>	<u>has the meaning given to it in Article 71A(1);</u>
<u>“physical meeting”</u>	<u>means a general meeting convened for, and held and conducted by, physical attendance and participation by Shareholders and/or proxies at the Principal Meeting Place and, where applicable, one or more Meeting Locations;</u>
<u>“Principal Meeting Place”</u>	<u>has the meaning given to it in Article 65;</u>
...	

	<p>“Special Resolution” means a resolution as described in Article 1(c)(d) of these Articles;</p> <p>...</p> <p><u>“Subscription Right Reserve”</u> has the meaning given to it in Article 195(a)(i);</p> <p>...</p> <p>(b) In these Articles, unless there be something in the subject or context inconsistent herewith:</p> <p>(i) words denoting the singular number shall include the plural number and vice versa;</p> <p>(ii) words importing any gender shall include every gender and words importing persons shall include partnerships, firms, companies and corporations;</p> <p>(iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Law <u>Companies Act</u> (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; and</p> <p>(iv) references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.</p> <p>(v) <u>reference to a meeting is to a meeting convened and held in any manner permitted by these Articles and any Shareholder or Director participating in a meeting by means of electronic facilities is deemed to be present at that meeting for all purposes of the Companies Act and these Articles, and the terms “attend”, “participate”, “attending”, “participating”, “attendance” and “participation” are to be construed accordingly;</u></p>
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	<p><u>(vi) a reference to electronic facilities includes, without limitation, a website address, a webinar, a webcast, video or any other form of conference call system (being a telephone, video, web or other system);</u></p> <p><u>(vii) no provision precludes the holding and conducting of a general meeting of the Company in such a way that persons who are not present together at the same place or places may attend and participate in that general meeting by electronic means; and</u></p> <p><u>(viii) a reference to the right of a Shareholder to speak at an electronic meeting or a hybrid meeting includes the right to raise a question or make a statement to the chairman of the meeting, verbally or writing, by means of electronic facilities, and such a right will be deemed to have been duly exercised if the question or statement may be heard or seen by all or only some of the persons present at the meeting, or only by the chairman of the meeting, in which event the chairman of the meeting shall relay the question raised or the statement made verbatim to all persons present at the meeting, either verbally or in writing by means of electronic facilities.</u></p> <p>(c) At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than <u>three-fourths (3/4) of the votes cast</u>total voting rights held by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.</p> <p>...</p> <p><u>(g) Subject to Article 5(a), the provisions of Special Resolutions and Ordinary Resolutions shall apply mutatis mutandis to any resolutions passed by the holders of any class of Shares.</u></p>
(5) Article 2	<p>To the extent that the same is permissible under Cayman Islands law and subject to Article 13, Aa Special Resolution shall be required to alter the Memorandum of Association of the Company, to approve any amendment of the Articles or to change the name of the Company.</p>

<p>(6) Article 5</p>	<p>(a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law Companies Act, be varied or abrogated either with the consent in writing of the holders of <u>at least three-fourths (3/4)</u> not less than 3/4 in nominal value of the issued Shares of that class, <u>or with the approval of a resolution passed by at least three-fourths (3/4) of the total voting rights held by the holders of the Shares of that class present and voting in person or by proxy</u> sanction of a Special Resolution passed at a separate general meeting of such the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall <u>apply mutatis mutandis</u> apply, but so that the necessary quorum (other than at an adjourned meeting) shall be <u>not less than two persons holding</u> Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) <u>holding or representing by proxy at least one-third (1/3) in nominal value</u> of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.</p> <p>...</p>
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<p>(7) Article 11</p>	<p>(a) All unissued Shares and other securities of the Company shall be at the disposal of the Board and it may offer, allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times, for such consideration and generally on such terms (subject to Article 9) as it in its absolute discretion thinks fit, but so that no Shares shall be issued at a discount. The Board shall, as regards any offer or allotment of Shares, comply with the provisions of the Companies Law <u>Companies Act</u>, if and so far as such provisions may be applicable thereto.</p> <p>(b) Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of Shares or other securities of the Company, to make, or make available, and may resolve not to make, or make available, any such allotment, offer, option or Shares or other securities to Shareholders or others with registered addresses in any jurisdiction outside of the Relevant Territory, or in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this <u>doing so</u> would or might, in the opinion of the Board, be unlawful or impracticable, or the existence or extent of the requirement for such registration statement or special formalities might be expensive (whether in absolute terms or in relation to the rights of the Shareholder(s) who may be affected) or time consuming to determine. The Board shall be entitled to make such arrangements to deal with fractional entitlements arising on an offer of any unissued Shares or other securities as it thinks fit, including the aggregation and the sale thereof for the benefit of the Company. Shareholders who may be affected as a result of any of the matters referred to in this paragraph (b) shall not be, and shall be deemed not to be, a separate class of Shareholders for any purposes whatsoever.</p>
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<p>(8) Article 15</p>	<p>(a) Subject to the Companies Law<u>Companies Act</u>, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of Shares, the Company shall have the power to purchase or otherwise acquire all or any of its own Shares (which expression as used in this Article includes redeemable Shares) provided that the manner and terms of purchase have first been authorised by an Ordinary Resolution of the Shareholders, and to purchase or otherwise acquire warrants and other securities for the subscription or purchase of its own Shares, and shares and warrants and other securities for the subscription or purchase of any shares in any company which is its Holding Company and may make payment therefor in any manner and terms authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any Shares or warrants or other securities in the Company or any company which is a Holding Company of the Company and should the Company purchase or otherwise acquire its own Shares or warrants or other securities neither the Company nor the Board shall be required to select the Shares or warrants or other securities to be purchased or otherwise acquired rateably or in any other manner and terms as between the holders of Shares or warrants or other securities of the same class or as between them and the holders of Shares or warrants or other securities of any other class or in accordance with the rights as to Dividends or capital conferred by any class of Shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with the relevant code, rules or regulations issued from time to time by the HK Stock Exchange and/or the Securities and Futures Commission of Hong Kong from time to time in force.</p>
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	<p>(b) Subject to the provisions of the Companies Law<u>Companies Act</u> and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any Shares or attaching to any class of Shares, Shares may be issued on the terms that they may, at the option of the Company or the holders thereof, be liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.</p> <p>(e) Where the Company purchases for redemption a redeemable Share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all Shareholders alike.</p> <p>(d) (c) The purchase or redemption of any Share shall not be deemed to give rise to the purchase or redemption of any other Share.</p> <p>(e) (d) The holder of the Shares being purchased or redeemed shall be bound to deliver up to the Company at the Head Office or such other place as the Board shall specify the certificate(s) thereof for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.</p>
(9) Article 17	<p>(a) The Board shall cause to be kept the Register and there shall be entered therein the particulars required under the Companies Law<u>Companies Act</u>.</p> <p>(b) Subject to the provisions of the Companies Law<u>Companies Act</u>, if the Board considers it necessary or appropriate, the Company may establish and maintain a principal or branch register of Shareholders at such location as the Board thinks fit and, during the Relevant Period, the Company shall keep its principal or a branch register of Shareholders in Hong Kong.</p> <p>(c) During the Relevant Period (except when the Register is closed <u>in accordance with the terms equivalent to the relevant section of the Companies Ordinance</u>), any Shareholder may inspect during business hours any Register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance. <u>The Company may close any Register in a manner which complies with section 632 of the Companies Ordinance.</u></p>

(10) Article 62	<p>At all times during the Relevant Period other than the year of the Company's adoption of these Articles, the Company shall in each <u>financial</u> year hold a general meeting as its annual general meeting in addition to any other meeting in that <u>financial</u> year and shall specify the meeting as such in the notice calling it; and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. Each<u>The</u> annual general meeting shall be held within <u>six months after the end of the Company's financial year (or any longer period as authorised by the HK Stock Exchange)</u> in the Relevant Territory or elsewhere, <u>as may be determined by the Board,</u> and at such time and place as the Board shall appoint. <u>Without prejudice to any of the provisions of Articles 71A to 71F, a meeting of the Shareholders or any class thereof (including an annual general meeting or an adjourned or postponed meeting) may be held as a physical meeting in any part of the world, and at one or more locations as provided in Article 71A, or as a hybrid meeting or an electronic meeting, as may be determined by the Board in its absolute discretion. Each Shareholder who is entitled to attend and vote at a</u>A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence <u>speak at such</u>that meetings.</p>
(11) Article 64	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of o<u>One</u> or more Shareholders holding, at the date of deposit of the requisition, <u>in aggregate not less than one-tenth (10%) of the paid up capital</u>voting rights (on a one vote per Share basis) in the issued share capital of the Company <u>may also make a requisition to convene an extraordinary general meeting and/or add resolutions to the agenda of a meeting</u>having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within <u>twenty-one (21)</u> 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.</p>

<p>(12) Article 65</p>	<p>An annual general meeting of the Company shall be called by at least <u>twenty one (21) days</u>’ notice in writing, and a general meeting of the Company, other than an annual general meeting, shall be called by at least 14 days’ notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, <u>or include:</u> (i) <u>except in the case of an electronic meeting, the place of the meeting (and, if two or more Meeting Locations have been determined by the Board pursuant to Article 71A(1), the principal place of the meeting, which shall be a location in Hong Kong or any other location determined by the Board (the “Principal Meeting Place”));</u> (ii) <u>the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business,</u> and shall be given, in manner hereinafter mentioned; and (iii) <u>if the general meeting is to be a hybrid meeting or an electronic meeting, a statement to that effect and details of the electronic facilities to be made available for attending and participating by electronic means at the meeting (or how these details will be made available by the Company before the meeting).</u> The notice shall be given in the manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article, <u>if permitted by the Listing Rules,</u> be deemed to have been duly called if it is so agreed:</p> <p>(a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat <u>or by their proxies;</u> and</p> <p>(b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than <u>ninety-five percent (95%)</u> of the total voting rights at the meeting of all members of the Company.</p>
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<p>(13) Article 67</p>	<p>All business shall be deemed special that is transacted at an extraordinary general meeting and also all business shall be deemed special that is transacted at an annual general meeting with the exception of the following, which shall be deemed ordinary business:</p> <ul style="list-style-type: none">(a) the declaration and sanctioning of Dividends;(b) the consideration and adoption of the accounts and balance sheets and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheets;(c) the election of Directors in place of those retiring;(d) the appointment <u>and removal</u> of <u>the independent</u> Auditors;(e) the fixing of, or the determining of the method of fixing of the remuneration of the Directors and of the <u>independent</u> Auditors;(f) the <u>granting</u> of any mandate or authority to the Board to offer, allot, grant options over, or otherwise dispose of the unissued Shares representing not more than <u>twenty percent (20%)</u> (or such other percentage as may from time to time be specified in the Listing Rules) in nominal value of its then existing issued share capital and the number of any securities repurchased pursuant to paragraph (vii) of this Article; and(g) the granting of any mandate or authority to the Board to repurchase securities of the Company.
<p>(14) Article 71</p>	<p><u>Subject to Article 71C, the</u>The chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for <u>fourteen (14)</u> days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p>

<p>(15) Article 71A <i>(new)</i></p>	<p>(1) <u>The Board may, in its absolute discretion, arrange for a person who proposes to attend a general meeting (each, a “Participant”) to do so by simultaneous attendance and participation by means of electronic facilities or at such location or locations (each, a “Meeting Location”) determined by the Board in its absolute discretion. Any Participant attending and participating in such way, any Shareholder or any proxy participating in such way or any Shareholder or any proxy participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at, and shall be counted in the quorum for, the meeting.</u></p> <p>(2) <u>The following rules and requirements apply to each general meeting:</u></p> <p>(i) <u>where one or more Participants attend a Meeting Location, and/or, in the case of a hybrid meeting, one or more Participants join the meeting by means of electronic facilities, and a quorum for the meeting is present in accordance with these Articles the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;</u></p> <p>(ii) <u>each Participant present in person (or, in the case of a Participant being a corporation, by its duly authorised representative) or by proxy at a Meeting Location, and/or each Participant participating in an electronic meeting or a hybrid meeting by means of electronic facilities, shall be counted in the quorum for, and entitled to vote at, the meeting, and the meeting shall be duly constituted, and its proceedings valid, provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Participants at all Meeting Locations, and, where applicable, all Participants participating in an electronic meeting or a hybrid meeting by means of electronic facilities, are able to participate in the meeting, consider all of the business and matters for which the meeting has been convened and communicate with each other simultaneously and instantaneously at all times;</u></p>
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	<p><u>(iii) where Participants attend a meeting by being present at one of the Meeting Locations and/or where Participants participate in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those Participants in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or, in the case of an electronic meeting or a hybrid meeting, the inability of one or more Participants (or, in the case of a Participant being a corporation, its duly authorised representative who is present at the meeting) to access, or continue to access, the electronic facilities, despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed at it, or any business conducted at the meeting, provided that there is a quorum present throughout the meeting; and</u></p> <p><u>(iv) if any Meeting Location is not in the same jurisdiction as the Principal Meeting Place, and in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place.</u></p>
<p>(16) Article 71B <i>(new)</i></p>	<p><u>The Board, and, at any general meeting, the chairman of the meeting, may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place and/or any Meeting Location(s) and/or participation and/or voting in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or another means of identification, hyperlinks, passcodes, seat reservations, electronic voting or otherwise) as it/he/she shall in its/his/her absolute discretion consider appropriate, and may from time to time change any such arrangements, and the entitlement of any Participant to attend the meeting or adjourned or postponed meeting at such Meeting Location or other Meeting Location shall be subject to any arrangements made by the chairman of the meeting or which may be for the time being in force and, by the notice of meeting or adjourned or postponed meeting, stated to apply to the meeting.</u></p>

<p>(17) Article 71C (new)</p>	<p><u>If it appears to the chairman of the meeting that:</u></p> <ul style="list-style-type: none"><u>(1) the electronic facilities at the Principal Meeting Place, or any other Meeting Location(s) at which the meeting may be attended, have become inadequate for the purpose referred to in Article 71A(1) or otherwise not adequate or sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or</u><u>(2) in the case of an electronic meeting or a hybrid meeting, the electronic facilities which have been made available have become inadequate; or</u><u>(3) it is not possible to ascertain the view or position of any Participant attending the meeting or to give each Participant attending the meeting a reasonable opportunity to communicate and/or vote at the meeting; or</u><u>(4) violence, a threat of violence, unruly behaviour or another disruption occurs at the meeting or it is not possible for the meeting to be conducted in a proper and orderly manner,</u> <p><u>then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman of the meeting may, in his/her absolute discretion, without the consent of anyone else present at the meeting, before or after the meeting begins and irrespective of whether a quorum is present, interrupt the meeting or adjourn it for any period he/she decides or for an indefinite period. All business conducted at the meeting until the time when it is interrupted or adjourned shall be valid.</u></p>
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<p>(18) Article 71D <i>(new)</i></p>	<p><u>The Board, and, at any general meeting, the chairman of the meeting, may make any arrangements and impose any requirement or restriction the Board or the chairman of the meeting (as applicable) considers appropriate to ensure the security and orderly conduct of that meeting, including, without limitation, requirements for evidence of identity to be produced by the Participants, the searching of their personal property and restrictions on any items that may be brought to a Meeting Location or the number and frequency of, and the time allowed for, questions or comments that may be raised or given at the meeting. Each Participant attending a general meeting shall also comply with all requirements or restrictions that may be imposed by the owner or occupier of the premises at which that meeting is held. Any arrangement, requirement or restriction made or imposed by the Board or the chairman of the meeting pursuant to this Article shall be final and conclusive and the Board or the chairman of the meeting (as applicable) may expel (physically or electronically), or procure the expulsion of, any person who refuses to comply with it from the meeting.</u></p>
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<p>(19) Article 71E <i>(new)</i></p>	<p><u>If, after the delivery of a notice calling a general meeting but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not a notice calling the adjourned meeting is required), the Board, in its absolute discretion, considers that (for any reason) it will be inappropriate, impracticable, unreasonable or undesirable for the general meeting to be held on the date or at the time or place, or by means of the electronic facilities, specified in the notice of the meeting, it may: (a) postpone the meeting to another date and/or time; and/or (b) change the place, electronic facilities and/or form of and/or for the meeting (including, without limitation, by changing the meeting to a physical meeting, an electronic meeting or a hybrid meeting), without the consent of any person. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every notice calling a general meeting the circumstances in which such a change or postponement of the relevant general meeting may occur automatically without further notice, including, without limitation, where a gale warning, rainstorm warning, extreme weather conditions or other similar event is/are in force or arise at any time on the day of the meeting. This Article is subject to the following rules and requirements:</u></p> <p><u>(1) a general meeting has been postponed or there has been change to the place, electronic facilities and/or form of a general meeting, the Company shall: (A) endeavour to post a notice of such change or postponement on the Company’s website as soon as reasonably practicable (provided that failure to post such a notice shall not affect the automatic change or automatic postponement of such meeting); and (B) subject, and without prejudice, to Article 71, unless already specified in the original notice calling the meeting or any notice posted on the Company’s website, the Board shall determine the date, time, place (if applicable), electronic facilities (if applicable) and form of the meeting (if applicable) for the changed or postponed meeting, specify the date and time by which proxies must be submitted in order to be valid at that meeting (provided that any proxy submitted for the original meeting shall be valid for the purposes of that meeting unless it is revoked or replaced); and</u></p> <p><u>(2) the Company will not be required to give notice of the matters to be considered at a changed or postponed general meeting, or send (or resend) any relevant documents, to any Shareholder, provided that those matters and documents are the same as the matters and documents referred to in the notice calling the original meeting.</u></p>
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<p>(20) Article 71F <i>(new)</i></p>	<p><u>Each Participant who will attend and participate in an electronic meeting or a hybrid meeting will be responsible for establishing and maintaining electronic facilities which enable him/her to do so. As long as the chairman of the meeting considers each Participant’s, or each relevant Participant’s, electronic facilities to be adequate at the commencement of an electronic meeting or a hybrid meeting, the inability of a Participant to attend or participate in, or continue to attend or participate in, that meeting due to a problem with the electronic facilities that he/she is using shall not invalidate the proceedings of, or any resolution passed at, that meeting, provided that a quorum is present throughout the meeting.</u></p>
<p>(21) Article 71G <i>(new)</i></p>	<p><u>Without prejudice to any provision of Article 71, a physical meeting may also be held by means of any telephonic, electronic or other communication facilities which permit the Participants attending it to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at that meeting.</u></p>

<p>(22) Article 72</p>	<p>At any general meeting a resolution put to the vote of the meeting shall be decided by poll save that the chairman of the meeting may <u>in good faith, pursuant to the Listing Rules, allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands.</u> For the purposes of this Article, <u>procedural and administrative matters are those that: (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to the Shareholders; and (ii) relate to the duty of the chairman to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Shareholders a reasonable opportunity to express their views.</u> Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded by:</p> <ul style="list-style-type: none">(a) at least two Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or(b) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or(c) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.
<p>(23) Article 74</p>	<p>A poll shall be taken in such manner (including the use of ballot or voting papers or tickets <u>or an e-voting platform</u>) and at such time and place as the chairman of the meeting directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. In the event that a poll is demanded after the chairman of the meeting allows a show of hands pursuant to Article 72, the demand for a poll may be withdrawn, with the consent of the chairman of the meeting, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is the earlier.</p>

(24) Article 75	Any poll on the election of a chairman of a meeting or on any question of adjournment <u>or postponement</u> shall be taken at the meeting and without adjournment <u>or postponement</u> .
(25) Article 79	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share), and on a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in this Article) have one vote. On a poll a Shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands and on a poll, each such proxy is under no obligation to cast all his votes in the same way. <u>Votes (whether on a show of hands or a poll) may be cast by such means, electronic (including through an e-voting platform) or otherwise, as the chairman of the meeting may determine.</u>
(26) Article 79A	<u>Each Shareholder (including a Shareholder which is a Clearing House (or its nominee(s))) shall have the right to (a) speak and (b) (except where that Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration) vote at a general meeting. Where the Company has knowledge that any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.</u>
(27) Article 80	Any person entitled under Article 51 to be registered as the holder of any Shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such Shares, provided that at least 48 hours before the time of the holding of the meeting or adjourned <u>or postponed</u> meeting (as the case may be) at which he proposes to vote, he shall satisfy the Board of his right to be registered as the holder of such Shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.

(28) Article 84	No objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned <u>or postponed</u> meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
(29) Article 85	Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder of the Company. On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise <u>as</u> if it were an individual Shareholder present in person at any general meeting.
(30) Article 88	The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned <u>or postponed</u> meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned <u>or postponed</u> meeting where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

(31) Article 91	<p>A vote given in accordance with the terms of an instrument of proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the Share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Article 88, at least two hours before the commencement of the meeting or adjourned <u>or postponed</u> meeting at which the proxy is used.</p>
(32) Article 92	<p>(a) Any corporation which is a Shareholder may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders of the Company, and the person so authorised shall be entitled to exercise the same rights and powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholder of the Company. References in these Articles to a Shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a Shareholder represented at the meeting by such duly authorised representative.</p> <p>(b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) <u>appoint one or more proxies or</u> authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company <u>(including but not limited to general meetings and creditors meetings)</u> or at any <u>meeting of any class of Shareholders and each of those proxies or representatives shall enjoy rights equivalent to the rights of other Shareholders,</u> provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote individually on a show of hands <u>or on a poll and the right to speak.</u></p>

<p>(33) Article 93</p>	<p>Unless the Board agrees otherwise, an appointment of a corporate representative shall not be valid as against the Company unless:</p> <ul style="list-style-type: none">(a) in the case of such an appointment by a Shareholder which is a Clearing House (or its nominee(s)), a written notification of the appointment issued by any director, the secretary or any authorised officer(s) of such Shareholder shall have been delivered at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company, or handed to the chairman of the meeting at the meeting or, if no place is specified, at the principal place of business maintained by the Company in the Relevant Territory from time to time before the time of holding the meeting or adjourned <u>or postponed</u> meeting at which the person so authorised proposes to vote or handed to the chairman of the meeting at the meeting; and(b) in the case of such an appointment by any other corporate Shareholder, a copy of the resolution of its directors or other governing body of the Shareholder authorizing the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the Shareholder’s constitutive documents and a list of directors or members of the governing body of the Shareholder as at the date of such resolution, or, as the case may be, power of attorney, in each case certified by a director, secretary or a member of the governing body of that Shareholder and notarised, or, in the case of a form of notice of appointment issued by the Company as aforesaid, completed and signed in accordance with the instructions thereon or in the case of a power of attorney a notarised copy of the relevant authority under which it was signed, shall have been deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company as aforesaid (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned <u>or postponed</u> meeting or poll (as the case may be) at which the corporate representative proposes to vote.
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<p>(34) Article 107</p>	<p>...</p> <p>(d) A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his Close Associate(s) has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution). but <u>This</u> prohibition shall not apply to any of the following matters namely:</p> <p>(i) the giving of any security or indemnity either:</p> <p>(A) to the Director or his Close Associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or</p> <p>(B) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his 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;</p> <p>...</p>
<p>(35) Article 112</p>	<p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting <u>or these Articles</u>. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board <u>or</u> as an addition to the existing Board shall hold office only until the next following <u>first</u> annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election <u>at such annual general meeting</u>. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.</p>

<p>(36) Article 114</p>	<p>The <u>Shareholders Company</u> Company may by Ordinary Resolution remove any Director (including a managing director or other executive director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.</p>
<p>(37) Article 132</p>	<p>The Board may from time to time elect or otherwise appoint one of them <u>the Directors</u> to the office of chairman of the Company and another to be the vice chairman of the Company (or two or more vice Chairmen) and determine the period for which each of them is to hold office. The chairman of the company or, in his absence, the vice chairman of the Company shall preside as chairman at meetings of the Board, but if no such chairman or vice chairman be elected or appointed, or if at any meeting the chairman or vice chairman is not present within five minutes after the time appointed for holding the same and willing to act, the Directors present shall choose one of their number to be chairman of such meeting. All the provisions of Articles 103, 108, 123, 124 and 125 shall <u>apply</u> mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Article.</p>

<p>(38) Article 159</p>	<p>Whenever the Board or the Company in general meeting has resolved that a Dividend be paid or declared, the Board may further resolve that such Dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of any other company, or in any one or more of such ways, with or without offering any rights to Shareholders to elect to receive such Dividend in cash, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may disregard fractional entitlements or round the same up or down, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any Shareholders upon the footing of the value so fixed in order to adjust the rights of all parties, and may determine that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the Shareholders concerned, and may vest any such specific assets in trustees as may seem expedient to the Board and may authorise any person to sign any requisite instruments of transfer and other documents on behalf of all Shareholders interested in the Dividend and such instrument and document shall be effective. The Board may further authorise any person to enter into on behalf of all Shareholders having an interest in any agreement with the Company or other(s) providing for such Dividend and matters in connection therewith and any such agreement made under such authority shall be effective. The Board may resolve that no such assets shall be made available or made to Shareholders 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, <u>this doing so</u> would or might, in the opinion of the Board, be unlawful or impracticable or the legality or practicality of which may be time consuming or expensive to ascertain whether in absolute terms or in relation to the value of the holding of Shares of the Shareholder concerned and in any such event the only entitlement of the Shareholders aforesaid shall be to receive cash payments as aforesaid. Shareholders affected as a result of <u>the</u> exercise by the Board of its discretion under this Article shall not be, and shall be deemed not to be, a separate class of Shareholders for any purposes whatsoever.</p>
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<p>(39) Article 169</p>	<p>Subject to the Listing Rules, any resolution declaring a Dividend or other distribution on Shares of any class, whether a resolution of the Company in general meeting or a resolution of the Board, may specify that the same shall be payable or made to the persons registered as the holder of such Shares at the close of business on a particular date or at a particular time on a particular date, and thereupon the Dividend or other distribution shall be payable or made <u>payable</u> to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such Dividend or other distribution between the transferors and transferees of any such Shares. The provisions of this Article shall <u>apply</u> mutatis mutandis apply to determining the Shareholders entitled to receive notice and vote at any general meeting of the Company, bonuses, capitalisation issues, distributions of realised and unrealised capital profits or other distributable reserves or accounts of the Company and offers or grants made by the Company to the Shareholders.</p>
<p>(40) Article 176</p>	<p>(a) The <u>Shareholders Company</u> shall <u>by ordinary resolution</u> at each annual general meeting <u>or at a subsequent extraordinary general meeting in each year</u> appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed <u>as the Auditors of the Company</u>. <u>Subject to compliance with the Listing Rules, The the Board</u> may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by, <u>or on the authority of, the Shareholders at each Company in the annual general meeting by Ordinary Resolution</u>, except that, <u>in any particular year at any the Company in annual general meeting, the Shareholders may by Ordinary Resolution</u> delegate the fixing of such remuneration to the Board, <u>and, subject to compliance with the Listing Rules,</u> the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.</p> <p>(b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by <u>Special Ordinary Resolution</u> at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its <u>their</u> place for the remainder of the term.</p>

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

(41) Article 188	Subject to the Companies Law, a resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution.
(42) Article 197 <i>(new)</i>	<u>Unless otherwise determined by the Directors, the financial year of the Company shall end on 31 March in each year.</u>

Other amendments to the Existing Memorandum and Articles of Association are also proposed, including making various consequential and housekeeping amendments which the Company deems necessary or desirable.

NOTICE OF ANNUAL GENERAL MEETING



MEDIALINK GROUP LIMITED **羚邦集團有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2230)

Notice is hereby given that the Annual General Meeting of Medialink Group Limited (the “Company”) will be held at 24/F, Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 21 September 2022 at 10:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and independent auditor for the year ended 31 March 2022.
2. To declare a final dividend of HK 0.35 cents per share for the year ended 31 March 2022.
3.
 - (a) To re-elect Ms. Chiu Siu Fung Noletta as an executive director.
 - (b) To re-elect Mr. Ma Ching Fung as an executive director.
 - (c) To re-elect Mr. Fung Ying Wai Wilson, MH as an independent non-executive director.
 - (d) To authorize the board of directors to fix the respective directors’ remuneration.
4. To re-appoint Ernst & Young as independent auditor and to authorize the board of directors to fix its remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given

NOTICE OF ANNUAL GENERAL MEETING

to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

(b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed ten percent (10%) of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

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

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Existing Articles of Association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

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

“THAT:

(a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of options under a share option scheme of the Company; and

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Existing Articles of Association of the Company,

shall not exceed twenty percent (20%) of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

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

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Existing Articles of Association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

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

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such number of shares shall not exceed ten percent (10%) of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution)”

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

“**THAT:**

- (a) the new amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) (a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification) be and are hereby approved and adopted as the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the existing amended and restated memorandum and articles of association of the Company with immediate effect after the close of this meeting; and
- (b) any one director, the secretary or the registered office provider of the Company be and is hereby authorised to execute all such documents and do all such other acts and things as he/she/it may, in his/her/its absolute discretion, consider necessary, desirable or expedient to effect, or in connection with, the adoption of the New Memorandum and Articles of Association and to make each registration or filing that is required in connection with the adoption of the New Memorandum and Articles of Association under the laws of Hong Kong or the Cayman Islands.”

For and on behalf of the Board
MEDIALINK GROUP LIMITED
Chiu Siu Yin Lovinia
Chairman and Executive Director

Hong Kong, 29 July 2022

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of him/her. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (if the form of proxy will be returned before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the form of proxy will be returned on or after 15 August 2022) not less than 48 hours before the time appointed for the meeting (i.e. not later than 10:00 a.m. on Monday, 19 September 2022 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Friday, 16 September 2022 to Wednesday, 21 September 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (if the documents will be lodged before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the documents will be lodged on or after 15 August 2022) for registration not later than 4:30 p.m. on Thursday, 15 September 2022.
5. For determining the entitlement to the proposed dividend (subject to approval by the shareholders at the Annual General Meeting), the Register of Members of the Company will be closed from Tuesday, 27 September 2022 to Friday, 30 September 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at the above address for registration not later than 4:30 p.m. on Monday, 26 September 2022.
6. A circular containing further details concerning items 3, 5 to 8 set out in the above notice will be sent to all shareholders of the Company together with the 2022 Annual Report.
7. References to time and dates in this notice are to Hong Kong time and dates.
8. If tropical cyclone warning signal no. 8 or above is hoisted or “extreme conditions” caused by super typhoons or a black rainstorm warning signal is in force at 7:00 a.m. on Wednesday, 21 September 2022, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will

NOTICE OF ANNUAL GENERAL MEETING

be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

Precautionary measures for the Annual General Meeting

Taking into account the recent developments of the coronavirus disease 2019 (COVID-19), the Company will implement the following prevention and control measures at the Annual General Meeting to safeguard the health and safety of the shareholders of the Company attending the Annual General Meeting:

1. Compulsory body temperature check will be conducted for every shareholder of the Company or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the venue.
2. Every shareholder of the Company or proxy is required to wear a surgical face mask throughout the meeting.
3. Every shareholder of the Company or proxy is required to complete a health declaration form before entering the venue.
4. No entry to the venue is allowed for any person who has shown any symptom of COVID-19 or is subject to quarantine order by the Government of the Hong Kong Special Administrative Region (the “**Hong Kong Government**”).
5. Appropriate distancing and spacing in compliance with the guidances from the Hong Kong Government will be observed and as such, the Company reserves the right to limit the number of the attendees at the Annual General Meeting as may be necessary to avoid over-crowding.
6. No refreshments will be served and no corporate gifts will be distributed.

Shareholders of the Company, particularly those who are subject to quarantine in relation to COVID-19, are reminded that they may appoint any person or the chair of the Annual General Meeting as a proxy to attend and vote at the Annual General Meeting, instead of attending and voting in person. A form of proxy for use at the Annual General Meeting is enclosed with the circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.medialink.com.hk).