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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 **Elife Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s), or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or the transferee(s).

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This circular is for information purpose only and does not constitute an invitation or offer to acquire, purchase, or subscribe for securities.

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**(1) PROPOSED GRANT OF GENERAL MANDATES TO  
REPURCHASE SHARES AND ISSUE SHARES;  
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND ADOPTION OF THE NEW ARTICLES OF ASSOCIATION;  
(3) RE-ELECTION OF DIRECTORS; AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “AGM”) of Elife Holdings Limited for the year ended 31 March 2022 to be held at Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong, on Thursday, 29 September 2022 at 11:00 a.m. is set out on pages 58 to 62 of this circular.

A form of proxy for use at the AGM is enclosed with this circular and is also published on the website of The Stock Exchange of Hong Kong Limited. Whether or not you are able to attend the AGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable to the Company’s share registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company and in any event no later than 48 hours before the time appointed for holding the AGM or any adjourned meeting. Completion and delivery of a form of proxy will not preclude you from attending and voting at the relevant AGM or any adjourned meeting thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

**MEASURES TAKEN IN LIGHT OF 2019 NOVEL CORONAVIRUS (“COVID-19”)**

Please see page i of this document for measures being taken to try to prevent and control the spread of the COVID-19 at the AGM, including:

- compulsory temperature check and health declaration (which may also be used for the purposes of contact tracing if required)
- scanning of the “LeaveHomeSafe” venue QR code and complying with the vaccination requirements of the Vaccine Pass announced by the Hong Kong Government
- compulsory wearing of surgical face mask
- no distribution of corporate gifts and refreshments at the AGM
- complying with any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the government and/or regulatory authorities, or as considered appropriate in light of the development of COVID-19

Any person who does not comply with the precautionary measures or who has a fever or exhibits flu-like symptoms may be denied entry into the AGM venue. The Company reminds the shareholders of the Company (the “Shareholders”) that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

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## PRECAUTIONARY MEASURES FOR THE AGM

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In view of the ongoing COVID-19 situation, the Company reserves the right to take the following precautionary measures as may be appropriate at the AGM:

- All attendees will be required to undergo a temperature check and sign a health declaration form (which may also be used for the purposes of contact tracing if required) before entering the AGM venue
- Compulsory wearing of surgical face masks by attendees inside the AGM venue at all times, and to maintain a safe distance between seats
- Any person who has a fever will not be permitted to attend the AGM
- Any person who is subject to the Hong Kong Government's prescribed quarantine requirement, or has any flu-like symptoms, or has travelled outside of Hong Kong within 21 days immediately before the AGM ("**recent travel history**") unless exempted by the authorities of the Hong Kong Government (as per guidelines issued by the Hong Kong Government at [www.chp.gov.hk/en/features/102742.html](http://www.chp.gov.hk/en/features/102742.html)), or has close contact with any person under quarantine or with recent travel history, will be denied entry into the AGM venue or be required to promptly leave the AGM venue
- All Shareholders, proxies and other attendees entering the AGM venue must scan the "LeaveHomeSafe" venue QR code using the "LeaveHomeSafe" mobile application and complying with the vaccination requirements of the Vaccine Pass announced by the Hong Kong Government (by presenting valid vaccination/medical exemption/recovery record, as applicable) upon entering the AGM venue. For Vaccine Pass vaccination requirements and implementation arrangements, please refer to the "COVID-19 Thematic Website" (<https://www.coronavirus.gov.hk>)
- No refreshments will be served at the AGM and there will be no corporate gifts

The Shareholders who are feeling unwell or have been placed on leave of absence on the date of the AGM are advised not to attend the AGM.

Although webcast, teleconferencing or videoconferencing of the AGM will not be made available, the Shareholders who prefer not to attend or are restricted from attending the AGM, may still vote by proxy and are advised to take note of the last date and time for the lodgement of the proxy form.

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate in order to minimise any risk to the Shareholders and others attending the AGM and to comply with any requirements or recommendations of any government agencies from time to time.

The Company seeks the understanding and cooperation of all Shareholders to minimise the risk of community spread of COVID-19.

The AGM will commence sharply at 11:00 a.m., and the Shareholders are encouraged to arrive at the AGM venue at least half an hour prior to the meeting commencement time to avoid delays from precautionary measures mentioned above in the registration process.

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## DEFINITIONS

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

“2021 AGM”	the annual general meeting of the Company for the year ended 31 March 2021 held on 23 September 2021;
“AGM”	the annual general meeting of the Company for the year ended 31 March 2022 to be held at Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong, on Thursday, 29 September 2022 at 11:00 a.m., or any adjournment thereof, to consider and, if thought fit, approve, among other things, the granting of the Issue Mandate (and the extension thereof) and the Repurchase Mandate to the Directors, the proposed amendments to the Articles and adoption of the New Articles and the re-election of Directors;
“AGM Notice”	the notice of the AGM which is set out on pages 58 to 62 of this circular;
“Articles of Association” or “Articles”	the articles of association of the Company, currently in force;
“Awarded Shares”	the Shares granted and to be granted under the Share Award Scheme;
“Board”	the board of Directors;
“Business Day(s)”	a day on which the Stock Exchange is open for business of dealing in securities;
“Company”	Elife Holdings Limited, a company incorporated in the Cayman Islands with limited liability and its Shares are listed on the Main Board of the Stock Exchange (stock code: 223);
“connected person(s)”	has the meaning as defined in the Listing Rules;
“core connected person(s)”	has the meaning as defined in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

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## DEFINITIONS

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“Hong Kong Government”	the Government of Hong Kong;
“Issue Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and otherwise deal with additional Shares up to 20% of the total number of issued Shares as at the date of the AGM, as described in the ordinary resolution no. 4(a) in the AGM Notice;
“Latest Practicable Date”	25 August 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Committee”	the Listing Committee of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“New Articles of Association” or “New Articles”	the new amended and restated articles of association to be adopted by the Shareholders at the AGM containing the Proposed Amendments;
“Nomination Committee”	the nomination committee of the Board;
“PRC”	the People’s Republic of China;
“Proposed Amendments”	the proposed amendments to the Articles, details of which are set out in Appendix III to this circular;
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to empower the Directors to exercise the powers of the Company to repurchase the Shares up to 10% of the total number of issued Shares as at the date of the AGM, as described in the ordinary resolution no. 4(b) in the AGM Notice;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary shares of HK\$0.1 each in the share capital of the Company;
“Shareholder(s)”	holders of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time; and
“%”	per cent.

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## LETTER FROM THE BOARD

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# 易生活控股有限公司 Elife Holdings Limited

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 223)

*Executive Directors:*

Mr. Zhang Xiaobin (*Chairman*)  
Mr. Gao Feng (*Vice Chairman*)  
Mr. Chiu Sui Keung (*Chief Executive Officer*)

*Independent non-executive Directors:*

Mr. Cheng Wing Keung, Raymond  
Mr. Lam Williamson  
Mr. Wong Hoi Kuen  
Dr. Lam Lee G

*Registered office:*

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

*Principal place of business in*

*Hong Kong:*  
Unit 806, Level 8, Core D,  
Cyberport 3, 100 Cyberport Road,  
Hong Kong

29 August 2022

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO  
REPURCHASE SHARES AND ISSUE SHARES;  
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND ADOPTION OF THE NEW ARTICLES OF ASSOCIATION;  
(3) RE-ELECTION OF DIRECTORS; AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

### INTRODUCTION

The purpose of this circular is to provide the Shareholders with information reasonably necessary to enable the Shareholders to consider, and if thought fit, approve, among other things, the following resolutions to be proposed at the AGM:

- (1) the granting of the Repurchase Mandate to the Directors for repurchase of the Shares by the Company;
- (2) the granting of the Issue Mandate to the Directors to allot, issue and otherwise deal with additional Shares;

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## LETTER FROM THE BOARD

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- (3) the granting of an extension to the Issue Mandate to include the Shares repurchased under the Repurchase Mandate, if any;
- (4) the Proposed Amendments and the adoption of the New Articles; and
- (5) the re-election of the retiring Directors.

### **GENERAL MANDATE TO REPURCHASE SHARES**

Pursuant to the ordinary resolution passed by the Shareholders at the 2021 AGM, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase the Shares. Such mandate will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, grant the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase the Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing of such resolution. Details of the Repurchase Mandate are set out in the ordinary resolution no. 4(b) in the AGM Notice.

As at the Latest Practicable Date, the Company had 752,688,712 issued Shares. Assuming that there is no change in the number of issued Shares during the period between the Latest Practicable Date and the date of passing of the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of passing of the resolution approving the Repurchase Mandate will be 75,268,871 Shares.

An explanatory statement, as required under the Listing Rules to provide the requisite information in connection with the Repurchase Mandate, is set out in Appendix I to this circular. The Repurchase Mandate will continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be convened under the Articles of Association or any applicable law(s); or (iii) the date on which the authority given under the ordinary resolution approving the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders.

### **GENERAL MANDATE TO ISSUE SHARES AND EXTENSION OF THE GENERAL MANDATE**

Pursuant to the ordinary resolution passed by the Shareholders at the 2021 AGM, a general mandate was granted to the Directors to allot, issue and deal with up to 132,985,742 Shares (after adjustment for Share Consolidation), being 20% of the total number of issued Shares as at the date of the 2021 AGM. Such mandate will lapse at the conclusion of the AGM. Therefore, two ordinary resolutions will be proposed at the AGM for the Shareholders to consider and, if thought fit, grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares up to 20% of the total number of issued Shares as at the date of passing of such resolution at the AGM, and an extension of the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate. Details of the Issue Mandate and its extension are set out in the ordinary resolution nos. 4(a) and 4(c), respectively, in the AGM Notice.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, the Company had 752,688,712 issued Shares. Assuming that there is no change in the number of issued Shares during the period between the Latest Practicable Date and the date of passing of the resolution approving the Issue Mandate, the maximum number of Shares which may be allotted and issued pursuant to the Issue Mandate as at the date of passing of the resolution approving the Issue Mandate will be 150,537,742 Shares. As at the Latest Practicable Date, the Company had no concrete plan for fund raising and immediate utilization of the Issue Mandate. However, based on the working capital requirements and the funding needs of the Group within the next 12 months, the Company will from time to time consider various fund-raising options including but not limited to share issues and cannot rule out the possibility that the Company will conduct equity fund-raising exercises once suitable fund-raising opportunities arise. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

The Issue Mandate and its extension will continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be convened under the Articles of Association or any applicable law(s); or (iii) the date on which the authority given under the ordinary resolution approving the Issue Mandate and its extension is revoked or varied by an ordinary resolution of the Shareholders.

### **PROPOSED AMENDMENTS TO THE ARTICLES AND ADOPTION OF THE NEW ARTICLES**

To bring the Articles in line with the latest amendments to the relevant requirements of the Listing Rules and the Companies Act of the Cayman Islands (As Revised), the Board proposes to seek Shareholders' approval by special resolution to amend the Articles and adopt the New Articles in substitution for and to the exclusion of the Articles, with effect from the date of the passing of the relevant special resolution at the AGM. A summary of the major changes are set out below:

- (a) to expressly allow that the Shareholders have the right to (i) speak at a general meeting; and (ii) vote at a general meeting except where the Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
- (b) to allow all general meetings (including an annual general meeting, an extraordinary general meeting, and any adjourned meeting or postponed meeting) to be held by means of telephone, electronic or other communication facilities;
- (c) to allow Shareholders holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company have the right by written requisition to the Company to require an extraordinary general meeting to be called by the Board for the transaction of any resolution specified in such requisition (in addition to the transaction of any business);
- (d) to require that annual general meetings must be called by notice of not less than twenty-one (21) clear days and all other general meetings (including any extraordinary general meeting) must be called by notice of not less than fourteen (14) clear days except otherwise permitted by the Listing Rules;



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## LETTER FROM THE BOARD

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- (e) to change the requirement that an annual general meeting shall be held in each financial year, rather than calendar year, and the maximum time that may elapse between such annual general meetings;
- (f) to provide that Shareholders may by ordinary resolution, rather than a special resolution of the Shareholders, to remove the Company's auditor;
- (g) to clarify that an auditor of the Company which has been appointed by the Board to fill in a casual vacancy, may act while such vacancy continues and its remuneration for the time being may be fixed by the Board. Such auditor shall hold office until the next following annual general meeting of the Company and shall be subject to appointment by the Shareholders and at such remuneration to be determined by the Shareholders;
- (h) to specify that the financial year end of the Company shall be 31 March in each year unless otherwise determined by the Directors in compliance with the laws of the Cayman Islands;
- (i) to specify that the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any Shares;
- (j) to remove the provision relating to the purchase by the Company of a redeemable Share not made through the market or by tender at a maximum amount that may be determined by the Shareholders which is no longer required by the Listing Rules to be included in the Articles;
- (k) to specify that the seal of the Company may only be affixed or imprinted to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors;
- (l) to remove the requirement that the record date for determining the Shareholders entitled to receive any dividend, distribution, allotment or issue has to be within 30 days before or after such dividend, distribution, allotment or issue is declared, paid or made;
- (m) to change the circumstances in which an interested Director may vote and be counted in quorum at a Board meeting following the requirement of the Listing Rules;
- (n) to remove the requirement that securities seal has to be imprinted on securities issued by the Company; and
- (o) to make other consequential and house-keeping amendments to better align with the wordings in the applicable laws of the Cayman Islands and the Listing Rules.

The Proposed Amendments are set out in Appendix III to this circular.

The Chinese translation of the Proposed Amendments is for reference only. In case of any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail.

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## LETTER FROM THE BOARD

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The legal advisers to the Company as to Hong Kong law have confirmed that the Proposed Amendments conform with the requirements under Appendix 3 to the Listing Rules. The legal advisers to the Company as to the Cayman Islands law have confirmed that the Proposed Amendments do not violate the laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands company listed on the Stock Exchange.

### RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprised seven Directors, of which Mr. Zhang Xiaobin, Mr. Gao Feng and Mr. Chiu Sui Keung are executive Directors, and Mr. Cheng Wing Keung Raymond, Mr. Lam Williamson, Mr. Wong Hoi Kuen and Dr. Lam Lee G. are independent non-executive Directors.

Pursuant to Article 87(1) of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years.

In accordance with Article 87(1) and (2) of the Articles of Association, Mr. Lam Williamson, Mr. Wong Hoi Kuen and Mr. Cheng Wing Keung, Raymond will retire from office at the AGM by rotation and being eligible, offer themselves for re-election at the AGM.

Each of Mr. Lam Williamson, Mr. Wong Hoi Kuen and Mr. Cheng Wing Keung, Raymond has provided an annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Board considers that Mr. Lam Williamson, Mr. Wong Hoi Kuen and Mr. Cheng Wing Keung, Raymond satisfy the independence guidelines set out in the said rule.

Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

At the AGM, resolution nos. 2(a) to 2(c) will be proposed for the Company to approve the re-election of Directors.

### AGM

The notice convening the AGM is set out on pages 58 to 62 of this circular. To the extent that the Directors are aware, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting for the resolutions at the AGM.

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## LETTER FROM THE BOARD

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A form of proxy for use at the AGM is enclosed with this circular and is also published on the websites of the Stock Exchange and the Company. Whether or not you intend to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by way of poll. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders.

### RESPONSIBILITY STATEMENT

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

### RECOMMENDATIONS

The Directors consider that (i) the proposed granting of the Repurchase Mandate; (ii) the proposed granting of the Issue Mandate (and the extension thereto); (iii) the Proposed Amendments and the adoption of the New Articles and (iv) the proposed re-election of the retiring Directors are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of all the relevant resolutions to be proposed at the AGM.

### GENERAL INFORMATION

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

By Order of the Board  
**Elife Holdings Limited**  
**Chow Chi Fai**  
*Company Secretary*

*This Appendix I serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide the requisite information to you to enable you to make an informed decision as to whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the proposed granting of the Repurchase Mandate.*

## **PROVISIONS OF THE LISTING RULES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below.

## **SHARE CAPITAL**

As at the Latest Practicable Date, the Company issued 752,688,712 Shares. Subject to the passing of the resolution approving the granting of the proposed Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased during the period between the Latest Practicable Date and the date of passing of the resolution approving the Repurchase Mandate at the AGM, the Directors will be authorised to repurchase a maximum of 75,268,871 Shares pursuant to the Repurchase Mandate, representing 10% of the total number of issued Shares as at the date of passing of such resolution.

## **REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to seek the Repurchase Mandate from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. The timing of such repurchases, the number of Shares to be repurchased, the repurchase price and other terms upon which the Shares are repurchased will be decided by the Directors at the relevant time having regard to the prevailing circumstances.

## **FUNDING OF REPURCHASES**

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the applicable laws of the Cayman Islands and the Listing Rules. The Company may not repurchase the Shares for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

**IMPACT OF REPURCHASES**

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the Repurchase Mandate were to be exercised in full at the current prevailing market value, it might have a material adverse impact on the working capital and the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 March 2022, being the date to which the latest published audited consolidated financial statements of the Company were made up. However, the Directors do not propose to exercise the Repurchase Mandate to repurchase Shares to such an extent as would, in the circumstances, result in a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**UNDERTAKING**

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

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) currently intends to sell the Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he or she or it has a present intention to sell his or her or its Shares to the Company, nor has he or she or it undertaken not to do so, in the event that the Company is authorised to make purchases of the Shares.

## SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date were as follows:

Month	Share Prices (per Share)	
	Highest HK\$	Lowest HK\$
<b>2021</b>		
August	0.285	0.22
September	0.28	0.2
October	0.22	0.2
November	0.3	0.17
December	0.27	0.135
<b>2022</b>		
January	0.21	0.125
February	0.19	0.102
March	0.165	0.065
April	0.092	0.076
May	0.122	0.083
June	0.138	0.1
July	0.202	0.131
August ( <i>up to the Latest Practicable Date</i> )	0.158	0.118

**EFFECTS OF TAKEOVERS CODE**

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of 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 interest of the Shareholder(s), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Shareholders who were interested in 5% or more of the total number of issued Shares, according to the register of interests required to be kept by the Company under Section 336 of the SFO, were as follows:

<b>Name of Shareholder</b>	<b>Number of Shares beneficially held</b>	<b>Shareholding as at the Latest Practicable Date</b>	<b>Shareholding in the event the Repurchase Mandate is exercised in full</b>
Zhu Qian	47,600,000	6.32%	7.03%
Liu Qihua	71,763,400	9.53%	10.59%
Gao Feng	56,151,506	7.46%	8.29%

As at the Latest Practicable Date, no Shareholder or Director holds 30% or more of the issued Shares of the Company, and the Directors are not aware of the consequences of such increases or as a result of repurchase of Shares that would result in any Shareholder or group of Shareholders acting in concert, Director, or other person holding 30% or more of the issued Shares of the Company and becoming obliged to make a mandatory offer under the Takeovers Code.

The Directors have no present intention to exercise the Repurchase Mandate to such extent which would otherwise result in takeover obligations or the number of Shares being held by the public falling below the minimum requirement as prescribed by the Stock Exchange, which is currently 25% of the total number of issued Shares.

**SHARE REPURCHASES MADE BY THE COMPANY**

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares during the six months preceding the Latest Practicable Date.

The following sets out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Articles of Association:

### **BIOGRAPHICAL INFORMATION**

#### **Independent non-executive Directors**

**Mr. Lam Williamson**, aged 48, was appointed as an independent non-executive Director on 1 January 2011. Mr. Lam is a fellow member of The Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and a member of the CPA (Australia). He holds a Bachelor of Business degree from Monash University, Australia and a Master of Professional Accounting degree from the Hong Kong Polytechnic University. Mr. Lam had held directorships and senior finance positions in various listed companies in Hong Kong. Mr. Lam is currently an independent non-executive director of Lerado Financial Group Company Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1225) since 20 July 2018.

Save as disclosed above, Mr. Lam did not hold any directorship in listed public companies in the last three years, and he is not related to any Director, senior management or substantial or controlling Shareholder of the Company. There is a letter of appointment entered into between the Company and Mr. Lam. Mr. Lam is currently entitled to an emolument of HK\$10,000 per month, which was determined based on the remuneration policy of the Company with reference to his experience and responsibilities.

As at the Latest Practicable Date, Mr. Lam was beneficially interested in 436,200 Shares and 580,000 Share Options, representing approximately 0.06% and 0.08%, respectively, of the issued share capital of the Company. Save for the aforesaid, Mr. Lam did not have any interests or short positions in any Shares, underlying Shares or debentures of the Company and its associated corporations within the meaning of Part XV of SFO as at the Latest Practicable Date.

**Mr. Wong Hoi Kuen**, aged 61, was appointed as an independent nonexecutive Director on 9 May 2011. Mr. Wong is a practising certified public accountant in Hong Kong and a chartered accountant in the United Kingdom. Mr. Wong is a fellow member of both the HKICPA, the Association of Chartered Certified Accountants and the Institute of Chartered Accountants in England and Wales. Mr. Wong is currently an independent non-executive director of China Information Technology Development Limited (stock code: 8178). Mr. Wong was also an independent non-executive director of REXLot Holdings Limited (prior to delisting on 10 May 2021, stock code: 555) from 29 June 2018 to 27 November 2020.

Save as disclosed above, Mr. Wong did not hold any directorship in listed public companies in the last three years, and he is not related to any Director, senior management or substantial or controlling Shareholder of the Company. There is a letter of appointment entered into between the Company and Mr. Wong. Mr. Wong is currently entitled to an emolument of HK\$10,000 per month, which was determined based on the remuneration policy of the Company with reference to his experience and responsibilities.



As at the Latest Practicable Date, Mr. Wong was beneficially interested in 436,200 Shares and 580,000 Share Options, representing approximately 0.06% and 0.08%, respectively, of the issued Share capital of the Company. Save for the aforesaid, Mr. Wong did not have any interests or short positions in any Shares, underlying Shares or debentures of the Company and its associated corporations within the meaning of Part XV of SFO as at the Latest Practicable Date.

There is no other matter that needs to be brought to the attention of the Shareholders in respect of the re-election of the above Directors and there is no information relating to the above Directors which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Cheng Wing Keung, Raymond**, aged 62, was appointed as an independent non-executive director of the Company on 25 August 2007. Mr. Cheng is a solicitor practicing in Hong Kong and has over 31 years of experience in corporate, company secretarial and listing affairs. He is an associate member of The Institute of Chartered Secretaries and Administrators in United Kingdom and The Hong Kong Institute of Company Secretaries in Hong Kong. He holds a degree in Laws in the University of London and a master degree in Business Administration in the University of Strathclyde, Scotland. Mr. Cheng also holds a Diploma in Chinese Professional Laws in the Chinese University of Political Science and Law, the PRC. He has been appointed by the Hon Chief Justice Ma of the Court of Final Appeal as a Practising Solicitor Member of the Solicitors Disciplinary Tribunal Panel with effect from 4 October 2017. Besides, Mr. Cheng was appointed by the Government of the Hong Kong Special Administrative Region as a member of the Panel of the Board of Review (Inland Revenue Ordinance) with effect from 1 January 2018 up to December 2021. He was an independent non-executive director in one listed company in Hong Kong: Skyfame Realty (Holdings) Limited (Stock code: 0059 from December 2004 up to 17 June 2022).

There is a letter of appointment dated 1 May 2018 entered into between the Company and Mr. Cheng. Mr. Cheng will be paid an amount of HK\$10,000 per month, which has been determined with reference to his experience and responsibilities with the Company, the prevailing market conditions and the terms of the remuneration policy of the Company.

Save as disclosed above, Mr. Cheng did not hold any directorships in listed public companies in the last three years and, he is not related to any Director, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Cheng was beneficially interested in 408,200 Shares and 580,000 Share Options, representing approximately 0.05% and 0.08%, respectively, of the issued share capital of the Company. Save for the aforesaid, Mr. Cheng did not have any interest in Shares within the meaning of Part XV of SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Cheng has confirmed that he is not aware of any other matters or information that needed to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules.

**Recommendations of the Nomination Committee with respect to the Independent non-executive Directors subject to re-election at the AGM**

The Board has adopted a nomination policy which aims to:

- (i) sets out the criteria and process in the nomination and appointment of directors;
- (ii) ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company; and
- (iii) ensure the Board continuity and appropriate leadership at Board level.

The Nomination Committee evaluates the optimal composition of the Board and considers the Company's demand for Directors, taking into account the agreed strategies and objectives of the Company. In identifying individuals suitably qualified for appointment to the Board, the Nomination Committee may consider the nominations of candidates from the members of the Board and it may also put forward candidates who have not been so nominated.

The Nomination Committee shall consider the following criteria in evaluating and selecting candidates for directorships:

- character and integrity;
- qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the board diversity policy of the Company that are relevant to the Company's business and corporate strategy;
- any measurable objectives adopted for achieving diversity of the Board;
- requirement for the Board to have independent Directors in accordance with the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules;
- any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;
- willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company; and
- any other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of Directors and succession planning.

The Nomination Committee will review information about the occupation, academic qualifications, post/title, detailed work experience and all concurrent posts and other information of the candidates and examine the qualifications of the candidates against the selection criteria for Directors. Following completion of the requisite evaluation, the Nomination Committee will make recommendations to the Board on the selection of candidates nominated for directorships and submit the relevant information to the Board.

Pursuant to code provision B.2.3 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, any further appointment of independent non-executive director serving more than nine years should be subject to a separate resolution to be approved by shareholders. Each of Mr. Lam Williamson, Mr. Wong Hoi Kuen and Mr. Cheng Wing Keung, Raymond has served the Company for more than nine years. As independent non-executive Directors with extensive experience and knowledge and in-depth understanding of the Company's operations and business, each of Mr. Lam Williamson, Mr. Wong Hoi Kuen and Mr. Cheng Wing Keung, Raymond has expressed objective views and given independent guidance to the Company over the past years. Each of Mr. Lam Williamson, Mr. Wong Hoi Kuen and Mr. Cheng Wing Keung, Raymond continues demonstrating a firm commitment to his role.

The Nomination Committee has completed the abovementioned evaluation in respect of the nominations of Mr. Lam Williamson, Mr. Wong Hoi Kuen and Mr. Cheng Wing Keung, Raymond for re-election as independent non-executive Directors. Each of Mr. Lam Williamson, Mr. Wong Hoi Kuen and Mr. Cheng Wing Keung, Raymond is a member of the Nomination Committee and has abstained from voting at the Nomination Committee meeting when their respective nomination was being considered. The Nomination Committee is of the view that Mr. Lam Williamson, Mr. Wong Hoi Kuen and Mr. Cheng Wing Keung, Raymond would bring to the Board their own perspectives, skills and experience, and can contribute to the diversity of the Board, in particular, with their education background and professional qualification and as further described in their biographical information.

In addition, the Nomination Committee had assessed and reviewed the written confirmations of independence of Mr. Lam Williamson, Mr. Wong Hoi Kuen and Mr. Cheng Wing Keung, Raymond based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that they are independent in accordance with Rule 3.13 of the Listing Rules.

The Board, with the recommendation of the Nomination Committee, has nominated Mr. Lam Williamson, Mr. Wong Hoi Kuen and Mr. Cheng Wing Keung, Raymond for re-election as independent non-executive Directors at the AGM. As a good corporate governance practice, each of the retiring Directors namely, Mr. Lam Williamson, Mr. Wong Hoi Kuen and Mr. Cheng Wing Keung, Raymond has abstained from voting at the Board meeting on the respective propositions of their recommendations for re-election by the Shareholders.



Original articles of the Articles	Amended articles of the New Articles
<p>“business day”</p> <p>a day on which the Designated Stock Exchange is generally open for business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.</p>	<p><del>“business day”</del></p> <p><del>a day on which the Designated Stock Exchange is generally open for business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.</del></p> <p><b>“close associates”</b></p> <p><b>in relation to any Director, shall have the same meaning as defined in the Listing Rules as modified from time to time, except that for purposes of Article 103 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.</b></p>
<p>“Company”</p> <p>Sino Resources Group Limited (formerly known as Kenfair International (Holdings) Limited).</p>	<p>“Company”</p> <p><del>Sino Resources Group</del><b>Elife Holdings Limited</b> (formerly known as <b>Sino Resources Group Limited</b><del>Kenfair International (Holdings) Limited</del>).</p>
<p>“Law”</p> <p>The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.</p>	<p><del>“Law”</del></p> <p><del>The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.</del></p> <p><b>“Listing Rules”</b></p> <p><b>the rules and regulations of the Designated Stock Exchange.</b></p>

Original articles of the Articles	Amended articles of the New Articles
<p>“special resolution”</p> <p>a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled to do so, vote in person or, in the case of any Member being a corporation, by its respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with article 59;</p> <p>“Statutes”</p> <p>the Law and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its Memorandum of Association and/or these Articles.</p>	<p>“special resolution”</p> <p>a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled to do so, vote in person or, in the case of any Member being a corporation, by its respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with <del>a</del>Article 59;</p> <p>...</p> <p>“Statutes”</p> <p>the <del>Law Act</del> and every other law of the Legislature of the Cayman Islands for the time being in applying to or affecting the Company, its Memorandum of Association and/or these Articles.</p>
<p>Article 2. (e)</p> <p>expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, provided that the same is available for download onto a user’s computer or for printing through conventional small office equipment and, in each case, the Member concerned (where the relevant provision of these Articles require the delivery or service of any document or notice on him in his capacity as Member) has elected for the receipt of the relevant download or notice through electronic means and both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations;</p>	<p>Article 2. (e)</p> <p>expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, provided that <del>the same is available for download onto a user’s computer or for printing through conventional small office equipment and, in each case, the Member concerned (where the relevant provision of these Articles require the delivery or service of any document or notice on him in his capacity as Member) has elected for the receipt of the relevant download or notice through electronic</del> means and both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations;</p>

Original articles of the Articles	Amended articles of the New Articles
<p>Article 2. (h)</p> <p>references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.</p>	<p>Article 2. (h)</p> <p>references to a document <b>(including, but without limitation, a resolution in writing)</b> being <b>signed or</b> executed include references to it being <b>signed or</b> executed under hand or under seal or by electronic signature or by any other method and references to a Notice or document include a Notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.; <b>and</b></p>
	<p>Article 2. (i)</p> <p><b>reference to a meeting shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Article 64;</b></p>
	<p>Article 2. (j)</p> <p><b>where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member;</b></p>
	<p>Article 2. (k)</p> <p><b>Section 8 and Section 19 of the Electronic Transactions Act of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.</b></p>

**APPENDIX III FULL TEXT TO THE PROPOSED AMENDMENTS TO THE ARTICLES**

Original articles of the Articles	Amended articles of the New Articles
<p>Article 3. (2)</p> <p>Subject to the Law, the Company’s Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, any power of the Company to purchase or otherwise acquire its own shares shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it thinks fit. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law.</p>	<p>Article 3. (2)</p> <p>Subject to the <del>Law</del> <b>Act</b>, the Company’s Memorandum and Articles of Association and, where applicable, the <del>the rules and regulations of Listing Rules</del> <b>and/or the rules and regulations of</b> any competent regulatory authority, <del>any power of the Company</del> <b>shall have the power</b> to purchase or otherwise acquire its own shares <b>and such power</b> shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it <b>in its absolute discretion</b> thinks fit <b>and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Act.</b> The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the <del>Law</del><b>Act</b>.</p>
<p>Article 3. (3)</p> <p>Except as allowed by the Law and subject further to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority the Company shall not give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.</p>	<p>Article 3. (3)</p> <p><del>Except as allowed by the Law and subject further</del><b>Subject</b> to compliance with the <b>Listing Rules</b> and regulations of <del>the Designated Stock Exchange</del> <b>and</b> any other <del>competent</del><b>relevant</b> regulatory authority the Company <del>may</del><b>shall not</b> give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.</p>
	<p>Article 3. (4)</p> <p><b>The Board may accept the surrender for no consideration of any fully paid share.</b></p>
<p>Article 3. (4)</p> <p>No share shall be issued to bearer.</p>	<p>Article 3. <del>(4)</del><b>(5)</b></p> <p>No share shall be issued to bearer.</p>



**APPENDIX III FULL TEXT TO THE PROPOSED AMENDMENTS TO THE ARTICLES**

Original articles of the Articles	Amended articles of the New Articles
<p>Article 4.</p> <p>The Company may from time to time by ordinary resolution in accordance with the Law alter the conditions of its Memorandum of Association to:...</p>	<p>Article 4.</p> <p>The Company may from time to time by ordinary resolution in accordance with the <del>Law</del> <b>Act</b> alter the conditions of its Memorandum of Association to:...</p>
<p>Article 4. (d)</p> <p>sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association of the Company (subject, nevertheless, to the Law), and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;</p>	<p>Article 4. (d)</p> <p>sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association of the Company (subject, nevertheless, to the <del>Law</del> <b>Act</b>), and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;</p>
<p>Article 6.</p> <p>The Company may from time to time by special resolution, subject to any confirmation or consent required by the Law, reduce its share capital or any share premium account or any capital redemption reserve or other undistributable reserve in any manner permitted by law.</p>	<p>Article 6.</p> <p>The Company may from time to time by special resolution, subject to any confirmation or consent required by the <del>Law</del> <b>Act</b>, reduce its share capital or any <del>share premium account or any</del> capital redemption reserve or other undistributable reserve in any manner permitted by law.</p>

Original articles of the Articles	Amended articles of the New Articles
<p>Article 8. (1)</p> <p>Subject to the provisions of the Law and the Memorandum and Articles of Association of the Company and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Company may by ordinary resolution determine or, if there has not been any such determination or so far as the same shall not make specific provision, as the Board may determine.</p>	<p>Article 8. (1)</p> <p>Subject to the provisions of the <del>Law</del> <b>Act</b> and the Memorandum and Articles of Association of the Company and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise <del>as the Company may by ordinary resolution determine or, if there has not been any such determination or so far as the same shall not make specific provision,</del> as the Board may determine.</p>
<p>Article 8. (2)</p> <p>Subject to the provisions of the Law, the rules of any Designated Stock Exchange and the Memorandum and Articles of Association of the Company, ...</p>	<p>Article 8. (2)</p> <p>Subject to the provisions of the <del>Law</del> <b>Act</b>, the <del>Listing Rules of any Designated Stock Exchange</del> and the Memorandum and Articles of Association of the Company, ...</p>
<p>Article 9.</p> <p>Subject to the Law, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder if so authorised by its Memorandum of Association, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution of the Members determine. Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.</p>	<p>Article 9.</p> <p><b>Intentionally deleted.</b></p> <p><del>Subject to the Law, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder if so authorised by its Memorandum of Association, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution of the Members determine. Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.</del></p>

**APPENDIX III FULL TEXT TO THE PROPOSED AMENDMENTS TO THE ARTICLES**

Original articles of the Articles	Amended articles of the New Articles
<p>Article 10.</p> <p>Subject to the Law and without prejudice to Article 8, ...</p>	<p>Article 10.</p> <p>Subject to the <del>Law</del> <b>Act</b> and without prejudice to Article 8, ...</p>
<p>Article 10. (a)</p> <p>the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person (or in the case of a Member being a corporation, its duly authorised representative) or by proxy (whatever the number of shares held by them) shall be a quorum; and</p>	<p>Article 10. (a)</p> <p>the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person (or (in the case of a Member being a corporation, its duly authorised representative) or by proxy (whatever the number of shares held by them) shall be a quorum; <b>and</b></p>
<p>Article 10. (b)</p> <p>every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him</p>	<p>Article 10. (b)</p> <p>every holder of shares of the class shall be entitled <del>on a poll</del> to one vote for every such share held by him; <del>and</del>.</p>
<p>Article 10. (c)</p> <p>any holder of shares of the class present in person or by proxy or authorised representative may demand a poll.</p>	<p><del>Article 10. (c)</del></p> <p><del>any holder of shares of the class present in person or by proxy or authorised representative may demand a poll.</del></p>

**APPENDIX III FULL TEXT TO THE PROPOSED AMENDMENTS TO THE ARTICLES**

Original articles of the Articles	Amended articles of the New Articles
<p>Article 12. (1)</p> <p>Subject to the Law, these Articles, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount.</p> <p>...</p>	<p>Article 12. (1)</p> <p>Subject to the <del>Law</del> <b>Act</b>, these Articles, any direction that may be given by the Company in general meeting and, where applicable, the <del>Listing Rules of any Designated Stock Exchange</del> <b>Listing Rules</b> and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount <b>to their nominal value.</b> ...</p>
<p>Article 13.</p> <p>The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the Law. Subject to the Law, the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.</p>	<p>Article 13.</p> <p>The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the <del>Law</del> <b>Act</b>. Subject to the <del>Law</del> <b>Act</b>, the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.</p>
<p>Article 15.</p> <p>Subject to the Law and these Articles, ...</p>	<p>Article 15.</p> <p>Subject to the <del>Law</del> <b>Act</b> and these Articles, ...</p>

**APPENDIX III FULL TEXT TO THE PROPOSED AMENDMENTS TO THE ARTICLES**

Original articles of the Articles	Amended articles of the New Articles
<p>Article 16.</p> <p>Every share certificate shall be issued under the Seal or with Seal imprinted thereon or a facsimile thereof and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. ...</p>	<p>Article 16.</p> <p>Every share certificate shall be issued under the Seal <b>or a facsimile thereof</b> or with Seal <del>imprinted thereon or a facsimile thereof</del> and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. <b>The seal of the Company may only be affixed or imprinted to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors. ...</b></p>
<p>Article 19.</p> <p>Share certificates shall be issued within the relevant time limit as prescribed by the Law or as the Designated Stock Exchange may from time to time determine, ...</p>	<p>Article 19.</p> <p>Share certificates shall be issued within the relevant time limit as prescribed by the <del>Law</del> <b>Act</b> or as the Designated Stock Exchange may from time to time determine, ...</p>
<p>Article. 44.</p> <p>The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours on every business day by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of HK\$1.00 or such lesser sum specified by the Board at the Registration Office. ...</p>	<p>Article. 44.</p> <p>The Register and branch register of Members <b>maintained in Hong Kong</b>, as the case may be, shall be open to inspection for at least two (2) hours <del>on every</del> <b>during business hours</b> day by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the <del>Law</del> <b>Act</b> or, if appropriate, upon a maximum payment of HK\$1.00 or such lesser sum specified by the Board at the Registration Office. ...</p> <p><b>The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.</b></p>

**APPENDIX III FULL TEXT TO THE PROPOSED AMENDMENTS TO THE ARTICLES**

Original articles of the Articles	Amended articles of the New Articles
<p>Article 45.</p> <p>Notwithstanding any other provision of these Articles the Company or the Directors may fix any date as the record date for:</p>	<p>Article 45.</p> <p><b>Subject to the Listing Rules, N</b>otwithstanding any other provision of these Articles the Company or the Directors may fix any date as the record date for:</p>
<p>Article 45. (a)</p> <p>determining the Members entitled to receive any dividend, distribution, allotment or issue and such record date may be on, or at any time not more than thirty (30) days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made;</p>	<p>Article 45. (a)</p> <p>determining the Members entitled to receive any dividend, distribution, allotment or issue <del>and such record date may be on, or at any time not more than thirty (30) days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made;</del></p>
<p>Article 46.</p> <p>Subject to these Articles, any Member may transfer all or any of his shares by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.</p>	<p>Article 46. (1)</p> <p>Subject to these Articles, any Member may transfer all or any of his shares by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.</p>
	<p><b>Article 46. (2)</b></p> <p><b>Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares.</b></p>

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Original articles of the Articles	Amended articles of the New Articles
<p>Article 48. (4)</p> <p>... such other place in the Cayman Islands at which the Register is kept in accordance with the Law.</p>	<p>Article 48. (4)</p> <p>... such other place in the Cayman Islands at which the Register is kept in accordance with the <del>Law</del> <b>Act</b>.</p>
<p>Article 49. (c)</p> <p>the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the Law ...</p>	<p>Article 49. (c)</p> <p>the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the <del>Law</del> <b>Act</b> ...</p>
<p>Article 51.</p> <p>The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in an appointed newspaper or any other newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.</p>	<p>Article 51.</p> <p>The registration of transfers of shares or of any class of shares may, after notice has been given by <b>announcement or by electronic communication or by</b> advertisement in <del>an appointed</del> <del>an appointed newspaper</del> or any other newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. <b>The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.</b></p>

Original articles of the Articles	Amended articles of the New Articles
<p>Article 56.</p> <p>An annual general meeting of the Company shall be held in each year other than the year of the Company's incorporation (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of incorporation, unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board.</p>	<p>Article 56.</p> <p>An annual general meeting of the Company shall be held in each <b>financial</b> year other than the <b>financial</b> year of the Company's incorporation <del>(within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of incorporation,</del> <b>adoption of these Articles and such annual general meeting must be held within six (6) months after the end of the Company's financial year</b> incorporation (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of incorporation, (unless a longer period would not infringe the <del>rules of the Designated Stock Exchange</del><b>Listing Rules</b>, if any) at such time and place as may be determined by the Board.</p>
<p>Article 57.</p> <p>Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General meetings may be held in any part of the world as may be determined by the Board.</p>	<p>Article 57.</p> <p>Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General meetings may be held in any part of the world as may be determined by the Board. <b>Notwithstanding any provisions in these Articles, any general meeting or any class meeting may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other, and participation in such a meeting shall constitute presence at such meeting. Unless otherwise determined by the Directors, the manner of convening and the proceedings at a general meeting set out in these Articles shall, mutatis mutandis, apply to a general meeting held wholly by or in-combination with electronic means.</b></p>



Original articles of the Articles	Amended articles of the New Articles
<p>Article 58.</p> <p>The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; ...</p>	<p>Article 58.</p> <p>The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, <b>on a one vote per share basis</b>, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business <b>or resolution</b> specified in such requisition; ...</p>
<p>Article 59. (1)</p> <p>An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty one (21) clear days and not less than ten (10) clear business days. All other extraordinary general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) business days but a general meeting may be called by shorter notice, subject to the Law and/or the rules of the Designated Stock Exchange, if it is so agreed:</p>	<p>Article 59. (1)</p> <p>An annual general meeting <del>shall</del> <b>must</b> be called by Notice of not less than twenty-one (21) clear days. <del>and not less than twenty (20) clear business days and</del> <b>All other general meetings (including any extraordinary general meeting) at which the passing of a special resolution is to be considered shall</b> <del>shall</del> <b>must</b> be called by Notice of not less than <del>twenty one (21) clear days and</del> not less than ten (10) clear business days. <del>All other extraordinary general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) business days</del> but <b>if permitted by the Listing Rules</b>, a general meeting may be called by shorter notice, subject to the <del>Law</del><b>Act</b> and/or the rules of the <del>Designated Stock Exchange</del>, if it is so agreed:</p>
<p>Article 59. (1)(b)</p> <p>in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.</p>	<p>Article 59. (1)(b)</p> <p>in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together <del>holding</del> <b>representing</b> not less than ninety-five per cent. (95%) <del>in nominal value of the total voting rights at the meeting of all the Members</del> <b>issued shares giving that right.</b></p>

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Original articles of the Articles	Amended articles of the New Articles
<p>Article 61. (1)(d)</p> <p>appointment of Auditors (where special notice of the intention for such appointment is not required by the Law) and other officers;</p>	<p>Article 61. (1)(d)</p> <p>appointment of Auditors (where special notice of the intention for such appointment is not required by the <del>Law</del><b>Act</b>) and other officers;</p>
<p>Article 61. (2)</p> <p>No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person or by proxy or (in the case of a Member being a corporation) by its duly authorised representative shall form a quorum for all purposes.</p>	<p>Article 61. (2)</p> <p>No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person <del>or by proxy or</del> (in the case of a Member being a corporation) by its duly authorised representative <b>or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy</b> shall form a quorum for all purposes.</p>

Original articles of the Articles	Amended articles of the New Articles
<p>Article 64.</p> <p>The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.</p>	<p>Article 64.</p> <p><b>Prior to the holding of a general meeting, the Board may postpone, and at a general meeting, t</b>The chairman may (<b>without the consent of the meeting</b>) or shall at the direction of the meeting, <del>with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting)</del>, adjourn the meeting from time to time (<b>or indefinitely</b>) and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned or <b>postponed</b> meeting other than the business which might lawfully have been transacted at the meeting had the adjournment <b>or postponement</b> not taken place. <b>Notice of a postponement must be given to all Members by any means as the Board may determine.</b> When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.</p>

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

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Original articles of the Articles	Amended articles of the New Articles
<p>Article 66. (2)</p> <p>...</p> <p>(b)</p> <p>by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting;</p> <p>...</p> <p>A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Member.</p>	<p>Article 66. (2)</p> <p>...</p> <p>(b)</p> <p>by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; <b>or</b></p> <p>...</p> <p>A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by <del>a</del> <b>the</b> Member.</p>
<p>Article 66A.</p> <p>(1)</p> <p>At the commencement of any general meeting and before putting a resolution to the vote on a show of hands, the chairman shall ensure that an explanation is provided at the meeting of the procedures for demanding a poll by a member or members present in person or by a duly authorized corporate representative or by proxy.</p> <p>(2)</p> <p>Where the voting of a resolution is required by way of a poll under the rules of the Designated Stock Exchange, the chairman shall ensure that an explanation is provided at the meeting of the detailed procedures for conducting a poll.</p>	<p>Article 66A. <del>(1)</del></p> <p><del>(1)</del></p> <p><del>At the commencement of any general meeting and before putting a resolution to the vote on a show of hands, the chairman shall ensure that an explanation is provided at the meeting of the procedures for demanding a poll by a member or members present in person or by a duly authorized corporate representative or by proxy.</del></p> <p><del>(2)</del></p> <p><del>Where the voting of a resolution is required by way of a poll under the rules of the Designated Stock Exchange, the chairman shall ensure that an explanation is provided at the meeting of the detailed procedures for conducting a poll.</del></p> <p><b>Intentionally deleted.</b></p>

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Original articles of the Articles	Amended articles of the New Articles
<p>Article 67.</p> <p>Where a resolution is voted by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution.</p>	<p>Article 67.</p> <p>Where a resolution is voted by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. <b>The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules.</b></p>
<p>Article 68.</p> <p>The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.</p>	<p>Article 68.</p> <p><del>The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.</del></p> <p><b>Intentionally deleted.</b></p>
<p>Article 73.</p> <p>All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the Law. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.</p>	<p>Article 73.</p> <p>All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the <del>Law</del> <b>Act</b>. In the case of an equality of votes, <del>whether on a show of hands or on a poll</del>, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.</p>

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Original articles of the Articles	Amended articles of the New Articles
<p>Article 74.</p> <p>Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register in respect of the joint holding. Several executors or administrators of a deceased Member in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof.</p>	<p>Article 74.</p> <p>Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior <b>holder</b> who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register in respect of the joint holding. Several executors or administrators of a deceased Member in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof.</p>
<p>Article 75. (1)</p> <p>A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, whether on a show of hands or on a poll, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote on a poll by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting or poll, as the case may be.</p>	<p>Article 75. (1)</p> <p>A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, <del>whether on a show of hands or on a poll,</del> by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote <del>on a poll</del> by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting <del>or poll,</del> as the case may be.</p>

Original articles of the Articles	Amended articles of the New Articles
	<p>Article 76. (2)</p> <p><b>All Members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</b></p>
<p>Article 76. (2)</p> <p>Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p>	<p>Article 76. <del>(2)</del>(3)</p> <p>Where the Company has knowledge that any Member is, under the <b>Listing Rules</b> <del>of the Designated Stock Exchange</del>, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p>
<p>Article 82.</p> <p>A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement of the meeting or adjourned meeting, or the taking of the poll, at which the instrument of proxy is used.</p>	<p>Article 82.</p> <p>A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement of the meeting or adjourned meeting, <del>or the taking of the poll,</del> at which the instrument of proxy is used.</p>



Original articles of the Articles	Amended articles of the New Articles
<p>Article 84. (2)</p> <p>If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members 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. Each person so authorised under 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)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, where a show of hands is allowed, the right to vote individually on a show of hands.</p>	<p>Article 84. (2)</p> <p>If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members 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. Each person so authorised under 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)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, <b>the right to speak and to vote, and</b> where a show of hands is allowed, the right to vote individually on a show of hands.</p>
<p>Article 86. (2)</p> <p>Subject to the Articles and the Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.</p>	<p>Article 86. (2)</p> <p>Subject to the Articles and the <del>Law</del><b>Act</b>, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.</p>

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Original articles of the Articles	Amended articles of the New Articles
<p>Article 86. (3)</p> <p>The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</p>	<p>Article 86. (3)</p> <p>The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director <b>so</b> appointed <del>by the Board to fill a casual vacancy</del> shall hold office <del>until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office</del> only until the next following <b>first</b> annual general meeting of the Company <b>after his appointment</b> and shall then be eligible for re-election.</p>
<p>Article 86. (5)</p> <p>The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).</p>	<p>Article 86. (5)</p> <p>The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director <b>(including a managing or other executive Director)</b> at any time before the expiration of his <del>period</del> <b>term</b> of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).</p>
<p>Article 86. (6)</p> <p>A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (5) above may be filled by the election or appointment by ordinary resolution the Members at the meeting at which such Director is removed.</p>	<p>Article 86. (6)</p> <p>A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (5) above may be filled by the election or appointment by ordinary resolution <b>of</b> the Members at the meeting at which such Director is removed.</p>

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Original articles of the Articles	Amended articles of the New Articles
<p>Article 93.</p> <p>An alternate Director shall only be a Director for the purposes of the Law and shall only be subject to the provisions of the Law insofar as they relate to the duties and obligations of a Director ...</p>	<p>Article 93.</p> <p>An alternate Director shall only be a Director for the purposes of the <del>Law</del> <b>Act</b> and shall only be subject to the provisions of the <del>Law</del> <b>Act</b> insofar as they relate to the duties and obligations of a Director ...</p>
<p>Article 101.</p> <p>Subject to the Law and to these Articles, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, ...</p>	<p>Article 101.</p> <p>Subject to the <del>Law</del> <b>Act</b> and to these Articles, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, ...</p>
<p>Article 103. (1)</p> <p>A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associates is materially interested, but this prohibition shall not apply to any of the following matters namely:</p>	<p>Article 103. (1)</p> <p>A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his <b>close</b> associates is materially interested, but this prohibition shall not apply to any of the following matters namely:</p>
<p>Article 103. (1)(i)</p> <p>any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associates or obligations incurred or undertaken by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;</p>	<p>Article 103. (1)(i)</p> <p><del>any contract or arrangement for the giving to such Director or his associate(s) of any security or indemnity</del> <b>either:-</b></p> <p><b>(a)</b></p> <p><b>to the Director or his close associate(s)</b> in respect of money lent <del>by him or any of his associates</del> or obligations incurred or undertaken by him or any of <del>his associates</del> <b>them</b> at the request of or for the benefit of the Company or any of its subsidiaries; <b>or</b></p>

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Original articles of the Articles	Amended articles of the New Articles
<p>Article 103. (1)(ii)</p> <p>any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;</p>	<p>Article 103. (1)(<del>ii</del>)(i)(b)</p> <p><del>any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his</del> <b>close</b> associate(s) has himself/themselves assumed responsibility in whole or in part <b>and</b> whether alone or jointly under a guarantee or indemnity or by the giving of security;</p>
<p>Article 103. (1)(iii)</p> <p>any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</p>	<p>Article 103. (1)(<del>iii</del>)(ii)</p> <p>any <del>contract or arrangement</del><b>proposal</b> concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his <b>close</b> associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</p>
	<p>Article 103. (1)(iii)</p> <p><b>any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:</b></p> <p>(a)</p> <p><b>the adoption, modification or operation of any employees’ share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or</b></p> <p>(b)</p> <p><b>the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;</b></p>

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Original articles of the Articles	Amended articles of the New Articles
<p>Article 103. (1)(iv)</p> <p>any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company;</p>	<p>Article 103. (1)(iv)</p> <p>any contract or arrangement in which the Director or his <b>close</b> associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company;</p>
<p>Article 103. (1)(v)</p> <p>Intentionally deleted.; or</p>	<p>Article 103. (1)(v)</p> <p>Intentionally deleted.; <del>or</del></p>
<p>Article 103. (1)(vi)</p> <p>any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates.</p>	<p>Article 103. (1)(vi)</p> <p><del>any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates.</del></p> <p><b>Intentionally deleted.</b></p>

Original articles of the Articles	Amended articles of the New Articles
<p>Article 103. (4)</p> <p>If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed by the Board.</p>	<p>Article 103. (4)</p> <p>If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed <del>by</del> <b>to</b> the Board.</p>
<p>Article 104. (3)(c)</p> <p>To resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the Law.</p>	<p>Article 104. (3)(c)</p> <p>To resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the <del>Law</del> <b>Act</b>.</p>

Original articles of the Articles	Amended articles of the New Articles
<p>Article 104. (4)</p> <p>Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force at the date of adoption of these Articles, and except as permitted under the Law, the Company shall not directly or indirectly:</p> <p>(i)</p> <p>make a loan to a Director or a director of any holding company of the Company or to any of their respective associates (as defined by the rules, where applicable, of the Designated Stock Exchange);</p> <p>(ii)</p> <p>enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director; or</p> <p>(iii)</p> <p>if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.</p>	<p>Article 104. (4)</p> <p><del>Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force at the date of adoption of these Articles, and except as permitted under the Law, the Company shall not directly or indirectly:</del></p> <p><b>The Company shall not make any loan, directly or indirectly, to a Director or his close associate(s) if and to the extent it would be prohibited by the Companies Ordinance (Chapter 622 of the laws of Hong Kong) as if the Company were a company incorporated in Hong Kong.</b></p> <p>(i)</p> <p><del>make a loan to a Director or a director of any holding company of the Company or to any of their respective associates (as defined by the rules, where applicable, of the Designated Stock Exchange);</del></p> <p><b>Intentionally deleted.</b></p> <p>(ii)</p> <p><del>enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director; or</del></p> <p><b>Intentionally deleted.</b></p> <p>(iii)</p> <p><del>if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.</del></p> <p><b>Intentionally deleted.</b></p>

Original articles of the Articles	Amended articles of the New Articles
<p>Article 110.</p> <p>The Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the Act, to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.</p>	<p>Article 110.</p> <p>The Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the <del>Law</del> <b>Act</b>, to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.</p>
<p>Article 113. (2)</p> <p>The Board shall cause a proper register to be kept, in accordance with the provisions of the Law, of all charges specifically affecting the property of the Company and of any series of debentures issued by the Company and shall duly comply with the requirements of the Law in regard to the registration of charges and debentures therein specified and otherwise.</p>	<p>Article 113. (2)</p> <p>The Board shall cause a proper register to be kept, in accordance with the provisions of the <del>Law</del> <b>Act</b>, of all charges specifically affecting the property of the Company and of any series of debentures issued by the Company and shall duly comply with the requirements of the <del>Law</del> <b>Act</b> in regard to the registration of charges and debentures therein specified and otherwise.</p>
<p>Article 115.</p> <p>A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board of which notice may be given in writing or by telephone or in such other manner as the Board may from time to time determine whenever he shall be required so to do by the president or chairman, as the case may be, or any Director.</p>	<p>Article 115.</p> <p>A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board <del>of which notice may be given in writing or by telephone or in such other manner as the Board may from time to time determine whenever he shall be required so to do by the president or chairman, as the case may be, or any Director.</del> <b>whenever he shall be required so to do by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via electronic mail or by telephone or in such other manner as the Board may from time to time determine.</b></p>



Original articles of the Articles	Amended articles of the New Articles
<p>Article 116. (2)</p> <p>Directors may participate in any meeting of the Board by means of a conference telephone or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.</p>	<p>Article 116. (2)</p> <p>Directors may participate in any meeting of the Board by means of a conference telephone, <b>electronic</b> or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.</p>
<p>Article 128. (2)</p> <p>The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Law or these Articles or as may be prescribed by the Board.</p>	<p>Article 128. (2)</p> <p>The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the <del>Law Act</del> or these Articles or as may be prescribed by the Board.</p>
<p>Article 130.</p> <p>A provision of the Law or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.</p>	<p>Article 130.</p> <p>A provision of the <del>Law Act</del> or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.</p>
<p>Article 131. (1)</p> <p>The Company shall cause to be kept in one or more books at its Office a Register of Directors and Officers in which there shall be entered the full names and addresses of the Directors and Officers and such other particulars as required by the Law or as the Directors may determine. The Company shall send to the Registrar of Companies in the Cayman Islands a copy of such register, and shall from time to time notify to the said Registrar of any change that takes place in relation to such Directors and Officers as required by the Law.</p>	<p>Article 131. (1)</p> <p>The Company shall cause to be kept in one or more books at its Office a Register of Directors and Officers in which there shall be entered the full names and addresses of the Directors and Officers and such other particulars as required by the <del>Law Act</del> or as the Directors may determine. The Company shall send to the Registrar of Companies in the Cayman Islands a copy of such register, and shall from time to time notify to the said Registrar of any change that takes place in relation to such Directors and Officers as required by the <del>Law Act</del>.</p>

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Original articles of the Articles	Amended articles of the New Articles
<p>Article 133. (1)</p> <p>The Company shall have one or more Seals, as the Board may determine. For the purpose of sealing documents creating or evidencing securities issued by the Company, the Company may have a securities seal which is a facsimile of the Seal of the Company with the addition of the word “Securities” on its face or in such other form as the Board may approve. The Securities Seal shall be imprinted on securities issued by the Company. The Board shall provide for the custody of each Seal and no Seal shall be used without the authority of the Board or of a committee of the Board authorised by the Board in that behalf. Subject as otherwise provided in these Articles, any instrument to which a Seal is affixed shall be signed autographically by one Director and the Secretary or by two Directors or by such other person (including a Director) or persons as the Board may appoint, either generally or in any particular case, save that as regards any certificates for shares or debentures or other securities of the Company the Board may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature. Every instrument executed in manner provided by this Article shall be deemed to be sealed and executed with the authority of the Board previously given.</p>	<p>Article 133. (1)</p> <p>The Company shall have one or more Seals, as the Board may determine. For the purpose of sealing documents creating or evidencing securities issued by the Company, the Company may have a securities seal which is a facsimile of the Seal of the Company with the addition of the word “Securities” on its face or in such other form as the Board may approve. <del>The Securities Seal shall be imprinted on securities issued by the Company.</del> The Board shall provide for the custody of each Seal and no Seal shall be used without the authority of the Board or of a committee of the Board authorised by the Board in that behalf. Subject as otherwise provided in these Articles, any instrument to which a Seal is affixed shall be signed autographically by one Director and the Secretary or by two Directors or by such other person (including a Director) or persons as the Board may appoint, either generally or in any particular case, save that as regards any certificates for shares or debentures or other securities of the Company the Board may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature. Every instrument executed in manner provided by this Article shall be deemed to be sealed and executed with the authority of the Board previously given.</p>
<p>Article 136.</p> <p>Subject to the Law, ...</p>	<p>Article 136.</p> <p>Subject to the <del>Law Act</del>, ...</p>
<p>Article 137.</p> <p>... in accordance with the Law.</p>	<p>Article 137.</p> <p>... in accordance with the <del>Law Act</del>.</p>

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<b>Original articles of the Articles</b>	<b>Amended articles of the New Articles</b>
<p>Article 146. (1)</p> <p>The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided by the provisions of these Articles, the Board may apply the share premium account in any manner permitted by the Law. The Company shall at all times comply with the provisions of the Law in relation to the share premium account.</p>	<p>Article 146. (1)</p> <p>The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided by the provisions of these Articles, the Board may apply the share premium account in any manner permitted by the <del>Law</del> <b>Act</b>. The Company shall at all times comply with the provisions of the <del>Law</del> <b>Act</b> in relation to the share premium account.</p>

<b>Original articles of the Articles</b>	<b>Amended articles of the New Articles</b>
<p>Article 147.</p> <p>The Company may, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and capital redemption reserve and the profit and loss account) whether or not the same is available for distribution and accordingly that such amount be set free for distribution among the Members or any class of Members who would be entitled thereto if it were distributed by way of dividend and in the same proportions, on the footing that the same is not paid in cash but is applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such Members respectively or in paying up in full unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such Members, or partly in one way and partly in the other, and the Board shall give effect to such resolution provided that, for the purposes of this Article, a share premium account and any capital redemption reserve or fund representing unrealised profits, may be applied only in paying up in full unissued shares of the Company to be allotted to such Members credited as fully paid.</p>	<p>Article 147 (1)</p> <p>The Company may, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and capital redemption reserve and the profit and loss account) whether or not the same is available for distribution and accordingly that such amount be set free for distribution among the Members or any class of Members who would be entitled thereto if it were distributed by way of dividend and in the same proportions, on the footing that the same is not paid in cash but is applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such Members respectively or in paying up in full unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such Members, or partly in one way and partly in the other, and the Board shall give effect to such resolution provided that, for the purposes of this Article, a share premium account and any capital redemption reserve or fund representing unrealised profits, may be applied only in paying up in full unissued shares of the Company to be allotted to such Members credited as fully paid.</p>

Original articles of the Articles	Amended articles of the New Articles
	<p>Article 147. (2)</p> <p><b>Notwithstanding any provisions in these Articles, the Board may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and the profit and loss account) whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees (including directors) of the Company and/or its affiliates (meaning any individual, corporation, partnership, association, joint-stock company, trust, unincorporated association or other entity (other than the Company) that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company) upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Members at a general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Members at a general meeting.</b></p>
<p>Article 149.</p> <p>The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the Law:</p>	<p>Article 149.</p> <p>The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the <del>Law</del> <b>Act</b>:</p>

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<b>Original articles of the Articles</b>	<b>Amended articles of the New Articles</b>
<p>Article 150.</p> <p>The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the Law or necessary to give a true and fair view of the Company’s affairs and to explain its transactions.</p>	<p>Article 150.</p> <p>The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the <del>Law</del> <b>Act</b> or necessary to give a true and fair view of the Company’s affairs and to explain its transactions.</p>
<p>Article 153.</p> <p>Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, ...</p>	<p>Article 153.</p> <p>Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the <del>rules of the Designated Stock Exchange</del> <b>Listing Rules</b>, ...</p>

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<p>Article 154.</p> <p>The requirement to send to a person referred to in Article 152 the documents referred to in that article or a summary financial report in accordance with Article 153 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Article 152 and, if applicable, a summary financial report complying with Article 153, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.</p>	<p>Article 154.</p> <p>The requirement to send to a person referred to in Article 152 the documents referred to in that article or a summary financial report in accordance with Article 153 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the <del>rules of the Designated Stock Exchange</del><b>Listing Rules</b>, the Company publishes copies of the documents referred to in Article 152 and, if applicable, a summary financial report complying with Article 153, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.</p>
<p>Article 155. (1)</p> <p>At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.</p>	<p>Article 155. (1)</p> <p>At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall <b>by ordinary resolution</b> appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.</p>

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<p>Article 155. (2)</p> <p>A person, other than a retiring Auditor, shall not be capable of being appointed Auditor at an annual general meeting unless notice in writing of an intention to nominate that person to the office of Auditor has been given not less than fourteen (14) days before the annual general meeting and furthermore, the Company shall send a copy of any such notice to the retiring Auditor.</p>	<p>Article 155. (2)</p> <p><del>A person, other than a retiring Auditor, shall not be capable of being appointed Auditor at an annual general meeting unless notice in writing of an intention to nominate that person to the office of Auditor has been given not less than fourteen (14) days before the annual general meeting and furthermore, the Company shall send a copy of any such notice to the retiring Auditor.</del></p> <p><b>Intentionally deleted.</b></p>
<p>Article 155. (3)</p> <p>The Members may, at any general meeting convened and held in accordance with these Articles, by special resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.</p>	<p>Article 155. (3)</p> <p>The Members may, at any general meeting convened and held in accordance with these Articles, by <del>special</del> <b>ordinary</b> resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.</p>
<p>Article 156.</p> <p>Subject to the Law the accounts of the Company shall be audited at least once in every year.</p>	<p>Article 156.</p> <p>Subject to the <del>Law</del> <b>Act</b> the accounts of the Company shall be audited at least once in every year.</p>
<p>Article 157.</p> <p>The remuneration of the Auditor shall be fixed by the Company in general meeting or in such manner as the Members may determine.</p>	<p>Article 157.</p> <p>The remuneration of the Auditor shall be fixed by <del>the Company</del> <b>an ordinary resolution passed at a</b> <del>in</del> general meeting or in such manner as the Members may <b>by ordinary resolution</b> determine.</p>



**APPENDIX III FULL TEXT TO THE PROPOSED AMENDMENTS TO THE ARTICLES**

Original articles of the Articles	Amended articles of the New Articles
<p>Article 158.</p> <p>The Directors may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act. The remuneration of the Auditors shall be fixed by or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Directors and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors.</p>	<p>Article 158.</p> <p>The Directors may fill any casual vacancy in the office of Auditors; but while any such vacancy continues the surviving or continuing Auditor or Auditors, (if any), may act. The remuneration of <b>any Auditor appointed by the Directors under this Article may</b> <del>the auditors shall</del> be fixed by <b>the Board. Subject to Article 155(3), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 155(1) at such remuneration to be determined by the Members under Article 157.</b> <del>or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Directors and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors.</del></p>
<p>Article 161.</p> <p>Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), ... The notice of availability may be given to the Member by any of the means set out above. ...</p>	<p>Article 161.</p> <p>Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the <b>Listing Rules</b> <del>Rules of the Designated Stock Exchange</del>), ... The notice of availability may be given to the Member by any of the means set out above <b>other than by posting it on a website.</b> ...</p>
<p>Article 162. (a)</p> <p>...</p> <p>or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;</p>	<p>Article 162. (a)</p> <p>...</p> <p>or wrapper containing the <del>n</del>Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;</p>

**APPENDIX III FULL TEXT TO THE PROPOSED AMENDMENTS TO THE ARTICLES**

Original articles of the Articles	Amended articles of the New Articles
<p>Article 162. (b)</p> <p>...</p> <p>A notice placed on the Company’s website</p> <p>...</p>	<p>Article 162. (b)</p> <p>...</p> <p>A <del>n</del>Notice placed on the Company’s website</p> <p>...</p>
<p>Article 163. (1)</p> <p>...</p> <p>at the time of the service or delivery of the notice or document</p> <p>...</p>	<p>Article 163. (1)</p> <p>...</p> <p>at the time of the service or delivery of the <del>n</del>Notice or document</p> <p>...</p>
<p>Article 163. (2)</p> <p>A notice may be given by the Company ...</p>	<p>Article 163. (2)</p> <p>A <del>n</del>Notice may be given by the Company ...</p>
<p>Article 163. (3)</p> <p>Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share ...</p>	<p>Article 163. (3)</p> <p>Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every <del>n</del>Notice in respect of such share ...</p>

Original articles of the Articles	Amended articles of the New Articles
<p>Article 164.</p> <p>For the purposes of these Articles, a cable or telex or facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received.</p>	<p>Article 164.</p> <p>For the purposes of these Articles, a <del>cable or telex or</del> facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. <b>The signature to any notice or document to be given by the Company may be written, printed or in electronic form.</b></p>
<p>Article 165. (1)</p> <p>The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.</p>	<p>Article 165. (1)</p> <p><b>Subject to Article 165(2),</b> the Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.</p>
<p>Article 165. (2)</p> <p>A resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.</p>	<p>Article 165. (2)</p> <p><b>Unless otherwise provided by the Act, A</b> resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.</p>
<p>Article 166. (2)</p> <p>... and any other sanction required by the Law, ...</p>	<p>Article 166. (2)</p> <p>... and any other sanction required by the <del>Law</del> <b>Act, ...</b></p>

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**APPENDIX III            FULL TEXT TO THE PROPOSED AMENDMENTS TO THE ARTICLES**

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<b>Original articles of the Articles</b>	<b>Amended articles of the New Articles</b>
	<p style="text-align: center;"><b>FINANCIAL YEAR</b></p> <p><b>Article 167A.</b></p> <p><b>Unless otherwise determined by the Directors, the financial year of the Company shall end on the 31st day of March in each year.</b></p>

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## NOTICE OF AGM

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*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 223)

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of the shareholders of Elife Holdings Limited (the “Company”) will be held at Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong, on Thursday, 29 September 2022 at 11:00 a.m. for the following purposes:

### ORDINARY RESOLUTIONS

1. To consider and approve the audited consolidated financial statements and the reports of the Directors and the auditor for the financial year ended 31 March 2022.
2. To re-elect the retiring Directors, each as separate resolution, and authorise the Board to fix the respective remuneration of the Directors:
  - (a) to re-elect Mr. Lam Williamson as an independent non-executive Director;
  - (b) to re-elect Mr. Wong Hoi Kuen as an independent non-executive Director;
  - (c) to re-elect Mr. Cheng Wing Keung, Raymond as an independent non-executive Director; and
  - (d) to authorise the Board to fix the Directors’ remuneration.
3. To re-appoint HLB Hodgson Impey Cheng Limited as the Company’s auditor and authorise the Board to fix their remuneration for the year ending 31 March 2023.
4. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:
  - (a) **“THAT:**
    - (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Listing Rules, be and is hereby generally and unconditionally approved;

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## NOTICE OF AGM

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- (ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
  
- (iii) the total number of shares of the Company to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined), or (b) the exercise of options under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees and Directors and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company, or (c) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company; or (d) an issue of shares of the Company as scrip dividend or similar arrangement in accordance with the memorandum and articles of association of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
  
- (iv) for the purpose of this resolution: “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
  - (a) the conclusion of the next annual general meeting of the Company;
  
  - (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
  
  - (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.

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

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## NOTICE OF AGM

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(b) **“THAT:**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase or otherwise acquire shares in the capital of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Hong Kong Securities and Futures Commission (the “SFC”) for this purpose, subject to and in accordance with all applicable rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time and are applicable laws in this regard be and is hereby generally and unconditionally approved;
- (ii) the total number of shares of the Company which are authorised to be purchased pursuant to the approval granted in paragraph (i) above shall not exceed 10% of the total number of shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (iii) for the purpose of this resolution: **“Relevant Period”** means the period from the date of passing of this resolution until whichever is the earliest of:
  - (a) the conclusion of the next annual general meeting of the Company;
  - (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
  - (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.”

(c) **“THAT**

conditional upon the passing of the resolutions set out in paragraphs 4(a) and 4(b) of the notice convening the AGM, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to the resolution set out in paragraph 4(a) of the notice convening the AGM be and is hereby extended by the addition thereto the total number of issued shares of the Company purchased or otherwise acquired by the Company pursuant to the authority granted to the Directors under the resolution set out in paragraph 4(b) above, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution.”

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## NOTICE OF AGM

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### SPECIAL RESOLUTION

5. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the proposed amendments to the existing articles of association of the Company (the “**Proposed Amendments**”) as set out in the circular of the Company dated 29 August 2022 be approved, and the amended and restated articles of association of the Company (the “**New Articles**”) in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the annual general meeting for the purpose of identification, which incorporates and consolidates all the Proposed Amendments, be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect and that any one of the Directors or the company secretary of the Company be and is hereby authorised to do all things necessary to implement the Proposed Amendments and the adoption of the New Articles.”

By Order of the Board  
**Elife Holdings Limited**  
**Chow Chi Fai**  
*Company Secretary*

Hong Kong, 29 August 2022

*Notes:*

- (a) Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy needs not be a shareholder of the Company. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited with the Company’s share registrar in Hong Kong, Tricor Tengis Limited at Level 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time fixed for holding the AGM or any adjourned meeting thereof.
- (b) In relation to the proposed resolution numbered 2 above, Mr. Lam Williamson, Mr. Wong Hoi Kuen and Mr. Cheng Wing Keung, Raymond will retire from their offices as Directors at the AGM and, being eligible, they will offer themselves for re-election. Particulars of the retiring Directors to be offered for re-election are set out in Appendix II to the Circular.
- (c) In relation to the proposed resolutions numbered 4(a) to 4(c) above, the Directors wish to state that they have no immediate plans to issue any new shares or repurchase any existing shares of the Company.
- (d) In relation to the proposed resolution numbered 4(b) above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules are set out in Appendix I to this Circular.
- (e) As at the date of this notice, the Board comprised seven Directors, of which Mr. Zhang Xiaobin, Mr. Gao Feng and Mr. Chiu Sui Keung are executive Directors and Mr. Cheng Wing Keung, Raymond, Mr. Lam Williamson, Mr. Wong Hoi Kuen and Dr. Lam Lee G. are independent non-executive Directors.
- (f) The register of members of the Company will be closed from Friday, 23 September 2022 to Thursday, 29 September 2022 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending the Meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s share registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 22 September 2022.



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## NOTICE OF AGM

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In view of the ongoing 2019 novel coronavirus (“**COVID-19**”) situation, the Company reserves the right to take the following precautionary measures as may be appropriate at the AGM:

- All attendees will be required to undergo a temperature check and sign a health declaration form (which may also be used for the purposes of contact tracing if required) before entering the AGM venue
- Compulsory wearing of surgical face masks by attendees inside the AGM venue at all times, and to maintain a safe distance between seats
- Any person who has a fever will not be permitted to attend the AGM
- Any person who is subject to the Hong Kong Government’s prescribed quarantine requirement, or has any flu-like symptoms, or has travelled outside of Hong Kong within 21 days immediately before the AGM (“**recent travel history**”) unless exempted by the authorities of the Hong Kong Government (as per guidelines issued by the Hong Kong Government at [www.chp.gov.hk/en/features/102742.html](http://www.chp.gov.hk/en/features/102742.html)), or has close contact with any person under quarantine or with recent travel history, will be denied entry into the AGM venue or be required to promptly leave the AGM venue
- All Shareholders, proxies and other attendees entering the AGM venue must scan the “LeaveHomeSafe” venue QR code using the “LeaveHomeSafe” mobile application and complying with the vaccination requirements of the Vaccine Pass announced by the Hong Kong Government (by presenting valid vaccination/medical exemption/recovery record, as applicable) upon entering the AGM venue. For Vaccine Pass vaccination requirements and implementation arrangements, please refer to the “COVID-19 Thematic Website” (<https://www.coronavirus.gov.hk>)
- No refreshments will be served at the AGM and there will be no corporate gifts

The Shareholders who are feeling unwell or have been placed on leave of absence on the date of the AGM are advised not to attend the AGM.

Although webcast, teleconferencing or videoconferencing of the AGM will not be made available, the Shareholders who prefer not to attend or are restricted from attending the AGM, may still vote by proxy and are advised to take note of the last date and time for the lodgement of the proxy form.

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate in order to minimise any risk to the Shareholders and others attending the AGM and to comply with any requirements or recommendations of any government agencies from time to time.

The Company seeks the understanding and cooperation of all Shareholders to minimise the risk of community spread of COVID-19.

The AGM will commence sharply at 11:00 a.m., and the Shareholders are encouraged to arrive at the AGM venue at least half an hour prior to the meeting commencement time to avoid delays from precautionary measures mentioned above in the registration process.