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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

**If you have sold** all your securities in Mei Ah Entertainment Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank manager, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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**美亞娛樂資訊集團有限公司**  
**MEI AH ENTERTAINMENT GROUP LTD.**

*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 0391)**

**PROPOSALS FOR**  
**(1) GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES**  
**(2) RE-ELECTION OF DIRECTORS**  
**(3) PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS AND**  
**ADOPTION OF THE NEW BYE-LAWS**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Mei Ah Entertainment Group Limited to be held at Conference Room, 5/F., Mei Ah Centre, 28 Chun Choi Street, Tseung Kwan O Industrial Estate, Kowloon, Hong Kong on 23rd September 2022 at 4:00 p.m. is set out on pages 32 to 35 of this circular. Whether or not you intend to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

**PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

Please see page 1 of this document for measures being taken to try to prevent and control the spread of the Coronavirus Disease 2019 (COVID-19) at the AGM, including:

- compulsory temperature checks
- wearing of surgical face masks
- no distribution of corporate gifts and refreshments

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. All attendees are required to wear surgical face masks at the AGM and the Company reminds 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 Coronavirus Disease 2019 (COVID-19) pandemic and recent requirements for prevention and control of its spread, the Company will implement necessary preventive measures at the AGM to protect attending Shareholders and other attendees from the risk of infection, including the followings:

- (i) Compulsory body temperature checks will be conducted on every Shareholder and other attendees at the entrance of the AGM venue. Any person with a body temperature of over 37.0 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) All attendees are required to wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats.
- (iii) No refreshments will be served, and there will be no corporate gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the AGM is not compulsory for the purpose of exercising voting rights.

As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The proxy form is attached to the AGM Circular for Shareholders. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 4:00 p.m. on 23rd September 2022, the notice of which is set out on pages 32 to 35 of this circular
“Board”	the board of Directors of the Company
“Business day”	any day on which the Stock Exchange is open for the business of dealing in securities
“Bye-laws”	the bye-laws of the Company
“Company”	Mei Ah Entertainment Group Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“General Mandates”	the Repurchase Mandate and the general mandate to issue shares to be sought at the AGM
“Group”	the Company and its subsidiaries
“HK\$” and “cent(s)”	Hong Kong dollars and cent(s) respectively
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Kuo Hsing”	Kuo Hsing Holdings Limited, a substantial shareholder of the Company, Kuo Hsing is incorporated in the British Virgin Islands with limited liability and beneficially controlled by Mr. Li Kuo Hsing, a director and the Chairman of the Company
“Latest Practicable Date”	23rd August 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Bye-Laws”	the amended Bye-Laws of the Company incorporating and consolidating all the Proposed Amendments, proposed to be adopted at the AGM

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## DEFINITIONS

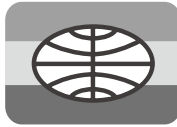
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“Proposed Amendments”	the proposed amendments to the existing Bye-Laws as set out in Appendix III to this circular
“Repurchase Mandate”	the proposed new general mandate, to be sought at the AGM, to authorise the Directors to repurchase Shares in the manner as set out in the notice of the AGM
“SFO”	The Securities and Futures Ordinance
“Share(s)”	share(s) of HK\$0.02 each in the capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	Hong Kong Code on Takeovers and Merger
“%”	per cent

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## LETTER FROM THE BOARD

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**美亞娛樂資訊集團有限公司**

**MEI AH ENTERTAINMENT GROUP LTD.**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 0391)**

*Executive Directors:*

Mr. Li Kuo Hsing (*Chairman*)  
Mr. Li Tang Yuk (*Managing Director*)  
Dr. Dong Ming

*Independent Non-Executive Directors:*

Dr. Lam Lee G.  
Mr. Guo Yan Jun  
Mr. Leung Tak Sing, Dominic  
Mr. Ma Fung Kwok

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business:*

5/F., Mei Ah Centre  
28 Chun Choi Street  
Tseung Kwan O Industrial Estate  
Kowloon  
Hong Kong

30th August 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR**  
**(1) GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES**  
**(2) RE-ELECTION OF DIRECTORS**  
**(3) PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS AND**  
**ADOPTION OF THE NEW BYE-LAWS**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

The purpose of this circular is to give you information on matters to be dealt with at the AGM. They are: (i) grant of the General Mandates to issue and repurchase Shares; (ii) re-election of Directors; (iii) amendments to the existing Bye-laws and adoption of the New Bye-laws; and (iv) the notice of the AGM.

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## LETTER FROM THE BOARD

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### **GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES**

The Directors have taken the opportunity afforded by the necessity to propose a resolution to grant a general mandate to the Directors to exercise the powers of the Company to allot and issue Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of the passing of the resolution (1,184,747,705 Shares based on 20% of number of Shares in issue as at the Latest Practicable Date). An ordinary resolution will also be proposed at the AGM to grant to the Directors a general mandate to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of the passing of such resolution. The general mandate granted to the Directors to allot and issue Shares is also proposed to be extended by the total nominal amount of the Shares repurchased by the Company under the Repurchase Mandate.

The Directors believe that it is in the interests of the Company and its Shareholders as a whole if the General Mandates were granted at the Annual General Meeting. The need for an issue of Shares under the general mandate to issue Shares could provide flexibility for issuing new Shares.

In accordance with the Listing Rules, the Company is required to send to its Shareholders an explanatory statement containing all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolutions to approve the granting of a mandate to the Directors to exercise the powers of the Company to repurchase its own Shares. Such explanatory statement is set out in the Appendix I to this circular.

### **RE-ELECTION OF DIRECTORS**

In accordance with the requirements under the Bye-laws and the Listing Rules, Mr. Li Tang Yuk, Mr. Guo Yan Jun and Mr. Ma Fung Kwok will retire at the AGM and, being eligible, will offer themselves for re-election. Details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

The re-election of Directors who are proposed to be re-elected at the AGM under resolution 2(a) will be individually voted by the Shareholders.

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## LETTER FROM THE BOARD

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The Nomination Committee is primarily responsible for identifying and nominating, for approval by the Board, suitably qualified candidates to become members of the Board as additional directors or to fill casual vacancies. The Nomination Committee identifies candidates for directorship from various channels, including but not limited to internal promotion and referral by management. The Nomination Committee may also receive nomination of candidate(s) for election as Director(s) from Shareholder(s). After the candidate(s) is identified, the Nomination Committee will consider the biographical information of the candidate(s) and evaluate the candidate(s) based on certain criteria as set out in the nomination policy of the Company to determine whether such candidate is qualified for directorship and make recommendation to the Board accordingly.

For re-election of any existing member of the Board, the Nomination Committee shall also evaluate the candidate(s) based on certain criteria as set out in the nomination policy of the Company and make recommendations to the Board for its consideration and recommendation for the candidate(s) to stand for re-election at general meeting.

The following criteria are taken into consideration in evaluating and selecting candidate(s) for directorship(s):

- character and integrity.
- qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy.
- requirement for the Board to have independent non-executive directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules.
- the board diversity policy of the Company.
- such other perspectives appropriate to the Company's business.

In reviewing the structure, size and composition of the Board and in proposing individuals for re-election as Directors at the Annual General Meeting, the Nomination Committee considered the Board diversity from a number of factors, including but not limited to gender, age, cultural and educational background, professional and industry experience, skills, knowledge and time commitments. All Board appointments will be based on merit, and candidates will be considered against criteria including character and integrity, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.



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## LETTER FROM THE BOARD

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With reference to resolution 2(a) (ii) for the re-election of Mr. Guo Yan Jun as an independent non-executive director of the Company, Mr. Guo has served on the Board as an independent non-executive director for more than nine years. Throughout the period, he has made valuable contribution to the Company by providing his balanced and objective views to the Board. He has not held any executive or management position in the Group and accordingly there is no evidence that the independence of Mr. Guo, especially in terms of exercising independent judgment, has been or will be in any way affected by his length of service to the Company. In addition, Mr. Guo has provided an annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Board therefore comes to the view that Mr. Guo remains independent and should be re-elected.

### **PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS AND ADOPTION OF THE NEW BYE-LAWS**

On 1st January 2022, the Listing Rules were amended by, among others, adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the Listing Rules. The Board proposes to make certain amendments to the existing Bye-Laws to conform to the said core standards for shareholder protections and to incorporate certain housekeeping changes. The Board also proposes to adopt the New Bye-Laws in substitution for, and to the exclusion of, the existing Bye-Laws.

Details of the proposed amendments to the existing Bye-Laws are set out in Appendix III to this circular. A special resolution will be proposed at the AGM to approve the Proposed Amendments.

The Company's legal advisers have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the Bermuda laws. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

### **VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll, except where the chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly all resolutions to be proposed at the AGM shall be voted by poll.

### **NOTICE OF ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the AGM is set out on pages 32 to 35 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person if you so wish.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This document, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document 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 document misleading.

### RECOMMENDATION

The Directors are of the opinion that the proposals for the General Mandates to issue and to repurchase the Shares, the re-election of the Directors, the Proposed Amendments and the adoption of the New Bye-Laws are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend that all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of  
**Mei Ah Entertainment Group Limited**  
**Li Kuo Hsing**  
*Chairman*

**GENERAL MANDATES**

This is an explanatory statement given to the Shareholders relating to a resolution authorising the Company to repurchase its own Shares proposed to be passed by the Shareholders by means of an ordinary resolution at the AGM.

This explanatory statement contains a summary of the information required pursuant to Rule 10.06(1) (b) of the Listing Rules which is set out as follows:

- as at the Latest Practicable Date, there were a total of 5,923,738,525 Shares in issue;
- assuming that no further Shares is issued or repurchased between the Latest Practicable Date and the date of AGM, there will be 5,923,738,525 Shares and exercise in full of the Repurchase Mandate would result in up to a maximum of 592,373,852 Shares (representing 10% of the issued share capital of the Company at the date of passing the resolution) being repurchased by the Company during the relevant period referred to in ordinary resolution numbered 4 of the notice of the AGM;
- the Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from Shareholders to enable the Directors to purchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders;
- in repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Bye-laws and the laws of Bermuda. Under Bermuda law, repurchases may only be effected out of the capital paid up on the purchased Shares or out of funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of securities made for the purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account;

- the Directors consider the repurchase of Shares in full at any time during the proposed repurchase period may have a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the Company's annual report for the year ended 31st March 2022, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company;
- none of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries;
- 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 and the applicable laws of Bermuda;
- the Company had not purchased any Shares, whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date; and
- No connected persons, being the directors, chief executives or substantial shareholders of the Company or any of its subsidiaries or the associates of any of them, has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## **GENERAL**

If as a result of a share repurchase by the Company, a proportionate interest in the voting rights of the Company held by a Shareholder increases, such increase will be treated as an acquisition for the purpose of the Takeover Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code. If the Company were to repurchase Shares up to the permitted maximum of 10% of the issued share capital of the Company, such parties may together with any other parties acting in concert with them become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

As at the Latest Practicable Date, Kuo Hsing Holdings Limited, Mr. Li Kuo Hsing and Ms. Li Pik Lin, spouse of Mr. Li Kuo Hsing, which are acting in concert, beneficially held 3,299,068,800 Shares in aggregate, representing approximately 55.69% of the issued share capital of the Company within the meaning of Part XV of the SFO. On the basis that no further Shares are issued or repurchased and in the event that the Repurchase Mandate is exercised in full, the shareholding of Kuo Hsing Holdings Limited, Mr. Li Kuo Hsing and Ms. Li Pik Lin in aggregate would be increased to approximately 61.88% of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeover Code.

## SHARE PRICES

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

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2021</b>		
September	0.093	0.103
October	0.090	0.099
November	0.090	0.100
December	0.090	0.103
<b>2022</b>		
January	0.095	0.101
February	0.095	0.099
March	0.090	0.100
April	0.088	0.098
May	0.086	0.099
June	0.088	0.100
July	0.090	0.111
August (up to the Latest Practicable Date)	0.119	0.092

The following are details of Mr. Li Tang Yuk, Mr. Guo Yan Jun and Mr. Ma Fung Kwok who will retire at the AGM and being eligible, offer themselves for re-election.

**Mr. Li Tang Yuk**, aged 37, joined the Group in 2008 and appointed as an executive director of the Company in May 2014. He has been appointed as the Chief Executive Officer of the Company with effective from 31st March 2020. He holds a Bachelor of Business Administration (Honours) from Chu Hai College of Higher Education. He is the eldest son of Mr. Li Kuo Hsing, the Chairman of the Company.

During the year ended 31st March 2022, the emolument received by Mr. Li Tang Yuk amounted to HK\$978,000.

**Mr. Guo Yan Jun**, aged 68, was appointed as an independent non-executive director of the Company in February 2013 has extensive entrepreneurship experiences and experience of corporate operation and management. Mr. Guo graduated from China People's University with a Diploma in Law in 1984. During the past three years, Mr. Guo is also an independent non-executive director of MIE Holdings Corporation (company listed on the Stock Exchange). He is also the Chairman of CNHK Media Limited.

During the year ended 31st March 2022, Mr. Guo received director's fees of HK\$80,000.

**Mr. Ma Fung Kwok**, aged 67, was appointed as an independent non-executive director of the Company with effect from 1st October 2021. Mr. Ma is a member of the Legislative Council of Hong Kong. Mr. Ma has extensive experience in the film industry and culture, and has been keen to participate in Hong Kong's cultural and artistic affairs. He is a former chairman of the Hong Kong Film Development Council and the Hong Kong Arts Development Council. In 2020 and 2004, Mr. Ma was awarded the Gold Bauhinia Star and the Silver Bauhinia Star by the Hong Kong SAR Government respectively in recognition of his outstanding performance in public and social services. Mr. Ma is currently a Hong Kong deputy to the National People's Congress of the People's Republic of China.

Mr. Ma was also an independent non-executive director of Zhaobangji Properties Holdings Limited (company listed on the Stock Exchange) from 1st August 2019 to 29th September 2021.

During the year ended 31st March 2022, Mr. Ma received director's fees of HK\$40,000.

Other than disclosed above, the Directors proposed for re-election do not have any relationship with other directors, senior management or substantial or controlling shareholders of the Company, have not hold any major positions and directorships in other listed public companies in the past three years and do not have any interest in Shares within the meaning of Part XV of the SFO. There is no service contract entered into between the Company and the Directors proposed for re-election and no other forms of bonus entitlements were received by the Directors proposed for re-election. The fees and emoluments of the Directors proposed for re-election were determined by the Board with reference to their time and effort. The Directors proposed for re-election are subject to retirement by rotation in accordance with the Bye-laws of the Company and the requirements under the Listing Rules.

Other than those disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(a) to (x) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of the re-election of the Directors proposed for re-election.

The existing Bye-Laws are to be amended as follows:

Bye-Law	Proposed amendments (showing changes to the existing Bye-Laws)
1	<p>In these regulations unless there is something in the subject or context inconsistent therewith:–</p> <p>“the Act” means the Companies Act 1981 of Bermuda as modified from time to time;</p> <p>“associate” means the meaning attributed to it in the rules of the Designated Stock Exchange;</p> <p>“Bermuda” means the Islands of Bermuda;</p> <p>“the Bye-Laws” or “these presents” means the Bye-Laws of the Company for the time being in force;</p> <p>“the Board” means the Board of Directors of the Company;</p> <p>“capital” means the share capital from time to time of the Company;</p> <p>“clearing house” means a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong or a clearing house or authorized shares depository recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction;</p> <p><u>“Companies Ordinance” means the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;</u></p> <p>“the Company” or “this Company” means Mei Ah Entertainment Group Limited (name changed from Mei Ah International Limited pursuant to a special resolution dated 10 August 1998) incorporated in Bermuda on 30 April 1993;</p> <p>“Designated Stock Exchange” means a stock exchange which is an appointed stock exchange for the purposes of the Act in respect of which the shares of the Company are listed or quoted and where such appointed stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company;</p> <p>“the Directors” means the Board of Directors of the Company or the Directors present at a meeting of Directors at which a quorum is present, and references in the Bye-Laws to Directors shall be to both executive and non-executive Directors unless otherwise indicated;</p> <p>“dollars” or “HK\$” means Hong Kong Dollars;</p>



<p><u>“electronic communication” means a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other electron magnetic means in any form through any medium;</u></p> <p><u>“electronic means” includes sending or otherwise making available to the intended recipients of the communication an electronic communication;</u></p> <p><u>“electronic meeting” means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members, proxies and/or Directors by means of electronic facilities;</u></p> <p><u>“hybrid meeting” means a general meeting convened for the (i) physical attendance and participation by members, proxies, and/or Directors at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by members, proxies and/or Directors by means of electronic facilities;</u></p> <p>“Memorandum of Association” means the Memorandum of Association of the Company for the time being in force;</p> <p><u>“Meeting Location” has the meaning given to it in Bye-Law 68A;</u></p> <p>“month” means calendar month;</p> <p>“office” means the registered office for the time being of the Company;</p> <p>“ordinary resolution” means a resolution passed by a simple majority of the votes cast by such members as being entitled so to do, vote in person or, where proxies are allowed, by proxy, at a general meeting of the Company at which a quorum is present and of which <del>not less than 14 days’</del> notice has been duly given <u>in accordance with Bye-Law 58;</u></p> <p>“paid up” or “paid” includes credited as paid up or paid;</p> <p><u>“physical meeting” means a general meeting held and conducted by physical attendance and participation by members, proxies and/or Directors at the Principal Meeting Place and/or where applicable, one or more Meeting Locations;</u></p> <p><u>“Principal Meeting Place” shall have the meaning given to it in Bye-Law 58;</u></p> <p>“published in the newspaper” means published as a paid advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper, being in each case a newspaper published daily and circulating generally in Hong Kong in accordance with the rules of the Designated Stock Exchange;</p>
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	<p>“the register” means the principal register of members and, where applicable, any branch register of members of the Company to be kept pursuant to the Act;</p> <p>“secretary” includes any person appointed to perform the duties of secretary temporarily and any duly appointed assistant or acting secretary;</p> <p>“seal” means the common seal of the Company or where the context permits, the duplicate seal or securities seal of the Company for use in Bermuda or in any particular state, country or territory outside Bermuda;</p> <p>“share(s)” means share(s) in the capital of the Company and includes stock except where a distinction between stock and shares is express or implied;</p> <p>“shareholders” or “members” means the duly registered holders of shares from time to time in the capital of the Company;</p> <p>“special resolution” means a resolution passed by not less than three-fourths of the votes cast by such members as, being entitled so to do, vote in person or, where proxies are allowed, by proxy, at a general meeting of the Company at which a quorum is present and of which <del>not less than 21 days’</del> notice, specifying the intention to propose the resolution as a special resolution, has been duly given <u>in accordance with Bye-Law 58,</u> <del>provided that, except in the case of an annual general meeting, if it is so agreed by a majority in number of the members having the right to attend and vote at any such meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right, a resolution may be proposed and passed as a special resolution at a meeting of which less than 21 days’</del> notice has been given;</p> <p>“Statutes” means the Act and all other legislation of the legislature of Bermuda for the time being in force concerning or affecting the Company, the Memorandum of Association and/or the Bye-Laws;</p> <p>“in writing” or “written” includes printing, lithography and other means of representing or reproducing words or figures in a visible form;</p> <p>“year” means calendar year.</p>
3	<p>Subject to the provisions of the Act, the Company may at any time and from time to time by special resolution alter or amend the Memorandum of Association or the Bye-Laws in whole or in part.</p>

4(C)	Neither the Company nor the Directors shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such offer, option or shares to <del>Members</del> <u>members</u> or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Directors, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, separate class of members for any purpose whatsoever.
7(A)	If at any time the capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of the Act, be varied with the consent in writing of the holders of <u>at least three-fourths of the voting rights in nominal value</u> of the issued shares of that class, or with the <del>sanction</del> <u>approval</u> of a <del>special</del> <u>resolution</u> passed <u>by at least three-fourths of the votes cast by at a separate general meeting of the holders of the shares of that class present and voting in person or by proxy at a separate meeting of such holders</u> . To any such separate general meeting all the provisions of the Bye-Laws as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum ( <del>other than at an adjourned meeting</del> ) shall be two persons at least holding or representing by proxy or authorised representative <del>not less than at least one-third of the issued shares of the class, that every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him, that any holder of shares of the class present in person or by proxy or authorised representative may demand a poll and that at any adjourned meeting of such holders two holders present in person or by proxy or authorised representative (whatever the number of shares held by them) shall be a quorum.</del>
11(C)	<del>Except where the register is closed in accordance with the Act, †</del> <u>The register and any branch register shall during normal business hours on every business day be opened for to the inspection of any member without charge. The Register including any overseas or local or other branch register of members in Hong Kong may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Stock Exchange or by any means in such manner as may be accepted by the Stock Exchange to that effect, be closed in accordance with the terms equivalent to section 632 of the Companies Ordinance at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Directors may determine and either generally or in respect of any class of shares.</u>

56	<p>The Company shall, <u>within 6 months after the end of the Company's financial year (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) in each financial year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next unless a longer period would not infringe the rules of the Designated Stock Exchange, if any.</u> The annual general meeting shall be held at such time and place as the Directors shall appoint. All general meetings other than annual general meetings shall be called special general meetings. <u>All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Bye-Law 68A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion.</u></p>
57	<p>The Directors may, whenever they think fit, convene a special general meeting, <u>and one or more</u> <del>A special general meeting shall also be convened on the written requisition of any 2 or more</del> members holding at the date of the deposit of the requisition in aggregate <u>at least</u> <del>not less than</del> one-tenth of the voting rights (on a one vote per share basis) <u>such of in the paid-up share capital of the Company may also</u> <del>make a requisition to convene a special general meeting and/or add resolutions to the agenda of a meeting as at the date of the deposit carries the right of voting at general meetings of the Company.</del> Such requisition <u>must be made in writing,</u> must state the objects of the meeting and must be signed by the requisitionist(s) and deposited at the office. If the Directors do not within 21 days from the date of the deposit of such requisition proceed duly to convene a special general meeting, the requisitionist(s) themselves or any of them representing more than one half of the total voting rights of all of them may convene the special general meeting in the same manner <u>at only one location which will be the Principal Meeting Place, as nearly as possible, as that in which meetings may be convened by the Directors, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors to convene such a meeting shall be reimbursed to them by the Company.</u></p>

58	<p>An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least and a meeting of the Company other than an annual general meeting <del>or a meeting for the passing of a special resolution</del> shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify <u>(a) the place, the day and the hour of meeting and, in case of special business, the general nature of that business, (b) save for an electronic meeting, the place of the meeting and if there is more than one Meeting Location as determined by the Board pursuant to Bye-Law 68A, the principal place of meeting (the "Principal Meeting Place") and the other place(s) of the meeting, (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting (which electronic facilities or electronic platform may vary from time to time and from meeting to meeting as the Board, in its sole discretion, any see fit) or where such details will be made available by the Company prior to the meeting.</u> The notice convening an annual general meeting shall specify the meeting as such and the notice convening a meeting to pass a special resolution shall specify the intention to propose the relevant resolution as a special resolution.</p>
59	<p>Subject to the foregoing Bye-Law, the notice of every general meeting shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting to such persons as are under the Bye-Laws entitled to receive such notices from the Company. <u>Provided that subject to the provisions of the Act and if permitted by the rules of the Designated Stock Exchange,</u> a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in these Bye-Laws, be deemed to have been duly called if it is so agreed:—</p> <ul style="list-style-type: none"><li data-bbox="357 1327 1396 1395">(i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and</li><li data-bbox="357 1438 1396 1583">(ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.</li></ul>

68	<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/or from place to place and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) 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 from which the adjournment took place. When a meeting is adjourned for 14 days or more, at least 7 clear days’ written notice specifying the place, the day and the hour of the adjourned meeting shall be given as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>
68A	<p>(1) <u>The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“Meeting Location(s)”) determined by the Board at its absolute discretion. Any member or any proxy attending and participating in such way or any member or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u></p> <p>(2) <u>All general meetings are subject to the following and, where appropriate, all references to a “member” or “members” in this sub-paragraph (2) shall include a duly authorised representative or duly authorised representatives or a proxy or proxies respectively:</u></p> <p>(a) <u>where a member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;</u></p> <p>(b) <u>members present in person or by proxy or (in the case of a Member being a corporation) by its duly authorised representative at a Meeting Location and/or members attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members at all Meeting Locations and members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;</u></p>

	<p>(c) <u>where members attend a meeting by being present at one of the Meeting Locations and/or where members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and</u></p> <p>(d) <u>if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Bye-Laws concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the notice for the meeting.</u></p>
68B	<p><u>The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.</u></p>

<p><u>68C</u></p>	<p><u>If it appears to the chairman of the general meeting that:</u></p> <ul style="list-style-type: none"><li><u>(a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Bye-Law 68A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or</u></li><li><u>(b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or</u></li><li><u>(c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</u></li><li><u>(d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;</u></li></ul> <p><u>then, without prejudice to any other power which the chairman of the meeting may have under these Bye-Laws or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.</u></p>
<p><u>68D</u></p>	<p><u>The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Bye-Law shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.</u></p>



68E	<p><u>If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Bye-Law shall be subject to the following:</u></p> <ul style="list-style-type: none"><li data-bbox="432 838 1390 981"><u>(a) when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company’s website as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of a meeting);</u></li><li data-bbox="432 1023 1390 1129"><u>(b) when only the form of the meeting or electronic facilities specified in the notice are changed, the Board shall notify the members of details of such change in such manner as the Board may determine;</u></li><li data-bbox="432 1172 1390 1506"><u>(c) when a meeting is postponed or changed in accordance with this Bye-Law, subject to and without prejudice to Bye-Law 68, unless already specified in the original notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Bye-Laws not less than 48 hours before the time of the postponed meeting; and</u></li><li data-bbox="432 1549 1390 1732"><u>(d) Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the members.</u></li></ul>
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68F	<u>All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Bye-Law 68C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.</u>
68G	<u>Without prejudice to other provisions in Bye-Laws 68A to 68F, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u>
68H	<u>Without prejudice to Bye-Laws 68A to 68G, and subject to the Statutes and the Listing Rules and any other applicable laws, the Board may resolve to enable persons entitled to attend an electronic meeting to do so by simultaneous attendance by means of electronic facilities with no member necessarily in physical attendance and without any particular Meeting Location being designated. Each member or (in the case of a member being a corporation) its duly authorised representative or its proxy shall be counted in the quorum for, and entitled to vote at, the electronic meeting in question, and that general meeting shall be duly constituted and its proceedings valid if the chairman of the electronic meeting is satisfied that adequate facilities are available throughout the electronic meeting to ensure that members attending the electronic meeting who are not present together at the same place may, by means of electronic facilities, attend and speak or communicate and vote at it.</u>
74	<u>Votes (whether on a show of hands or by way of a poll) may be cast by such means, electronic or otherwise, as the Board or the chairman of the meeting may in its/his sole discretion determine. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person or by proxy or by a representative duly authorised under Section 78 of the Act shall have one vote, and on a poll every member present in person or by proxy or by authorized representative shall have one vote for each share of which he is the holder and which is fully paid up and shall have for every partly paid share of which he is the holder the fraction of one vote equal to the proportion which the nominal amount due and paid up bears to the nominal value of the share (but so that no amount paid up on a share in advance of calls or instalments shall be treated for the purpose of this Bye-Law as paid up on the share). A person entitled to cast more than one vote upon a poll need not use all his votes or cast all the votes he uses in the same way.</u>

77A	<p><u>All members of the Company (including a member which is a clearing house (or its nominee(s))) 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 rules of the Designated Stock Exchange to abstain from voting to approve the matter under consideration. Where the Company has knowledge that any Member 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 member in contravention of such requirement or restriction shall not be counted.</u></p>
79	<p><u>Any member of the Company (including a member which is a clearing house (or its nominee(s))) entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (being a natural person) as his proxy or representative (if such member is a corporation) to attend and vote instead of himsuch member. A member which is a corporation may execute a form of proxy under the hand of a duly authorised officer. A proxy or representative need not be a member. On a poll votes may be given either personally or by proxy (which term shall for the purposes of this Bye-Law and Bye-Laws 80 to 85 include a representative appointed under Bye-Law 86). A proxy need not be a member of the Company.</u></p>
80	<p><u>The instrument appointing a proxy shall be in writing and if the Board in its absolute discretion determines, may be contained in an electronic communication, and: (i) if in writing but not contained in an electronic communication, under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised, or (ii) in the case of an appointment contained in an electronic communication, submitted by or on behalf of the appointer, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine.</u></p>

81	<p>(1) <u>The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Bye-Laws) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Bye-Law is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Bye-Law or if no electronic address is so designated by the Company for the receipt of such document or information.</u></p> <p>(2) <u>The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at the place or one of such places (if any) as may be specified for that purpose, or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, in or by way of note to the notice convening the meeting or in any notice of any adjourned meeting or, in either case, in any document sent therewith or in the instrument of proxy issued by the Company not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned.</u></p>
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<p>86</p>	<p>(A) Any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative <u>to attend and vote</u> at any meeting of the Company or of any class of members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise <u>as if it were an individual member of the Company present in person at any general meeting.</u></p> <p>(B) Where a member is a clearing house or its nominee(s), it may <u>appoint or authorise such person or persons as it thinks fit or act as its corporate representative(s) or proxy(ies), who enjoy rights equivalent to the rights of other members, to attend and vote</u> at any meeting of the Company <u>(including but not limited to general meetings and creditors meetings)</u> or any meeting of any class of members provided that, if more than one person is so authorised, the authorisation or proxy form must specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarized authorisation and/or further evidence for substantiating the fact that it is duly authorised and will be entitled to exercise the same power on behalf of the clearing house as that clearing house or its nominee(s) could exercise <u>as if it were an individual member of the Company, including the right to speak and vote individually on a show of hands or on a poll.</u></p>
<p>88</p>	<p>Subject to the provisions of the Bye-Laws and the Act, the Company may by ordinary resolution elect any person to be a Director <u>(including a managing Director or other executive Director)</u><del>either to fill a casual vacancy or as an addition to the existing Directors.</del></p>
<p>90</p>	<p><del>Company at least 7 days before the date of the general meeting appointed for such election and such notice may be given during a period of at least 7 days ending at the 7 days first mentioned in this Bye-Law.</del> The Company may at a special general meeting called for that purpose, by ordinary resolution remove any Director <u>(including a managing Director or other executive Director)</u> before the expiration of his <u>period term</u> of office (notwithstanding anything in the Bye-Laws or in any agreement between the Company and such Director but without prejudice to any claim which such Director may have against the Company for damages under any such agreement) and may by ordinary resolution elect another person in his stead provided that the notice of any such meeting convened for the purpose of removing a director shall contain a statement of the intention so to do and be served on such Director not less than 14 days before the meeting and at such meeting, such director shall be entitled to be heard on the motion for his removal. Any person so elected shall hold office for such time only as the Director in whose place he is elected would have held the same if he had not been removed.</p>

91	<p>Without prejudice to the power of the Company in pursuance of the provisions of the Bye-Laws to appoint any person to be a Director and subject to the provisions of the Act, the Directors may appoint any person to be a Director as an additional Director or to fill a casual vacancy <u>on the Board</u> but so that the maximum number of Directors so appointed shall not exceed the number determined from time to time by the members in general meeting. Any person so appointed shall hold office only until the <del>next</del> <u>first</u> following annual general meeting <u>after his appointment</u> and shall then be eligible for re-election but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.</p>
97	<p>Without prejudice to the provisions for retirement by rotation herein contained, ..... .....</p> <p>(vii) shall be removed from office by an <u>ordinary</u> <del>special</del> resolution of the Company under Bye-Law 90; or</p> <p>(viii) becomes prohibited from being a director by any provisions of the Statutes.</p>
112	<p>.....</p> <p>(E) Save as otherwise provided by the Bye-laws, a Director shall not vote (nor be counted in the quorum) on any resolution of the Directors 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>(i) the giving of any security or indemnity either:</p> <p>(a) to the Director or his <u>close</u> associate(s) in respect of money lent or obligations incurred or undertaken by him or any of <del>his associates</del> <u>them at the request of or</u> for the benefit of the Company or any of its subsidiaries; or</p> <p>(b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his <u>close</u> associates(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;</p>

	<p>(ii) any <del>contract or arrangement</del> <u>proposal</u> concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his <u>close</u> associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</p> <p><del>(iii) any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which the Director and any of his associates are not in aggregate beneficially interested in 5 per cent or more of the issued shares or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of any of his associates is derived);</del></p> <p><u>(iii)</u> any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:</p> <p>(a) the adoption, modification or operation of any employees' share scheme <del>involving the issue or grant of options over shares or other securities by the Company to, or for the benefit of, the employees of the Company or its subsidiaries</del> <u>or share incentive scheme or share option scheme</u> under which the Director or his <u>close</u> associate(s) may benefit; or</p> <p>(b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates <del>both</del> to Directors, his <u>close</u> associates and employee<u>(s)</u> of the Company or any of its subsidiaries and does not provide in respect of any Director or his <u>close</u> associate(s) as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and</p> <p>(c) any contract or arrangement in which the Director or his <u>close</u> 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>.....</p>
114	A resolution in writing signed by " all the Directors present in Hong Kong except such as are temporarily unable to act through ill-health or disability and all the alternate Directors present in Hong Kong.....

160	<p>Auditors shall be appointed and their duties regulated in accordance with the Bye-Laws, <del>and</del> <u>the provisions of the Act and the rules of the Designated Stock Exchange.</u> The members shall at each annual general meeting appoint one or more firms of auditors to hold office by ordinary resolution until the conclusion of the next annual general meeting. Subject to compliance with the rules of the Designated Stock Exchange, the Board may fill any casual vacancy in the office of auditors, but while any such vacancy continues the surviving or continuing auditors (if any) may act. The members may, at any general meeting convened and held in accordance with these Bye-Laws, remove the auditors by special resolution at any time before the expiration of the term of office and shall, by ordinary resolution, at that meeting appoint new auditors in their place for the remainder of the term.</p>
161	<p>Subject as otherwise provided by the Act <u>and the rules of the Designated Stock Exchange,</u> the remuneration of the auditors shall be fixed by the <del>Company</del> <u>members in general meeting by ordinary resolution</u> <del>Provided always that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Directors or by other body that is independent of the board of Directors.</del></p>
163	<p>Any notice or document (including a share certificate) may be given by the Company to any member either personally or by sending it by post to him at his registered address as appearing in the register or at the address, within or outside Bermuda, supplied by him to the Company for the sending of notices or documents to him or by advertisement to be published in the newspaper, <u>or by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under this Bye-Law 163, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person.</u> Every member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Bye-Laws may register with the Company an electronic address to which notices can be served upon him. A member who has no address of either type as aforesaid shall be deemed to have received any notice which shall have been displayed at the office or at the principal place of business for the time being of the Company in Hong Kong and shall have remained there for the period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed.</p>



<p>175</p>	<p><u>A resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.</u> If the Company shall be wound up (whether voluntarily or under supervision of or by the court), the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</p>
<p><u>178</u></p>	<p><u>Unless the Directors otherwise determine, the financial year of the Company shall end on 31 March each year and shall begin on 1 April each year.</u></p>

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## NOTICE OF ANNUAL GENERAL MEETING

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**美亞娛樂資訊集團有限公司**

**MEI AH ENTERTAINMENT GROUP LTD.**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 0391)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at Conference Room, 5/F., Mei Ah Centre, 28 Chun Choi Street, Tseung Kwan O Industrial Estate, Kowloon, Hong Kong, on 23rd September 2022 at 4:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements, the report of the directors and of the auditors for the year ended 31st March 2022;
2. To:
  - (a) re-elect the following directors:
    - (i) Mr. Li Tang Yuk;
    - (ii) Mr. Guo Yan Jun; and
    - (iii) Mr. Ma Fung Kwok
  - (b) authorise the Board of Directors to fix the Directors' remuneration and set a maximum number of Directors;
3. To re-appoint PricewaterhouseCoopers as auditors and authorise the Board of Directors to fix their remuneration;
4. To consider as Special Business and, if thought fit, pass the following resolution as an Ordinary Resolution:

**“THAT**

- (a) the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase its shares subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
  - (i) the conclusion of the next Annual General Meeting of the Company;
  - (ii) the revocation or variation of the authority given under this Resolution by Ordinary Resolution of the shareholders in general meetings; and
  - (iii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held.”;
- 5. To consider as Special Business and, if though fit, pass the following resolution as an Ordinary Resolution:

**“THAT**

- (a) the exercise by the Directors during the Relevant Period of all the powers of the Company to issue, allot and deal in additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or deal in during or after the end of the Relevant Period, in addition to any shares which may be issued on the exercise of the subscription rights under the warrants issued by the Company, be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of 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 restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong) or any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, or any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-Laws of the Company, the total nominal amount of additional shares issued, allotted, deal in or agreed conditionally or unconditionally to be issued, allotted or deal in (whether pursuant to an option or otherwise) shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issued on the date of this Resolution and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
- (i) the conclusion of the next Annual General Meeting of the Company;
  - (ii) the revocation or variation of the authority given under this Resolution by Ordinary Resolution of the shareholders in general meetings; and
  - (iii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held.”;
6. To consider as Special Business and, if thought fit, the following resolution as an Ordinary Resolution:
- “**THAT** conditional upon Resolutions 4 and 5 being passed, the general mandate granted to the Directors of the Company pursuant to Resolution 5 above and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 4, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue of the date on this Resolution.”
7. To consider and, if thought fit, pass with or without modification the following resolution as a Special Resolution:
- “**THAT** the amendments to the existing Bye-Laws of the Company (the “Bye-Laws”) set out in Appendix III to the circular of the Company dated 30th August 2022 of which this notice forms part be and are hereby approved and the amended and restated Bye-Laws (a copy of which having been produced before the meeting and signed by the chairman of the meeting for the purpose of identification) be and is hereby adopted as the new Bye-Laws of the Company.”

By Order of the Board  
**Chan Lun Ho**  
*Company Secretary*

Hong Kong, 30th August 2022

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (a) A member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and, in the event of a poll, vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (b) The instrument appointing a proxy and 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 lodged with the Company's Branch Registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the Meeting.
- (c) To determine the entitlement to attend and vote at the AGM to be held on 23rd September 2022, the register of members of the Company will be closed from 19th September 2022 to 23rd September 2022 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, unregistered holders of the Shares should ensure all share transfer documents accompanied by the relevant share certificates are lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on 16th September 2022.
- (d) A circular setting out further information regarding Resolutions 2(a)(i) to (iii) and 4 to 7 above will be despatched to shareholders.
- (e) If tropical cyclone warning signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 12:00 noon on 23rd September 2022, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.