
IMPORTANT

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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Rongzhong Financial Holdings Company Limited, you should at once hand this circular with the accompanying proxy form to the purchaser or transferee or to the licensed securities dealer, the bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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CHINA RONGZHONG FINANCIAL HOLDINGS COMPANY LIMITED
中國融眾金融控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 03963)

(1) PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS;
(2) PROPOSALS FOR GENERAL MANDATES TO REPURCHASE
SHARES AND ISSUE SHARES;
(3) PROPOSED AMENDMENTS TO MEMORANDUM AND
ARTICLES OF ASSOCIATION AND ADOPTION OF NEW AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at 2/F, J Plus, 35-45B, Bonham Stand, Sheung Wan, Hong Kong on Monday, 31 October 2022 at 10:00 a.m. (the "AGM") is set out on pages AGM-1 to AGM-6 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e., not later than 10:00 a.m. on Saturday, 29 October 2022) or any adjournment thereof (as the case may be). 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. References to time and dates in this circular are to Hong Kong time and dates.

PRECAUTIONARY MEASURES FOR THE AGM

Please see page i to ii of this circular for measures being taken to try to prevent and control the spread of the novel coronavirus ("COVID-19") at the AGM, including:

- compulsory body temperature checks and health declarations;
- compulsory surgical face mask wearing for each attendee; and
- no distribution of corporate gift or refreshment.

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine will be denied entry into the AGM venue. The Company reminds Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the AGM as an alternative to attending the AGM in person.

PRECAUTIONARY MEASURES FOR THE AGM

In view of the epidemic situation of novel coronavirus (“COVID-19”) pandemic, the Company will take the following precautionary measures at the AGM in the attempt to prevent and control the spread of COVID-19 at the AGM:

- (i) compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendees at each entrance of the meeting venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms, may be denied entry into or be required to leave the venue of the AGM at the Company’s discretion, to the extent permitted by the applicable laws and regulations;
- (ii) each attendee is required to wear a surgical face mask throughout the AGM and inside the meeting venue, and to maintain a safe distance from other attendees;
- (iii) any person attending the AGM will be required to make a declaration as to whether they have travelled outside Hong Kong in the 14-day period prior to the AGM, and those who have travelled outside Hong Kong in the 14-day period prior to the AGM will not be permitted to attend the AGM; and
- (iv) no corporate gift will be distributed and no refreshment will be served at the AGM.

The Company reserves the right in refusing the entry of any person who does not comply with the precautionary measures to the venue of the AGM to the extent permitted by the applicable laws and regulations.

In light of the outbreak of COVID-19, **the Company wishes to encourage the Shareholders to exercise their rights to vote at the AGM by appointing the chairman of the AGM as their proxy as an alternative to attending the AGM in person, by completing and returning the proxy form attached to this circular in accordance with the instructions contained herein.**

PRECAUTIONARY MEASURES FOR THE AGM

If any Shareholder chooses not to attend the AGM in person but has any question(s) about any resolution or about the Company, or has any matters for putting to the Board, he/she is welcomed to send such questions or matters in writing to our registered office. If any Shareholder has any questions relating to the AGM, please contact Tricor Investor Services Limited, the Company's branch share registrar in Hong Kong as follows:

17/F, Far East Finance Centre
16 Harcourt Road, Hong Kong
Tel: +852 2980 1333
Fax: +852 2810 8185
Email: is-enquiries@hk.tricorglobal.com

As the COVID-19 outbreak continues to develop, the Company will closely monitor the situation and reserves the right to take further measures or make any changes to the arrangements of the AGM as appropriate at short notice 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 authorities from time to time.

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DEFINITIONS

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 and convened on Monday, 31 October 2022 at 10:00 a.m. at 2/F, J Plus, 35-45B, Bonham Stand, Sheung Wan, Hong Kong or any adjournment thereof
“AGM Date”	Monday, 31 October 2022
“AGM Notice”	the notice of the AGM
“Articles”	the memorandum and articles of association of the Company currently in force, as amended from time to time and an “Article” shall mean an article thereof
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	China Rongzhong Financial Holdings Company Limited, an exempted company incorporated in the Cayman Islands with limited liability registered as a non-Hong Kong Company under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) whose issued Shares are listed on the Main Board of the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	the general mandate to issue, allot and deal with the Shares proposed to be granted to the Board as described in the ordinary resolution No. 5 of the AGM Notice
“Latest Practicable Date”	26 September 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Repurchase Mandate”	the general mandate to repurchase Shares proposed to be granted to the Board as described in the ordinary resolution No. 4 of the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission in Hong Kong, as amended, supplemented or otherwise modified from time to time
“%”	per cent

LETTER FROM THE BOARD



CHINA RONGZHONG FINANCIAL HOLDINGS COMPANY LIMITED

中國融眾金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03963)

Executive Director:

Ms. Wong Emilie Hoi Yan

Non-executive Directors:

Mr. Chen Shuai

Ms. Wong Jacqueline Yue Yee

Ms. Wong Michelle Yatyee

Mr. Wong Ming Bun David

Independent Non-executive Directors:

Mr. Lie Chi Wing

Mr. Ng Wing Chung Vincent

Mr. Yu Yang

Registered Office:

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

***Headquarter and Principal Place
of Business in China:***

Floor 18, Tower B
Optics Valley International Plaza
No. 889 Luoyu Road
East Lake Development Zone
Wuhan, Hubei Province
China

***Principal Place of Business in
Hong Kong registered under
Part 16 of the Companies Ordinance
(Chapter 622 of the Laws of
Hong Kong):***

Unit 3901, 39/F
Tower One
Lippo Centre
89 Queensway, Hong Kong

30 September 2022

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS;
(2) PROPOSALS FOR GENERAL MANDATES TO REPURCHASE
SHARES AND ISSUE SHARES;
(3) PROPOSED AMENDMENTS TO MEMORANDUM AND
ARTICLES OF ASSOCIATION AND ADOPTION OF NEW AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information on, among other things, the proposals for (a) the re-election of the retiring Directors of the Company; (b) the grant of authority to the Board of the Repurchase Mandate to repurchase Shares as set out in the ordinary resolution No. 4 of the AGM Notice; (c) the grant of authority to the Board of the Issue Mandate to issue, allot and deal with the Shares as set out in the ordinary resolution No. 5 (and the extension thereto as described in the ordinary resolution No. 6 of the AGM Notice); and (d) the proposed amendments to the Memorandum and Articles of Association and adoption of the new amended and restated Memorandum and Articles of Association.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Director of the Company is Ms. Wong Emilie Hoi Yan; the non-executive Directors are Mr. Chen Shuai, Ms. Wong Jacqueline Yue Yee, Ms. Wong Michelle Yatyee and Mr. Wong Ming Bun David; and the independent non-executive Directors (“INEDs”) are Mr. Lie Chi Wing, Mr. Ng Wing Chung Vincent and Mr. Yu Yang.

Pursuant to Article 108 of the Articles, Ms. Wong Jacqueline Yue Yee, Mr. Ng Wing Chung Vincent and Mr. Yu Yang will retire by rotation at the AGM. The retiring Directors, being eligible, offer themselves for re-election.

The nomination committee of the Company (the “Nomination Committee”) has reviewed the re-election of Directors and upon recommendation made to the Board, the Board recommended that re-election of retiring Directors be proposed for the Shareholders’ approval in the AGM. At the AGM, ordinary resolutions will be proposed to re-elect:

- i. Ms. Wong Jacqueline Yue Yee as a non-executive Director;
- ii. Mr. Ng Wing Chung Vincent as an independent non-executive Director; and
- iii. Mr. Yu Yang as an independent non-executive Director.

Each of the retiring Director abstained from voting on the respective proposition of their recommendation for re-election by the Shareholders.

The information of each of the retiring Director to be re-elected at the AGM are set out in Appendix II hereto.

The nominations of the re-election of Directors were made in accordance with the nomination policy of the Company and the objective criteria for the nominations include but not limited to, gender, age, cultural and education background, professional experience, skills, knowledge and length of service, with due regard for the benefits of diversity as set out under the board diversity policy of the Company.

The Nomination Committee has assessed and reviewed the annual written confirmation received from each of the INEDs confirming their respective independence being in compliance with the guidelines as set out in Rule 3.13 of the Listing Rules and confirmed that all the INEDs remained independent.

LETTER FROM THE BOARD

REPURCHASE MANDATE AND ISSUE MANDATE

The general mandate granting the Board the authority to repurchase the issued Shares of the Company on the Stock Exchange not exceeding 10% of the aggregate number of Shares of the Company in issue as at the AGM Date (subject to adjustment in the case of subdivision and consolidation of Shares), is as set out in the ordinary resolution No. 4 of the AGM Notice.

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 general mandate granting the Board the authority to offer, allot, grant options over, or otherwise dispose of the unissued Shares representing not more than 20% in nominal value of its existing issued Share capital and the number of any securities repurchased pursuant to the Company's Articles will be put forward at the AGM for Shareholders' approval as an ordinary resolution as set out as the ordinary resolution No. 5. As at the Latest Practicable Date, the number of Shares in issue was 412,509,000 Shares. Subject to the passing of the ordinary resolution approving the Issue Mandate and on the basis that no further Shares will be issued or repurchased up to the AGM Date, the Company would be allowed under the Issue Mandate to issue a maximum of 82,501,800 Shares (subject to adjustment in the case of subdivision and consolidation of Shares).

For details, please refer to ordinary resolutions No. 4 and No. 5 of the AGM Notice contained in pages AGM-1 to AGM-3 of this circular.

PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF NEW AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

Reference is made to the announcement of the Company dated 29 September 2022 (the "Announcement"). As disclosed in the Announcement, the Board proposes to amend the existing Memorandum and Articles of Association principally to, amongst others, (i) bring the existing Memorandum and Articles of Association in line with the relevant requirements of the Listing Rules (in particular the core standards set out in Appendix 3 thereto) and the laws of the Cayman Islands; and (ii) make other consequential and housekeeping amendments to the existing Memorandum and Articles of Association (the "Proposed Amendments").

A summary of the areas under the Existing Memorandum and Articles of Association which will be subject to material change is set out below:

1. to update the definition of "Law" to bring it in line with the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands (the "Act");

LETTER FROM THE BOARD

2. to provide that the Company must hold an annual general meeting in each financial year and such annual general meeting must be held within six months after the end of the Company's financial year;
3. to provide that an annual general meeting of the Company must be called by notice of not less than twenty-one clear days, while all other general meetings (including an extraordinary general meeting) must be called by notice of not less than fourteen clear days but if permitted by the Listing Rules, a general meeting may be called by shorter notice under the circumstances set out in the new amended and restated Articles of Association;
4. to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
5. to provide that any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the next first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
6. to provide that the Shareholders may approve the removal of the auditor of the Company at any time before the expiration of his term of office by way of an ordinary resolution;
7. to update the provision regarding the appointment of the auditor of the Company to fill any casual vacancy in the office of the auditor of the Company that any such auditor appointed shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Shareholders;
8. to add the definition of "financial year" and provide that the financial year end of the Company shall be 31 of March in each year, unless otherwise determined by the Directors from time to time;
9. to clarify that the right to requisition an extraordinary general meeting by any Shareholder holding 10% or above of the voting rights in the share of the Company; and
10. to update and tidy up definitions and other references, and to make consequential amendments in line with the above amendments and other house-keeping amendments.

LETTER FROM THE BOARD

The Board further proposes to adopt a new set of amended and restated Memorandum and Articles of Association incorporating and consolidating the Proposed Amendments and all previous amendments to the Memorandum and Articles of Association, in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

The Proposed Amendments and the proposed adoption of new amended and restated Memorandum and Articles of Association are subject to the approval of the Shareholders by way of special resolution at the AGM.

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

The Company has been advised by its legal advisers that the Proposed Amendments and proposed adoption of amended and restated Memorandum and Articles of Association are not inconsistent with the requirements of the Listing Rules and the laws of the Cayman Islands respectively.

The Company also confirms that there is nothing unusual about the Proposed Amendments and adoption of amended and restated Memorandum and Articles of Association for a company listed on the Stock Exchange.

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

THE AGM

A notice convening the AGM to be held on Monday, 31 October 2022 at 10:00 a.m. at 2/F, J Plus, 35-45B, Bonham Stand, Sheung Wan, Hong Kong is set out on pages AGM-1 to AGM-5 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

A form of proxy is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e not later than 10:00 a.m. on Saturday, 29 October 2022) or any adjournment thereof (as the case may be). The return of a form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

VOTING AT THE AGM

Under Rule 13.39 of the Listing Rules and the Articles, all votes of the Shareholders at general meetings must be taken by poll except where the chairman, in good faith, decides to allow resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

BOOK CLOSURE FOR AGM ATTENDANCE

In order to ascertain the right to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 26 October 2022 to Monday, 31 October 2022 (both days inclusive) during which period no transfer of Shares will be registered. Shareholders are reminded that in order to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 25 October 2022.

RECOMMENDATION

The Directors consider that the proposed resolutions for approving the re-election of the retiring Directors, the Repurchase Mandate, the Issue Mandate and the extension thereof and the proposed amendments to the Memorandum and Articles of Association and adoption of the new amended and restated Memorandum and Articles of Association as set out in the AGM Notice are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all proposed resolutions as set out in the AGM Notice at the AGM.

RESPONSIBILITY STATEMENT

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

Yours faithfully,
By order of the Board
Wong Emilie Hoi Yan
Executive Director

This explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the proposed resolution approving the Repurchase Mandate at the AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 412,509,000 Shares. On the basis that no further Shares are issued or repurchased prior to the AGM Date and subject to the passing of the relevant ordinary resolution approving the Repurchase Mandate, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 41,250,900 Shares, representing 10% of the total number of Share in issue at the date of the passing of the Repurchase Mandate during the Relevant Period (as defined in ordinary resolution No. 4(c) of the AGM Notice as set out on page AGM-2 of this circular).

2. REASONS FOR REPURCHASES

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

3. FUNDING FOR REPURCHASES

Repurchases of Shares must be funded out of funds legally available for such purpose in accordance with the Articles and the applicable laws of the Cayman Islands, being profits of the Company or out of the proceeds of a fresh issue of the Shares made for the purpose of the repurchase, or, if authorised by the Articles and subject to the Cayman Islands Companies Law, out of capital of the Company, and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company before or at the time the Shares are repurchased, or if authorised by the Articles and subject to the Cayman Islands Companies Law, out of the capital of the Company. According to the financial position disclosed in the audited consolidated financial statements of the Company for the year ended 31 March 2022, the Directors anticipated that there might be an adverse impact on the working capital or gearing position for the Company in the event that the Repurchase Mandate was to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

4. GENERAL

None of the Directors or, to the best of their knowledge and belief having made all reasonable enquiries, their respective close associates, have any present intention to sell any of the Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders. No core connected person (as defined in the Listing Rules) has notified the Company that it has a present intention to sell any of the Shares to the Company or its subsidiaries, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

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

No repurchase of the Shares has been made by the Company or its subsidiaries in the six months prior to the date of this circular (whether on the Stock Exchange or otherwise).

5. EFFECT UNDER THE TAKEOVERS CODE

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

As at the Latest Practicable Date, Perfect Honour Limited ("Perfect Honour", a Controlling Shareholder) is directly interested in approximately 34.86% of the issued Shares who is presumed to be acting in concert with Ms. Wong Jacqueline Yue Yee ("Ms. Jacqueline Wong") and Ms. Wong Michelle Yatye ("Ms. Michelle Wong"). Ms. Jacqueline Wong is the founder of a discretionary trust which holds the entire issued share capital of Legend Crown International Limited ("Legend Crown") and Plenty Boom Investments Limited ("Plenty Boom") which have interest in shares of the Company. Ms. Jacqueline Wong and Ms. Michelle Wong are also the beneficiaries of a trust which, in turn, is interested in the Company through Perfect Honour. Silver Creation Investments Limited ("Silver Creation", a Substantial Shareholder) is directly interested in approximately 10.61%, and Mr. Xie Xiaoqing ("Mr. Xie", a Substantial Shareholder) is indirectly interested in approximately 12.41% of the issued Shares respectively. Save as disclosed, none of the above mentioned Controlling Shareholder and Substantial Shareholders are parties acting in concert.

Assuming that there will be no change between the Latest Practicable Date and the exercise date of the Repurchase Mandate (if approved) to the above shareholdings of Perfect Honour, Silver Creation and Mr. Xie, and such mandate will be exercised in full, the shareholdings of Perfect Honour, Silver Creation and Mr. Xie will be increased to approximately 38.73%, 11.78% and 13.79% respectively. Assuming that the issued share capital of the Company remains unchanged up to the exercise date of the Repurchase Mandate, such increase in the percentage of the shareholding of Perfect Honour will give rise to an obligation for it to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed, the Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate to such extent as would, in circumstance: (a) give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code; or (b) result in less than 25% of the issued Shares in the public hands.

6. SHARE PRICES

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

	Price Per Share	
	Highest (HK\$)	Lowest (HK\$)
2021		
September	0.177	0.101
October	0.170	0.095
November	0.137	0.115
December	0.129	0.104
2022		
January	0.170	0.100
February	0.163	0.108
March	0.120	0.092
April	0.147	0.071
May	0.100	0.070
June	0.095	0.095
July	0.080	0.080
August	0.124	0.058
September (up to the Latest Practicable Date)	0.229	0.098

The following is the information, as at the Latest Practicable Date, on the retiring Directors proposed to be re-elected at the AGM and required to be disclosed pursuant to the Listing Rules.

- (a) Ms. WONG Jacqueline Yue Yee (“Ms. Jacqueline Wong”), aged 36, was appointed as a non-executive Director on 23 June 2015 and is primarily responsible for advising on strategic development and corporate governance of our Group. Ms. Jacqueline Wong graduated from the University of Southern California in May 2007 with a bachelor of arts degree in political science and the University of London in July 2010 with a bachelor of law degree. Since 2014, Ms. Jacqueline Wong has been an executive director of Wah Link Investments Limited, a company which principally engaged in property investment and her role in Wah Link Investments Limited mainly involves acquiring, managing and maintaining residential and commercial real estate projects in Asia and in United States. Ms. Jacqueline Wong is a director of certain subsidiaries and an associate of Goldbond Group Holdings Limited (“Goldbond”), a Controlling Shareholder of the Company.

Ms. Jacqueline Wong is a daughter of Mr. Wong Charles Yu Lung and Mrs. Wong Fang Pik Chun, each a Controlling Shareholder. She is a sister of Ms. Michelle Wong, a non-executive Director and Controlling Shareholder. She is also a cousin of Ms. Wong Emilie Hoi Yan, an executive Director and the chief executive officer of the Company. Save as disclosed in this circular, Ms. Jacqueline Wong does not have any relationship with any other Directors, senior management, Controlling Shareholders, or Substantial Shareholders.

Ms. Jacqueline Wong’s directorship with the Company is subject to retirement by rotation and re-election at the AGM in accordance with the provisions of the Articles. There is a service contract between Ms. Jacqueline Wong and the Company, she is entitled to a director’s fee of HK\$120,000 annually as specified in her service contract, which has been recommended by the remuneration committee of the Company and determined by the Board with reference to her duties and responsibilities within the Group and the benchmarks from similar positions and prevailing market conditions. Ms. Jacqueline Wong is not entitled to the benefits or other entitlements which are available to the employees of the Company.

At the Latest Practicable Date, Ms. Jacqueline Wong is also a director of (i) certain subsidiaries of Goldbond, (ii) Legend Crown, and (iii) Plenty Boom. Ms. Jacqueline Wong is the founder of a discretionary trust which holds the entire issued share capital of Legend Crown and Plenty Boom which have interest in the Shares. Ms. Jacqueline Wong is interested in underlying shares in respect of the share options granted by the Company to certain Directors. Ms. Jacqueline Wong was taken to be interested in a total of 189,190,145 underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed in this circular, Ms. Jacqueline Wong has not held any directorship in any public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three (3) years.

- (b) Mr. NG Wing Chung Vincent (“Mr. Ng”), aged 43, was appointed as an independent non-executive Director on 27 August 2019, and is primarily responsible for supervising and providing independent judgement to the Board. Mr. Ng has over 17 years of professional capital market experience. He is licensed by the Securities and Futures Commission for Type 1 regulated activity (dealing in securities) as responsible officer. Mr. Ng joined Atlantic-Pacific Capital, Inc. in 2007, currently he is a partner of Atlantic-Pacific Capital, Inc. responsible for global fundraising assignments including private equity, infrastructure, real estate, credit, secondary and direct opportunities. Prior to joining Atlantic-Pacific Capital, Inc., Mr. Ng worked at Deloitte & Touche Corporate Finance Limited and Deloitte & Touche LLP focusing on corporate finance, audit and financial due diligence services. He graduated from the London School of Economics and Political Science with a Master of Accounting and Finance and the Queen Mary College – University of London with a Bachelor of Economics (Honours). He is also a Fellow Chartered Accountant (ICAEW), Certified Public Accountant (HKICPA) and Chartered Financial Analyst® (CFA Institute).

Mr. Ng’s directorship with the Company is subject to retirement by rotation and reelection at the AGM in accordance with the provisions of the Articles. There is no service contract between Mr. Ng and the Company; he is entitled to a director’s fee of HK\$120,000 annually, which has been fixed by the remuneration committee of the Board with reference to his duties and responsibilities within the Group and the benchmarks from similar positions and prevailing market conditions. Mr. Ng is not entitled to the benefits or other entitlements which are available to the employees of the Company.

At the Latest Practicable Date, Mr. Ng has an interest in a total of 22,000 Shares within the meaning of Part XV of the SFO. Save as disclosed in this circular, Mr. Ng does not have any relationship with any other Directors, senior management, Controlling Shareholders, or Substantial Shareholders of the Company.

Save as disclosed in this circular, Mr. Ng has not held any directorship in any public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three (3) years.

- (c) Mr. Yu Yang (“Mr. Yu”), aged 46, was appointed as an independent non-executive Director on 30 August 2018. He is primarily responsible for supervising and providing independent judgement to the Board. Mr. Yu has extensive experience in initial public offerings, project refinancing and asset restructuring. Mr. Yu graduated from Jilin University in July 1995 with a bachelor degree in technical economics. In July 2004, he graduated from Nankai University with a master degree in financial management. He was registered as a certified public accountant in August 2008. Since August 2004 to June 2005, he served as the finance manager in CCID Group where he was in charge of the finance department of CCID Consulting Company Limited (a company listed on the GEM of the Stock Exchange; stock code: 08235). From July 2005 to August 2012, he worked for Beijing Zhongyongxin Certified Public Accountants Co., Ltd. (北京中永信會計師事務所有限公司), where he served as an audit assistant and a project manager. From August 2012 to June 2015, he worked for Beijing Zhongdeheng Certified Public Accountants Co., Ltd (北京中德恒會計師事務所有限公司) as a project manager. From June 2015 to October 2016, he worked for Xinghua Certified Public Accountants (Special General Partnership) as a project manager.

Mr. Yu joined Zhongxinghua Certified Public Accountant LLP and served as a partner since 2016 and he is currently serving as the leading partner of regional business division number nine.

Mr. Yu’s directorship with the Company is subject to retirement by rotation and re-election at the AGM in accordance with the provisions of the Articles. There is a service contract between Mr. Yu and the Company, he is entitled to a director’s fee of HK\$120,000 annually as specified in his service contract, which has been recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities within the Group and the benchmarks from similar positions and prevailing market conditions. Mr. Yu is not entitled to the benefits or other entitlements which are available to the employees of the Company.

At the Latest Practicable Date, Mr. Yu has an interest in a total of 22,000 Shares within the meaning of Part XV of the SFO. Save as disclosed in this circular, Mr. Yu does not have any relationship with any other Directors, senior management, Controlling Shareholders, or Substantial Shareholders.

Save as disclosed in this circular, Mr. Yu has not held any directorship in any public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three (3) years.

Save as disclosed above, the Board is not aware of any information that needed to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or any other matters which need to be brought to the attention of the Shareholders in connection with the re-election of the above Directors.

Full particulars of the Proposed Amendments to the existing Memorandum and Articles of Association brought about by the adoption of the amended and restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association) are set out as follows. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the amended and restated Memorandum and Articles of Association proposed to be adopted by the Company subject to the approval of the Shareholders at the AGM.

Memorandum Number	Provisions in the amended and restated Memorandum and Articles of Association proposed to be adopted by the Company (showing changes to the existing Memorandum)
5	If the Company is registered as an exempted company as defined in the Cayman Islands Companies Act <u>Law</u> , it shall have the power, subject to the provisions of the Cayman Islands Companies Act <u>Law</u> and with the approval of a special resolution, to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de- registered in the Cayman Islands.
Article Number	Provisions in the amended and restated Memorandum and Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association)
1(a)	Table “A” of the Companies Act <u>Law</u> (as revised) shall not apply to the Company.

1(b)

Any marginal notes, titles or lead in references to Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum or Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith:

Companies ActLaw: means the Companies ActLaw (as revised) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;

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 medium;

Electronic Meeting: means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by means of electronic facilities;

Hybrid Meeting: means a general meeting convened for the (i) physical attendance by members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by members and/or the proxies by means of electronic facilities;

Meeting Location: has the meaning given to it in Article 71A;

Physical Meeting: means a general meeting held and conducted by physical attendance and participation by memembers and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations;

Principal Meeting Place: shall have the meaning given to it in Article 65;

Registered Office: means the registered office of the Company for the time being as required by the Companies ~~Law~~Act;

Shareholder or member: means the person who is duly registered in the Register as holder for the time being of any Share and includes persons who are jointly so registered;

2 To the extent that the same is permissible under Cayman Islands law ~~and subject to Article 13~~, Special Resolution shall be required to alter the Memorandum of Association of the Company, to approve any amendment of the Articles or to change the name of the Company.

5(a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated with the consent in writing~~sanction~~ of three- fourths of the voting rights of the Shareholders holding Shares in that class present and voting in person or by proxy at a separate general meeting of Shareholders of that class or with the sanction of a resolution passed at a separate general meeting of Shareholders of that class by three-fourths of the voting rights of Shareholders holdings Shares in that class cast at such meeting. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third in nominal value of the issued Shares of that class.

- 8 Any new Shares shall be issued upon such terms and conditions and with such rights, privileges or restrictions attached thereto as the general meeting resolving upon the creation thereof shall direct, and if no direction be given, subject to the provisions of the Companies ~~Law~~Act and of these Articles, as the Board shall determine; and in particular such Shares may be issued with a preferential or qualified right to participate in Dividends and in the distribution of assets of the Company and with a special right or without any right of voting.
- 12(a) The Company may at any time pay commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any Shares, but so that the conditions and requirements of the Companies Act~~Law~~ shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the Shares are issued.
- 12(b) If any Shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable within a period of one year, the Company may pay interest on so much of that share capital as is for the time being paid up for the period and, subject to any conditions and restrictions mentioned in the Companies ~~Law~~Act, may charge the sum so paid by way of interest to capital as part of the cost of construction of the works or buildings, or the provisions of the plant.
- 13(d) sub-divide its Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Companies ~~Law~~Act, and so that the resolution whereby any Share is sub-divided may 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 or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new Shares;

15(a)

Subject to the Companies ~~Law~~Act, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of Shares, the Company shall have the power to purchase or otherwise acquire all or any of its own Shares (which expression as used in this Article includes redeemable Shares) provided that the manner and terms of purchase have first been authorised by an Ordinary Resolution of the Shareholders, and to purchase or otherwise acquire warrants and other securities for the subscription or purchase of its own Shares, and shares and warrants and other securities for the subscription or purchase of any shares in any company which is its Holding Company and may make payment therefor in any manner and terms authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any Shares or warrants or other securities in the Company or any company which is a Holding Company of the Company and should the Company purchase or otherwise acquire its own Shares or warrants or other securities neither the Company nor the Board shall be required to select the Shares or warrants or other securities to be purchased or otherwise acquired rateably or in any other manner and terms as between the holders of Shares or warrants or other securities of the same class or as between them and the holders of Shares or warrants or other securities of any other class or in accordance with the rights as to Dividends or capital conferred by any class of Shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with the relevant code, rules or regulations issued from time to time by the HK Stock Exchange and/or the Securities and Futures Commission of Hong Kong from time to time in force.

- 17(a) The Board shall cause to be kept the Register and there shall be entered therein the particulars required under the Companies ~~Law~~Act.
- 17(b) Subject to the provisions of the Companies ~~Law~~Act, if the Board considers it necessary or appropriate, the Company may establish and maintain a principal or branch register of Shareholders at such location as the Board thinks fit and, during the Relevant Period, the Company shall keep its principal or a branch register of Shareholders in Hong Kong.
- 17(d) The Register may, provided that notice having been given to the Shareholders in accordance with the Listing Rules, be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine.

18(a)

Every person whose name is entered as a Shareholder in the Register shall be entitled to receive within the relevant time limit as prescribed in the Companies ~~Law~~Act or as the HK Stock Exchange may from time to time determine, whichever is shorter, after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide or is required by the applicable rules of the stock exchange of the Relevant Territory) one certificate for all his Shares, or, if he shall so request, in a case where the allotment or transfer is of a number of Shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange of the Relevant Territory on which the Shares are listed upon payment of such sum (in the case of a transfer, not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, HK\$2.50 or such other sum as may from time to time be allowed or not prohibited under the Listing Rules, and in the case of any other Shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for Shares in stock exchange board lots or whole multiples thereof as he shall request and one for the balance (if any) of the Shares in question, provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders.

39

Subject to the Companies ~~Law~~Act, all transfers of Shares shall be effected by transfer in writing in the usual or common form or in such other form as the Board may accept provided always that it shall be in such a form prescribed by the HK Stock Exchange and may be under hand only or, if the transferor or transferee is a Clearing House (or its nominee(s)), under hand or by machine imprinted signature or by such other means of execution as the Board may approve from time to time.

- 41(c) Notwithstanding anything contained in these Articles, the Company shall as soon as practicable and on a regular basis record in the principal Register all removals of Shares effected on any branch Register and shall at all times maintain the principal Register and all branch Registers in all respects in accordance with the Companies Law Act.
- 62 ~~At all times during the Relevant Period other than the year of the Company's adoption of these Articles, the~~The Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; ~~and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next~~hold it within six months after the end of its financial year. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.
- 63 All general meetings other than annual general meetings shall be called extraordinary general meetings. 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 Article 71A, as a Hybrid Meeting or as an Electronic Meeting, as may be determined by the Board of Directors in its absolute discretion.

64

The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of any one or more Shareholders holding, at the date of deposit of the requisition, ~~not less than one tenth of the paid-up~~ 10% of the voting rights, on a one vote per share basis, in the share capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition or to add resolutions to a meeting agenda (if any) at general meeting. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may convene a Physical Meeting at only one location which will be the Principal Meeting Place, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

65(b)

in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% of the total voting rights at the meeting of all members of the Company, Save for an Electronic Meeting, the notice shall specify the place of the meeting and if there is more than one Meeting Location as determined by the Board pursuant to Article 71A, the principal place of the meeting (the "Principal Meeting Place"). 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 or where such details will be made available by the Company prior to the meeting.

- 68 For all purposes the quorum for a general meeting shall be two Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy or by two persons appointed by the Clearing House as authorised representatives and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.
- 71 Subject to Article 71C, tThe chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place (a Physical Meeting, a Hybrid Meeting or an Electronic Meeting) as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
- 71A (1) The Board of Directors 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 Locations") determined by the Board of Directors. Any ~~Member~~member or any proxy attending and participating in such way or any ~~Member~~member or proxy attending and participating in an Electronic Meeting~~electronic meeting~~ or a Hybrid Meeting~~hybrid meeting~~ by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.

- (2) All general meetings are subject to the following and, where applicable, all references to a “~~Member~~member” or “~~Member~~members” in this sub-paragraph (2) shall include a proxy or proxies respectively:
- (a) where a ~~Member~~member is attending a meeting at the 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;
 - (b) ~~Member~~Members present in person or by proxy at a Meeting Location and/or ~~Member~~members attending and participating in an ~~Electronic Meeting~~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 ~~m~~Members at all Meeting Locations and ~~m~~Members participating in an ~~Electronic Meeting~~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;

- (c) where ~~Member~~members attend a meeting by being present at one of the Meeting Locations and/or where ~~Member~~members participating in an Electronic Meeting~~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~~electronic meeting~~ or a Hybrid Meeting, the inability of one or more ~~Member~~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
- (d) 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 Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an Electronic Meeting~~electronic meeting~~, the time for lodging proxies shall be as stated in the notice for the meeting.

71B

The Board of Directors 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~~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~~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~~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.

71C

If it appears to the chairman of the general meeting that:

- (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 Article ~~715~~715A(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
- (b) in the case of an Electronic Meeting~~electronic meeting~~ or a Hybrid Meeting, electronic facilities being made available by the Company have become inadequate; or

71D

The Board of Directors and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board of Directors 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 identify to the 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 Article shall be final and conclusive and a person who refuses to comply with any such arrangement, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

71E

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 ~~P~~physical ~~M~~meeting, an ~~E~~lectronic ~~M~~meeting or a Hybrid Meeting) without approval from the ~~Member~~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 Article shall be subject to the following:

- (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);
- (b) when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board of Directors shall notify the ~~Member~~members of details of such change in such manner as the Board of Directors may determine;
- (c) when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 715, unless already specified in the original notice of the meeting, the Board of Directors shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the ~~Member~~members of such details in such manner as the Board of Directors 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 Articles not less than 48 hours before the time of the postponed meeting; and
- (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 ~~Member~~members.

71F

All persons seeking to attend and participate in an Electronic Meeting~~electronic meeting~~ or a Hybrid Meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 715C, 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.

- 71G Without prejudice to other provisions in Article 71~~5~~, a Pphysical Mmeeting 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.
- 76 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 Companies Act. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote, the chairman of the meeting shall determine the same, and such determination shall be final and conclusive.
- 78A All members must have the right to: (a) speak at a general meeting of the Company, and (b) vote at a general meeting except where a member is required, by the rules of the HK Stock Exchange, to abstain from voting to approve the matter under consideration.
- 79A ~~Where the Company has knowledge that any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.~~

- 92 (b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to speak and vote individually on a show of hands.
- 96 The number of Directors shall not be less than two (2). The Company shall keep at its Registered Office a register of its directors and officers in accordance with the Companies ~~Law~~Act.
- 104(b) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies ~~Law~~Act, the Company shall not directly or indirectly:

112

The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an ~~additional Director~~ addition to the existing Board but ~~so that~~ the number of Directors so appointed, together with other Directors, shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first next annual general meeting of the Company after his appointment and then be ~~subject to~~ eligible for re-elected at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the ~~next following annual~~ next first general meeting of the Company after his appointment and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

116

The Board may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular but subject to the provisions of the Companies ~~Law~~ Act, by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

119 The Directors shall cause a proper register to be kept, in accordance with the provisions of the Companies ~~Law~~Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with such provisions of the Companies ~~Law~~Act with regard to the registration of mortgages and charges as may be specified or required.

127 The business of the Company shall be managed by the Board who, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the Companies ~~Law~~Act expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Companies ~~Law~~Act and of these Articles and to any regulations from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

144 The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may, without prejudice to his right under any contract with the Company, be removed by the Board. Anything by the Companies ~~Law~~Act or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically on behalf of the Board.

145 The Secretary shall attend all meetings of the Shareholders 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 Companies ~~Law~~Act and these Articles, together with such other duties as may from time to time be prescribed by the Board.

- 146 A provision of the Companies ~~Law~~Act 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.
- 147(a) Subject to the Companies ~~Law~~Act, the Company shall have one or more Seals as the Board may determine, and may have a Seal for use outside the Cayman Islands. The Board shall provide for the safe custody of each Seal, and no Seal shall be used without the authority of the Board or a committee authorised by the Board in that behalf.
- 153(a) The Company in general meeting may, upon the recommendation of the Board, resolve to capitalise any sum standing to the credit of any of the Company's reserve accounts which are available for distribution (including its share premium account and capital redemption reserve fund, subject to the Companies ~~Law~~Act) and to appropriate such sums to the holders of Shares on the Register at the close of business on the date of the relevant resolution (or such other date as may be specified therein or determined as provided therein) in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of Dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid.

- 153(b) Subject to the Companies ~~Law~~Act, whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the reserves or profits and undivided profits resolved to be capitalised thereby, and attend to all allotments and issues of fully paid Shares, debentures, or other securities and generally shall do all acts and things required to give effect thereto. For the purpose of giving effect to any resolution under this Article, the Board may settle any difficulty which may arise in regard to a capitalisation issue as it thinks fit, and in particular may disregard fractional entitlements or round the same up or down and may determine that cash payments shall be made to any Shareholders in lieu of fractional entitlements or that fractions of such value as the Board may determine may be disregarded in order to adjust the rights of all parties or that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the Shareholders concerned, and no Shareholders who are affected thereby shall be deemed to be, and they shall be deemed not to be, a separate class of Shareholders by reason only of the exercise of this power. The Board may authorise any person to enter on behalf of all Shareholders interested in a capitalisation issue any agreement with the Company or other(s) providing for such capitalisation and matters in connection therewith and any agreement made under such authority shall be effective and binding upon all concerned. Without limiting the generality of the foregoing, any such agreement may provide for the acceptance by such persons of the Shares, debentures or other securities to be allotted and distributed to them respectively in satisfaction of their claims in respect of the sum so capitalised.
- 154 Subject to the Companies ~~Law~~Act and these Articles, the Company in general meeting may declare Dividends in any currency but no Dividends shall exceed the amount recommended by the Board.
- 156(a) No Dividend shall be declared or paid or shall be made otherwise than in accordance with the Companies ~~Law~~Act.

- 156(b) Subject to the provisions of the Companies ~~Law~~Act but without prejudice to paragraph (a) of this Article, where any asset, business or property is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) the profits and losses thereof as from such date may at the discretion of the Board in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company, and be available for Dividend accordingly. Subject as aforesaid, if any Shares or securities are purchased cum Dividend or interest, such Dividend or interest may at the discretion of the Board be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof or to apply the same towards reduction of or writing down the book cost of the asset, business or property acquired.
- 171 The Board shall make or cause to be made such annual or other returns or filings as may be required to be made in accordance with the Companies ~~Law~~Act.
- 172 The Board shall cause proper books of account to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place; and of the assets and liabilities of the Company and of all other matters required by the Companies ~~Law~~Act necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions.
- 174 No Shareholder (not being a Director) or other person shall have any right of inspecting any account or book or document of the Company except as conferred by the Companies ~~Law~~Act or ordered by a court of competent jurisdiction or authorised by the Board or the Company in general meeting.

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- (a) The Company shall at each annual general meeting appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting ~~on such terms and with such duties as may be agreed with the Board;~~ but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed at a subsequent general meeting of the Company. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. ~~The Board may fill~~In case of any casual vacancy in the office of Auditors, the Board shall as soon as practicable convene the extraordinary general meeting to fill the vacancy.~~but while any such vacancy continues the surviving or continuing 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 Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.~~of the Company.
- (b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by ~~Special~~Ordinary Resolution at any time before the expiration of the term of office of the Auditors and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of ~~the~~such term.

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The financial year end of the Company shall end of 31 March of each year or such other date as the Directors may determine. Subject to the Companies Act, the accounts of the Company shall be audited at least once in every year.

- 180(a) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the Companies ~~Law~~Act and the Listing Rules from time to time and subject to this Article, contained in an Electronic Communication. A notice calling a meeting of the Board need not be in writing.
- 180(b) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies ~~Law~~Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.
- 180(e) The Board may from time to time specify the form and manner in which a notice may be given to the Company by electronic means, including one or more addresses for the receipt of an Electronic Communication, and may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such Electronic Communication. Any notice may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Board.

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Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the eElectronic Communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a website shall be deemed to have been served or delivered on the day it was so published.

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Subject to the Companies ~~Law~~Act, a resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution.

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If the Company shall be wound up (in whatever manner) the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Companies ~~Law~~Act, divide among the Shareholders in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different classes of Shareholders and the Shareholders within each class. The liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of Shareholders as the liquidator, with the like sanction, shall think fit, but so that no Shareholder shall be compelled to accept any Shares or other assets upon which there is a liability.

195

The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the Companies ~~Law~~Act:

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The following provisions shall have effect at any time and from time to time provided that they are not prohibited by or inconsistent with the Companies ~~Law~~Act:

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CHINA RONGZHONG FINANCIAL HOLDINGS COMPANY LIMITED
中國融眾金融控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 03963)

NOTICE IS HEREBY GIVEN that an annual general meeting of China Rongzhong Financial Holdings Company Limited 中國融眾金融控股有限公司 (the “Company”) will be held at 2/F, J Plus, 35-45B Bonham Stand, Sheung Wan, Hong Kong on Monday, 31 October 2022 at 10:00 a.m. to transact the following ordinary business:

1. to receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditor of the Company for the year ended 31 March 2022;
2. to re-elect the following retiring directors of the Company and to authorise the board of directors of the Company (the “Board”) to fix their remuneration:
 - (a) Ms. Wong Jacqueline Yue Yee as a non-executive Director;
 - (b) Mr. Ng Wing Chung Vincent as an independent non-executive Director; and
 - (c) Mr. Yu Yang as an independent non-executive Director;
3. to re-appoint Moore Stephens CPA Limited as independent auditor of the Company and to authorize the Board to fix their remuneration;
4. to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

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

(c) for the purposes of this resolution:

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

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

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

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

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

“**THAT:**

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

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- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
- (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

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

- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

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

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

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

and, as special business, to consider and, if thought fit, pass the following resolution as a special resolution:

SPECIAL RESOLUTION

7. “**THAT:**
- (a) the proposed amendments to the memorandum and articles of association of the Company as set out in Appendix III to the circular of the Company dated 30 September 2022 (the “Amendments”) be and are hereby approved with immediate effect after the close of this meeting;
 - (b) the amended and restated memorandum and articles of association of the Company (incorporating the Amendments), a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification (the “Amended and Restated Memorandum and Articles of Association”) be and are hereby approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect after close of this meeting; and

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- (c) any one of the Directors be and is hereby authorised to do all such acts and things and execute and deliver all relevant documents for and on behalf of the Company as he/she considers necessary, desirable, appropriate or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Amendments and the Company's adoption of the Amended and Restated Memorandum and Articles of Association."

By order of the Board
China Rongzhong Financial Holdings Company Limited
Wong Emilie Hoi Yan
Executive Director

Hong Kong, 30 September 2022

Principal Place of Business in Hong Kong registered under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)

Unit 3901, 39/F
Tower One, Lippo Centre
89 Queensway
Hong Kong

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Notes:

1. A shareholder of the Company entitled to attend and vote at the above meeting (or at any adjournment of it) is entitled to appoint one or more proxies to attend and vote on his/her behalf. The proxy does not need to be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
2. A form of proxy in respect of the above meeting is enclosed. Whether or not you intend to attend the above meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed therein.
3. In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the above meeting (i.e not later than 10:00 a.m. on Saturday, 29 October 2022) or adjourned meeting (as the case may be).
4. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting or any adjournment thereof. In such event, the form of proxy shall be deemed to have been revoked.
5. Where there are joint holders of any share of the Company, any one of such holders may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such holders are present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder in whose name any share stands shall for this purpose be deemed joint holders hereof.
6. Information on the retiring directors of the Company is set out in Appendix II to the Company's circular dated 30 September 2022.
7. For the purposes of determining shareholders' eligibility to attend and vote at the above meeting, the register of members of the Company will be closed. Details of such closure are set out below:

Latest time to lodge transfer documents for registration: 4:30 p.m. on
Tuesday, 25 October 2022

Closure of register of members: Wednesday, 26 October 2022 to Monday,
31 October 2022 (both dates inclusive)

Record date: Monday, 31 October 2022

During the above closure period, no transfer of shares will be registered. To be eligible to attend and vote at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than the aforementioned latest time.

8. References to time and dates in this notice are to Hong Kong time and dates.