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

**If you have sold or transferred** all your shares in CR Construction Group Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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## **CR Construction Group Holdings Limited**

**華營建築集團控股有限公司**

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

**(Stock code: 1582)**

**PROPOSALS FOR**

**(i) RE-ELECTION OF DIRECTORS**

**(ii) RE-APPOINTMENT OF AUDITOR**

**(iii) GRANT OF GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES**

**(iv) DECLARATION OF FINAL DIVIDEND**

**(v) AMENDMENTS TO THE EXISTING MEMORANDUM AND  
ARTICLES OF ASSOCIATION AND ADOPTION OF  
THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “AGM”) of CR Construction Group Holdings Limited (the “Company”) to be held at Level 26, Standard Chartered Tower of Millennium No. 388 Kwun Tong Road, Kwun Tong, Kowloon on Friday, 23 June 2023 at 2:30 p.m. is set out on pages 44 to 49 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.cr-construction.com.hk](http://www.cr-construction.com.hk).

Whether or not you are able to attend the AGM, you are encouraged to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, 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 later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish, and in such event the form of proxy shall be deemed to be revoked.

13 April 2023

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Level 26, Standard Chartered Tower of Millennium No. 388 Kwun Tong Road, Kwun Tong, Kowloon on Friday, 23 June 2023 at 2:30 p.m., or any adjournment thereof, and the notice of which is set out on pages 44 to 49 of this circular
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Companies Act”	the Companies Act Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	CR Construction Group Holdings Limited (華營建築集團控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange under stock code 1582
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to extend the Issue Mandate by an amount representing the aggregate amount of Shares repurchased under the Repurchase Mandate
“Final Dividend”	the proposed final dividend of HK1.8 cents per Share for the year ended 31 December 2022 to the Shareholders whose names appear on the register of members of the Company at the close of business on Monday, 3 July 2023
“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 PRC

## DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and/or deal with Shares of not exceeding 20% of the aggregate number of issued Shares as at the date of passing of the relevant ordinary resolution granting the Issue Mandate
“Latest Practicable Date”	4 April, 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Date”	16 October 2019, being the date on which the Shares became listed and from which dealings therein commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company adopted on 17 September 2019 and effective on the Listing Date, as amended or supplemented from time to time
“New Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company proposed to be adopted by the Shareholders by special resolution at the AGM
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Director at the AGM to exercise the powers of the Company to repurchase Shares of not exceeding 10% of the aggregate number of the issued Shares as at the date of passing of the relevant ordinary resolution granting the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of the Company with nominal value of HK\$0.01 each in the share capital of the Company

## DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s) of the Company
“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 Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended from time to time
“%”	per cent.



**CR Construction Group Holdings Limited**

**華營建築集團控股有限公司**

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

**(Stock code: 1582)**

*Executive Directors:*

Mr. Guan Manyu (*Chairman*)  
Mr. Li Kar Yin  
Mr. Chan Tak Yiu

*Non-Executive Directors:*

Mr. Yang Haojiang  
Ms. Ding Shaojian  
Mr. Fan Jingbo

*Independent Non-Executive Directors:*

The Honourable Tse Wai Chun Paul *JP*  
Mr. Ho Man Yiu Ivan  
Mr. Lau Pak Shing  
Mr. Lai Yuk Fai Stephen *JP*

*Registered office in Cayman Islands:*

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

*Headquarters and principal place of  
business in Hong Kong:*

Units 3–16, 32/F.  
Standard Chartered Tower  
Millennium City 1  
388 Kwun Tong Road  
Kwun Tong  
Kowloon  
Hong Kong

13 April 2023

*To the Shareholders*

Dear Sirs

**PROPOSALS FOR**  
**(i) RE-ELECTION OF DIRECTORS**  
**(ii) RE-APPOINTMENT OF AUDITOR**  
**(iii) GRANT OF GENERAL MANDATES TO**  
**ISSUE AND REPURCHASE SHARES**  
**(iv) DECLARATION OF FINAL DIVIDEND**  
**(v) AMENDMENTS TO THE EXISTING MEMORANDUM AND**  
**ARTICLES OF ASSOCIATION AND ADOPTION OF**  
**THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to give you notice of the AGM and the information relating to the proposals for (i) the re-election of Directors; (ii) the re-appointment of the auditor of the Company; (iii) the grant of the Issue Mandate, the Repurchase Mandate and the Extension

## LETTER FROM THE BOARD

Mandate; (iv) the declaration of the Final Dividend; and (v) the amendments of the existing Memorandum and Articles of Association and adopting the New Memorandum and Articles of Association.

### 2. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Article 84(1) of the Articles of Association, Mr. Yang Haojiang, Mr. Ho Man Yiu Ivan and The Honourable Tse Wai Chun Paul *JP* will retire by rotation at the AGM and being eligible, shall offer themselves for re-election. Pursuant to Article 83(3) of the Articles of Association, Ms. Ding Shaojian and Mr. Fan Jinbo (who were appointed as non-executive Directors of the Company on 28 March 2023) and Mr. Lai Yuk Fai Stephen *JP* (who was appointed as an independent non-executive Director of the Company on 28 March 2023) will hold office until the AGM, and being eligible, shall offer themselves for re-election.

The re-election of retiring Directors has been reviewed by the Nomination Committee which recommended to the Board that such re-election be proposed for Shareholders' approval at the AGM. The nominations were made in accordance with the nomination policy of the Company and the objective criteria for the nominations including but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, with due regard for the benefits of diversity as set out under the Board diversity policy of the Company.

The Board has duly considered the composition of the members of the Board. In order to better achieve the objectives of the Board diversity policy, the Board has decided to propose the re-election of each of Mr. Yang Haojiang, Ms. Ding Shaojian and Mr. Fan Jinbo as a non-executive Director of the Company and each of Mr. Ho Man Yiu Ivan, The Honourable Tse Wai Chun Paul *JP* and Mr. Lai Yuk Fai Stephen *JP* as an independent non-executive Director of the Company at the AGM. The Board has confirmed that each of Mr. Ho Man Yiu Ivan, The Honourable Tse Wai Chun Paul *JP* and Mr. Lai Yuk Fai Stephen *JP* does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders, and does not hold any interests of the Company in any form. Accordingly, the Board has reasonable belief that each of Mr. Ho Man Yiu Ivan, The Honourable Tse Wai Chun Paul *JP* and Mr. Lai Yuk Fai Stephen *JP* is independent in accordance with the terms of the independence guidelines set out in Rule 3.13 of the Listing Rules.

In compliance with the requirements of code provision F.2.1 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, a separate ordinary resolution will be proposed at the AGM for the re-election of each retiring Director whether such retiring Director is a non-executive Director or an independent non-executive Director.

The particulars (as required under the Listing Rules) of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

## LETTER FROM THE BOARD

### 3. PROPOSED RE-APPOINTMENT OF AUDITOR

The Board proposes to re-appoint Ernst & Young as the auditor of the Company for the year ending 31 December 2023 and hold the office until the conclusion of the next annual general meeting of the Company. An ordinary resolution will also be proposed to authorise the Board to fix the auditor's remuneration for the ensuing year. Ernst & Young have indicated their willingness to be re-appointed as auditor of the Company for the said period.

### 4. PROPOSED GRANT OF THE ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

To ensure flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the Issue Mandate to issue Shares. At the AGM, an ordinary resolution will be proposed to grant the Directors the Issue Mandate to exercise the power of the Company to allot, issue and/or deal with Shares of not exceeding 20% of the aggregate number of issued Shares as at the date of passing of the relevant resolution granting the Issue Mandate.

As at the Latest Practicable Date, a total of 500,000,000 Shares were in issue. Subject to the passing of the proposed ordinary resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company after the Latest Practicable Date and prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 100,000,000 Shares.

At the AGM, an ordinary resolution will also be proposed to grant the Directors the Repurchase Mandate to exercise the powers of the Company to repurchase Shares of not exceeding 10% of the aggregate number of the issued Shares as at the date of passing of the relevant resolution granting the Repurchase Mandate. Pursuant to the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote in favour of or against the ordinary resolution regarding the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix II to this circular.

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the AGM providing that any Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the issued Shares as at the date of the grant of the Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the Issue Mandate.

The Issue Mandate and the Repurchase Mandate would expire on the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of Company is required by the Companies Act or any other applicable laws or the Articles of Association to be held; or (c) the revocation or variation by ordinary resolution(s) by the Shareholders in a general meeting prior to the next annual general meeting of the Company.

## LETTER FROM THE BOARD

### **5. ANNUAL GENERAL MEETING**

A notice convening the AGM is set out on pages 44 to 49 of this circular to consider the resolutions relating to, inter alia, (i) the proposed re-election of Directors; (ii) the proposed re-appointment of the auditor of the Company; (iii) the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (iv) the proposed declaration of the Final Dividend; and (v) the proposed amendments to the existing Memorandum and the Articles of Association and the proposed adoption of the New Memorandum and Articles of Association.

### **6. PROPOSED DECLARATION OF FINAL DIVIDEND**

As stated in the announcement issued by the Company dated 23 March, 2023 relating to the annual results of the Group for the year ended 31 December 2022, the Board recommends the payment of the Final Dividend of HK1.8 cents per Share for the year ended 31 December 2022 to the Shareholders whose names appear on the Company's register of members at the close of business on Monday, 3 July 2023. The Final Dividend is subject to the Shareholders' approval at the AGM and an ordinary resolution will be put to the Shareholders for voting at the AGM. Subject to the Shareholders' approval at the AGM, the Final Dividend is expected to be paid on or before Friday, 28 July 2023.

### **7. PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

In order to (i) bringing the Memorandum and Articles in line with the relevant requirements of the amendments made to the Listing Rules and the applicable laws of the Cayman Islands; (ii) providing greater flexibility to the Company in relation to conduct of general meetings by permitting the use of telephone, electronic, internet, on-line or other communication facilities by means of which all participants in a meeting are capable of communicating with each other simultaneously and instantaneously to enable hybrid/virtual general meetings to be held; and (iii) making other minor amendments to the Memorandum and Articles for corresponding as well as housekeeping changes, the Directors propose to amend the existing Memorandum and Articles of Association by adopting the New Memorandum and Articles of Association at the AGM, where a special resolution will be proposed to adopt the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

Details of the proposed amendments to the existing Memorandum and Articles of Association brought by the adoption of the New Memorandum and Articles of Association are set out in Appendix III to this circular. A special resolution will be proposed at the AGM to approve the adoption of New Memorandum and Articles of Association.

### **8. ACTIONS TO BE TAKEN**

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.cr-construction.com.hk](http://www.cr-construction.com.hk). Whether or not you are able to attend the AGM, you are encouraged to complete the form of proxy and return it to the Hong Kong share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting if you so wish, and in such event the form of proxy shall be deemed to be revoked.

## LETTER FROM THE BOARD

### 9. CLOSURE OF THE REGISTER OF MEMBERS

To ascertain the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 19 June 2023 to Friday, 23 June 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 16 June 2023.

The register of members of the Company will also be closed from Thursday, 29 June 2023 to Monday, 3 July 2023, both days inclusive, in order to determine the entitlement of the Shareholders who are entitled to receive the Final Dividend, during which no transfer of Shares shall be effected. In order to qualify for the entitlement of Final Dividend, all transfer of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged for registration with Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 28 June 2023.

### 10. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### 11. RECOMMENDATION

The Directors believe that, (i) the proposed re-election of Directors; (ii) the proposed re-appointment of the auditor of the Company; (iii) the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (iv) the proposed declaration of the Final Dividend; and (v) the proposed amendments to the existing Memorandum and the Articles of Association and the proposed adoption of the New Memorandum and Articles of Association are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
By order of the Board  
**CR Construction Group Holdings Limited**  
**Guan Manyu**  
*Chairman*

## APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The particulars (as required under the Listing Rules) of the Directors proposed to be re-elected at the AGM are set out as follows:

### NON-EXECUTIVE DIRECTORS

**Mr. YANG Haojiang** (“**Mr. Yang**”), aged 40, is a non-executive Director. He was appointed as a director of the Company on 20 July 2017, and was further appointed and designated as a non-executive Director on 5 September 2017. He is mainly responsible for providing strategic advice to our Group.

Mr. Yang has more than nine years of experience in the construction industry. In April 2010, he worked for Zhejiang Construction Investment Group Co., Ltd. as a research officer and was subsequently promoted to a senior project manager in January 2012 and an assistant manager in November 2014. Since September 2016, he has been serving as a deputy general manager in China Zhejiang Construction Group (H.K.) Limited.

Mr. Yang obtained a bachelor of information management and information system (信息管理與信息系統) from Zhejiang Gongshang University in the PRC in July 2005 and a master of business administration from University of Bridgeport in the United States in December 2007. As at the Latest Practicable Date, Mr. Yang was interested in 500,000 Shares, representing approximately 0.10% of the total issued shares capital of the Company. Mr. Yang entered into an appointment letter with the Company for a term of three years commencing from 16 October 2022, which may be terminated by no less than three months’ notice in writing served by either party on the other. He is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. For the year ended 31 December 2022, Mr. Yang received remuneration of approximately HK\$150,000, which is determined by the Board with regard to his duties and responsibilities within the Group and the recommendation made by the Remuneration Committee.

Save as disclosed above, Mr. Yang (i) does not hold any other positions with the Group; (ii) has not held any other directorships in listed public companies in Hong Kong or overseas for the last three years; and (iii) does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yang is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to his re-election as a non-executive Director and any other information in relation to Mr. Yang required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

**Ms. DING Shaojian** (“**Ms. Ding**”), aged 46, was appointed as a non-executive Director of the Company on 28 March 2023.

Ms. Ding is currently a director of China Zhejiang Construction Group (H.K.) Limited and Zhejiang Construction Group (H.K.) Holdings Limited. She currently works as a senior investment manager of Investment and Operation Department of the Overseas Department of Zhejiang Construction Investment Group Company Ltd. Ms. Ding graduated from Chongqing University in 2011 with a Bachelor degree in Construction Management with the emphasis in

## APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Engineering Cost Management. Ms. Ding obtained the qualification of Registered Senior Engineer (specialised in Construction Estimation) from Zhejiang Province Human Resources and Social Security Department in 2017.

There is no service contract entered into between the Company and Ms. Ding. She has entered into a letter of appointment with the Company, which is for an initial fixed term of three years commencing from March 28 2023, subject to retirement by rotation and re-election in accordance with the Company's Articles of Association and the Listing Rules. During Ms. Ding's tenure, her appointment may be terminated by either party giving the other not less than three months' notice. According to her term of appointment, no director's fee will be paid to Ms. Ding in respect of her appointment as a non-executive Director of the Company but she is entitled to the reimbursement of all reasonable out-of-pocket expenses incurred in relation to the discharge of her duties to the Company.

Save as disclosed above, Ms. Ding (i) does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not hold any other position within the Company or its subsidiaries; and (iii) did not hold in the last three years any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas. As at the Latest Practicable Date, Ms. Ding does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Ms. Ding is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to her re-election as a non-executive Director and any other information in relation to Ms. Ding required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

**Mr. FAN Jingbo** (“**Mr. Fan**”) aged 42, was appointed as a non-executive Director of the Company on 28 March 2023.

Mr. Fan is currently the director of China Zhejiang Construction Group (H.K.) Limited and Zhejiang Construction Group (H.K) Holdings Limited respectively. He currently serves as a senior finance manager of finance management department of the Overseas Department of Zhejiang Construction Investment Group Company Limited. Mr. Fan obtained the Bachelor degree in Accountancy from Zhejiang Gongshang University in 2003 and Bachelor degree in Civil Engineering from China University of Geosciences in 2013. Mr. Fan was admitted as a senior accountant by Human Resources and Social Security Department of Zhejiang Province in 2015. Mr. Fan has obtained First Class Construction Engineer Registration Certificate issued by Ministry of Housing and Urban-Rural Development, the People's Republic of China in 2021 and was admitted as a senior engineer by Human Resources and Social Security Department of Zhejiang Province in 2021.

There is no service contract entered into between the Company and Mr. Fan. He has entered into a letter of appointment with the Company, which is for an initial fixed term of three years commencing from March 28 2023, subject to retirement by rotation and re-election in accordance with the Company's Articles of Association and the Listing Rules. During Mr. Fan's tenure, his appointment may be terminated by either party giving the other not less than

## APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

three months' notice. According to his term of appointment, no director's fee will be paid to Mr. Fan in respect of his appointment as a non-executive Director of the Company but he is entitled to the reimbursement of all reasonable out-of-pocket expenses incurred in relation to the discharge of his duties to the Company.

Save as disclosed above, Mr. Fan (i) does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not hold any other position within the Company or its subsidiaries; and (iii) did not hold in the last three years any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas. As at the Latest Practicable Date, Mr. Fan does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Fan is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to his re-election as a non-executive Director and any other information in relation to Mr. Fan required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

### INDEPENDENT NON-EXECUTIVE DIRECTOR

**Mr. HO Man Yiu Ivan** (“**Mr. Ho**”), aged 65, was appointed as our independent non-executive Director on 17 September 2019. He is a member of each of the Audit Committee, Nomination Committee and Remuneration Committee. He is responsible for providing independent judgement on our strategy, performance, resources and standard of conduct. Mr. Ho has approximately 36 years of experience in the construction industry. From 1983 to 1986, he worked for the Housing Department of HKSAR Government as a graduate architect and later as an architect. From 1986 to 1987, he worked for Kumagai Design Ltd. Architects, Planners & Engineers as a project architect. From 1987 to 1989, he worked for Kumagai Gumi (HK) Ltd. At which his last position was a deputy project manager for the Bank of China Tower project. In September 1988, he served as a co-founder of Ivanho Architect Limited and, since then, has been serving as a director. Mr. Ho obtained a bachelor of arts in architectural studies and a bachelor of architecture from the University of Hong Kong in November 1981 and November 1983 respectively. He was a vice president of Hong Kong Institute of Architects from 2017 to 2018 and a vice president (local affairs) of Hong Kong Institute of Urban Design from 2014 to 2018. He is currently a director of Hong Kong Green Building Council, Chairman of the Governance and Quality Control Committee of Hong Kong Green Building Council, member of Harbourfront Commission (HC) and Chairman of the Hong Kong Task Force of Harbourfront Commission.

Mr. Ho entered into an appointment letter with the Company for a term of two years commencing from 16 October 2021, which may be terminated by either party giving not less than three months' written notice to the other party. He is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. For the year ended 31 December 2022, Mr. Ho received remuneration of approximately HK\$150,000, which is determined by the Board with regard to his duties and responsibilities within the Group and the recommendation made by the Remuneration Committee of the Company.

## APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above, Mr. Ho (i) does not hold any other positions with the Group; (ii) has not held any other directorships in listed public companies in Hong Kong or overseas for the last three years; (iii) does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company; and (iv) does not have any interests in the securities of the Company required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ho was not aware of any other matters relating to Mr. Ho that need to be brought to the attention of the Shareholders in relation to his re-election as an independent non-executive Director and any other information in relation to Mr. Ho required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

**The Honourable TSE Wai Chun Paul** *JP* (“**Mr. Tse**”), aged 64, was appointed as our independent non-executive Director on 17 September 2019. He is a member of each of the Audit Committee, Nomination Committee and Remuneration Committee. He is responsible for providing independent judgement on our strategy, performance, resources and standard of conduct. Mr. Tse has more than 33 years of experience in the legal field. He has worked as a barrister from October 1985 to July 1992 and as a solicitor from July 1992 to the present. From July 1992 to June 1993, he worked for Livasiri & Co. as an assistant solicitor. From July 1993 to January 1995, he worked for Terry Yeung & Lai, Solicitors as a consultant. From February 1995 to mid 1997, he worked for Wilfred K. H. Lam & Co. as a consultant. He founded Paul W. Tse, a solicitors firm in Hong Kong, in October 1997 and is currently a partner of Paul W. Tse. Mr. Tse obtained a bachelor of commerce and a bachelor of laws from the University of New South Wales in Australia in April 1984 and in May 1984, respectively. He obtained a master of laws in Chinese and comparative law from the City University of Hong Kong in November 1999 and a postgraduate certificate in laws from the University of Hong Kong in September 1985. Mr. Tse was called to the bar of New South Wales in July 1984. He was admitted as an advocate and solicitor in Singapore in February 1995. He was called to the bar in Hong Kong in October 1985. In September 1992, he was admitted as a solicitor in Hong Kong. He was also admitted as an associate member of The Australian Society of Certified Practising Accountants in March 1984 and a member of The Chartered Institute of Arbitrators in December 1999. Mr. Tse was appointed as a Justice of the Peace by the Government in July 2011 and is currently a member of the Legislative Council of Hong Kong and a district councilor of the Wan Chai District Council.

## APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Tse was a director of the following companies which were dissolved:

Name of company	Place of incorporation	Date of dissolution	Nature of dissolution	Nature of business before dissolution
Hong Kong Travel Industry Legal Rights Association Limited	Hong Kong	16 October 2015	Deregistration	Non-profit making travel trade association
A-bay Investment Holdings Co., Limited	Hong Kong	30 April 2015	Striking off	Investment holding
Chong Ding Landmark Limited	Hong Kong	14 September 2012	Striking off	Investment holding
Fung Lam Holdings Limited	Hong Kong	22 May 2015	Striking off	Investment holding
Golden Elephant Travel Company Limited	Hong Kong	20 December 2002	Striking off	Travel agent

Mr. Tse was a director of (i) A-bay Investment Holdings Co., Limited (“A-bay”); (ii) Chong Ding Landmark Limited (“Chong Ding”); (iii) Fung Lam Holdings Limited (“Fung Lam”); and (iv) Golden Elephant Travel Company Limited (“Golden Elephant”) which were dissolved by way of striking off. The nature of business of each of A-bay, Chong Ding, and Fung Lam before their dissolution was investment holding while that of Golden Elephant was travel agent. Mr. Tse confirmed that each of these companies no longer served any purpose nor had any operation before their dissolution. Therefore, Mr. Tse did not actively take part in maintaining each of them. As each of the above-mentioned companies was not in operation, they were struck off by the Registrar of Companies. Mr. Tse confirmed that the abovementioned companies were solvent at the time of dissolution and there was no wrongful act on his part leading to the dissolution of the companies.

Mr. Tse entered into an appointment letter with the Company for a term of two years commencing from 16 October 2021, which may be terminated by either party giving not less than three months’ written notice to the other party. He is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. For the year ended 31 December 2022, Mr. Tse received remuneration of approximately HK\$150,000, which is determined by the Board with regard to his duties and responsibilities within the Group and the recommendation made by the Remuneration Committee of the Company.

Save as disclosed above, Mr. Tse (i) does not hold any other positions with the Group; (ii) has not held any other directorships in listed public companies in Hong Kong or overseas for the last three years; (iii) does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company; and (iv) does not have any interests in the securities of the Company required to be disclosed pursuant to Part XV of the SFO.

## APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above, as at the Latest Practicable Date, Mr. Tse was not aware of any other matters relating to Mr. Tse that need to be brought to the attention of the Shareholders in relation to his re-election as an independent non-executive Director and any other information in relation to Mr. Tse required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

**Mr. LAI Yuk Fai Stephen JP** (“**Mr. Lai**”) aged 63, was appointed as an independent non-executive Director of the Company on 28 March 2023.

Mr. Lai retired from the position of managing director in April 2020 and was appointed as a consultant of Rider Levett Bucknall Limited for the period from April 2020 to 31 March 2023.

Mr. Lai obtained a Bachelor degree in Building Economics and Measurement from University of Aston, Birmingham, UK in 1984, a Master degree in E-Commerce for Executives from the Hong Kong Polytechnic University in 2002, and an Honorary Doctor of Science degree from University of Aston, Birmingham, UK in 2018.

He has been elected as professional associate of the Royal Institution of Chartered Surveyors in 1987, a fellow member of the Hong Kong Institute of Surveyors in 2001, and China Registered Cost Engineer. Mr. Lai is also a member of the Registered Professional Surveyor (Quantity Surveying Division), Hong Kong. He was a chairman of Quantity Surveying Division of the Hong Kong Institute of Surveyors from 2008 to 2009 and the president of The Hong Kong Institute of Surveyors from 2012–2013. He is currently a director of Hong Kong Green Building Council. He was elected as a member of the National Committee of the 13th Xuhui District, Shanghai of the Chinese People’s Political Consultative Conference in January 2023.

Mr. Lai’s appointment is for a term of two years commencing from 28 March 2023, subject to the directors’ retirement and re-election requirements under the articles of association of the Company and the Listing Rules. He is entitled to receive an annual director’s fee of HK\$300,000. As at the Latest Practicable Date, Mr. Lai does not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lai did not hold any other directorships in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He does not have any relationship with any director, substantial shareholder, controlling shareholders (as defined in the Listing Rules) or senior management of the Company. He also does not hold any other position within the Company or its subsidiaries.

Save as disclosed above, as at the Latest Practicable Date, there is no information about Mr. Lai that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters in connection with his re-election as an independent non-executive Director that need to be brought to the attention of the Shareholders.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision whether to vote in favour of or against the resolution to approve the grant of the Repurchase Mandate to the Directors.

## **SHARE CAPITAL**

As at the Latest Practicable Date, the number of issued Shares was 500,000,000 Shares of nominal value of HK\$0.01 each of which had been fully paid. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 50,000,000 Shares which represent 10% of the issued Shares during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Act or any other applicable laws or the Articles of Association to be held; or (iii) the revocation or variation by ordinary resolution(s) by the Shareholders in a general meeting prior to the next annual general meeting of the Company.

## **REASONS FOR AND FUNDING OF REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Directors may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make repurchases with profits of the Company or out of a new issuance of shares made for the purpose of the repurchase or, if authorised by the Articles of Association and subject to the Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles of Association and subject to the Companies Act, out of capital.

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

**GENERAL**

As at the Latest Practicable Date and, none of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules) had a present intention to sell any of the Shares to the Company or its subsidiaries, 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 Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) of the Company had notified the Company that he/she/it had a present intention to sell any Shares, or had undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

**TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, our Directors were not aware of any consequence that would arise under the Takeovers Code as a result of a repurchase pursuant to the Repurchase Mandate.

**SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

**SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the 12 calendar months immediately precedent the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest prices per Share <i>HK\$</i></b>	<b>Lowest prices per Share <i>HK\$</i></b>
<b>2022</b>		
April	0.51	0.475
May	0.5	0.425
June	0.47	0.425
July	0.47	0.425
August	0.51	0.435
September	0.5	0.43
October	0.445	0.405
November	0.455	0.41
December	0.495	0.41
<b>2023</b>		
January	0.55	0.465
February	0.56	0.48
March	0.53	0.415
April (up to the Latest Practicable Date)	0.47	0.445

## APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The following are the proposed amendments to the existing Memorandum and the existing Articles of Association.

*Note:* The New Memorandum and Articles of Association is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any discrepancy and inconsistency, the English version shall prevail.

### Proposed amendments (showing changes to the existing Memorandum of Association):

THE COMPANIES ~~LAW~~-ACT  
EXEMPTED COMPANY LIMITED BY SHARES  
AMENDED AND RESTATED  
MEMORANDUM OF ASSOCIATION

OF

CR Construction Group Holdings Limited  
華營建築集團控股有限公司

(Adopted by special resolution passed on ~~17 September 2019~~[●])

Clause before amendments	Clause after amendments
Clause 4  Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of the Companies Law (Revised).	Clause 4  Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of the Companies <del>Law</del> - <u>Act</u> (Revised).

**APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

Clause before amendments	Clause after amendments
<p>Clause 8</p> <p>The share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 Shares of par value HK\$0.01 each, with the power for the Company, insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the Companies Law (Revised) and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.</p>	<p>Clause 8</p> <p>The share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 Shares of par value HK\$0.01 each, with the power for the Company, insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the Companies <del>Law</del><u>Act</u> (Revised) and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.</p>
<p>Clause 9</p> <p>The Company may exercise the power contained in the Companies Law to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction.</p>	<p>Clause 9</p> <p>The Company may exercise the power contained in the Companies <del>Law</del><u>Act</u> to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction.</p>
<p>(New Clause)</p>	<p>Clause 10</p> <p><b><u>The financial year of the Company shall end on 31 December each year and shall begin on 1 January each year.</u></b></p>

**APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

**Proposed amendments (showing changes to the existing Articles of Association):**

The Companies ~~LAW ACT~~ (Revised)  
Company Limited by Shares

CR Construction Group Holdings Limited  
華營建築集團控股有限公司

~~(Conditionally adopted by pursuant to written special resolutions of the sole shareholder passed on [●] 17 September 2019 with effect from the date of the listing of the shares of the Company on the Stock Exchange of Hong Kong Limited)~~

THE COMPANIES ~~LAW ACT~~ (REVISED)  
COMPANY LIMITED BY SHARES

AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

CR Construction Group Holdings Limited  
華營建築集團控股有限公司

~~(Conditionally adopted by pursuant to written special resolutions of the sole shareholder passed on [●] 17 September 2019 with effect from the date of the listing of the shares of the Company on the Stock Exchange of Hong Kong Limited)~~

<b>Article before amendments</b>	<b>Article after amendments</b>
Article 1  The regulations in Table A in the Schedule to the Companies Law (Revised) do not apply to the Company.	Article 1  The regulations in Table A in the Schedule to the Companies <del>Law Act</del> (Revised) do not apply to the Company.

**APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

Article before amendments	Article after amendments
<p>Article 2 (1)</p> <p>...</p> <p>...</p> <p>...</p> <p>“Law” The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.</p> <p>...</p> <p>“ordinary resolution” a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59</p> <p>...</p> <p>“special resolution” a resolution shall be a special resolution when it has been passed by a majority of not less than three fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59.</p>	<p>Article 2 (1)</p> <p>...</p> <p><b><u>“Act” The Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.</u></b></p> <p>...</p> <p><del>“Law” The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.</del></p> <p>...</p> <p>“ordinary resolution” a resolution shall be an ordinary resolution when it has been passed by a simple majority of <del>votes</del> <b><u>voting rights</u></b> cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59</p> <p>...</p> <p>“special resolution” a resolution shall be a special resolution when it has been passed by a majority of not less than three fourths of <del>votes</del> <b><u>voting rights</u></b> cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59.</p>

**APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

Article before amendments	Article after amendments
<p>...</p> <p>“Statutes” the Law and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles.</p>	<p>...</p> <p>“Statutes” the <del>Law-Act</del> and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles.</p>
<p>Article 2 (2) (i)</p> <p>...</p> <p>Section 8 and Section 19 of the Electronic Transactions Law (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles</p>	<p>Article 2 (2) (i)</p> <p>...</p> <p>Section 8 and Section 19 of the Electronic Transactions <del>Law-Act (as amended 2003)</del> of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles; <b><u>and</u></b></p>
<p>(New Clause)</p>	<p>Article 2 (2) (j)</p> <p><b><u>subject to Article 10, the provisions of special resolutions and ordinary resolutions shall apply mutatis mutandis to any resolutions passed by the holders of any class of shares.</u></b></p>

**APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

Article before amendments	Article after amendments
<p>Article 3 (2)</p> <p>Subject to the Law, the Company’s Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Law. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law.</p>	<p>Article 3 (2)</p> <p>Subject to the <del>Law</del><u>Act</u>, the Company’s Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the <del>Law</del><u>Act</u>. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the <del>Law</del><u>Act</u>.</p>
<p>Article 4</p> <p>The Company may from time to time by ordinary resolution in accordance with the Law alter the conditions of its Memorandum of Association to:</p>	<p>Article 4</p> <p>The Company may from time to time by ordinary resolution in accordance with the <del>Law</del><u>Act</u> alter the conditions of its Memorandum of Association to:</p>
<p>Article 4 (d)</p> <p>sub divide its shares, or any of them, into shares of smaller amount than is fixed by the Company’s Memorandum of Association (subject, nevertheless, to the Law), and may by such resolution determine that, as between the holders of the shares resulting from such sub division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;</p>	<p>Article 4 (d)</p> <p>sub divide its shares, or any of them, into shares of smaller amount than is fixed by the Company’s Memorandum of Association (subject, nevertheless, to the <del>Law</del><u>Act</u>), and may by such resolution determine that, as between the holders of the shares resulting from such sub division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;</p>

**APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article before amendments</b>	<b>Article after amendments</b>
<p>Article 6</p> <p>The Company may from time to time by special resolution, subject to any confirmation or consent required by the Law, reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.</p>	<p>Article 6</p> <p>The Company may from time to time by special resolution, subject to any confirmation or consent required by the <del>Law</del> <u>Act</u>, reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.</p>
<p>Article 8 (1)</p> <p>Subject to the provisions of the Law and the Company’s Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Board may determine.</p>	<p>Article 8 (1)</p> <p>Subject to the provisions of the <del>Law-Act</del> and the Company’s Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Board may determine.</p>
<p>Article 8 (2)</p> <p>Subject to the provisions of the Law, the rules of any Designated Stock Exchange and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.</p>	<p>Article 8 (2)</p> <p>Subject to the provisions of the <del>Law-Act</del>, the rules of any Designated Stock Exchange and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.</p>

**APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

Article before amendments	Article after amendments
<p>Article 10</p> <p>Subject to the Law and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:</p>	<p>Article 10</p> <p>Subject to the <del>Law</del><u>Act</u> and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated <del>either</del> with the consent in writing of the holders of <del>not less than at least</del> <u>at least</u> three fourths <del>in nominal value</del> of the issued shares of that class, <u>or with the approval of a resolution passed by at least three-fourths of the votes cast by sanction of a special resolution passed at a separate general meeting of</u> the holders of the shares of that class <u>present and voting in person or by proxy at a separate meeting of such holders</u>. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:</p>
<p>Article 10 (a)</p> <p>the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum; and</p>	<p>Article 10 (a)</p> <p>the necessary quorum <del>(other than at an adjourned meeting)</del> shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy <del>not less than at least</del> <u>at least</u> one-third <del>in nominal value</del> of the issued shares of that class <del>and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum;</del> and</p>

**APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article before amendments</b>	<b>Article after amendments</b>
<p>Article 12 (1)</p> <p>Subject to the Law, these Articles, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount to their nominal value. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.</p>	<p>Article 12 (1)</p> <p>Subject to the <del>Law</del><b>Act</b>, these Articles, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount to their nominal value. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.</p>
<p>Article 13</p> <p>The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the Law. Subject to the Law, the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.</p>	<p>Article 13</p> <p>The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the <del>Law</del><b>Act</b>. Subject to the <del>Law</del><b>Act</b>, the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.</p>

**APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article before amendments</b>	<b>Article after amendments</b>
<p>Article 15</p> <p>Subject to the Law and these Articles, the Board may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Board considers fit to impose.</p>	<p>Article 15</p> <p>Subject to the <del>Law</del> <u>Act</u> and these Articles, the Board may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Board considers fit to impose.</p>
<p>Article 19</p> <p>Share certificates shall be issued within the relevant time limit as prescribed by the Law or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.</p>	<p>Article 19</p> <p>Share certificates shall be issued within the relevant time limit as prescribed by the <del>Law</del> <u>Act</u> or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.</p>

**APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article before amendments</b>	<b>Article after amendments</b>
<p>Article 44</p> <p>The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.</p>	<p>Article 44</p> <p>The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the <del>Law</del><u>Act</u> or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed <b><u>in accordance with the terms equivalent to the relevant section of the Companies Ordinance (Chapter 622 of the laws of Hong Kong)</u></b> at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.</p>

**APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article before amendments</b>	<b>Article after amendments</b>
<p>Article 46 (2)</p> <p>Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the Designated Stock Exchange that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Law in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the Designated Stock Exchange that are or shall be applicable to such listed shares.</p>	<p>Article 46 (2)</p> <p>Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the Designated Stock Exchange that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the <del>Law-Act</del> in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the Designated Stock Exchange that are or shall be applicable to such listed shares.</p>
<p>Article 48 (4)</p> <p>Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the Law.</p>	<p>Article 48 (4)</p> <p>Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the <del>Law-Act</del>.</p>

**APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article before amendments</b>	<b>Article after amendments</b>
<p>Article 49 (c)</p> <p>the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the Law or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and</p>	<p>Article 49 (c)</p> <p>the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the <del>Law</del> <b>Act</b> or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and</p>
<p>Article 56</p> <p>An annual general meeting of the Company shall be held in each year other than the year of the Company's adoption of these Articles (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles, unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board.</p>	<p>Article 56</p> <p>An annual general meeting of the Company shall be held in each <b>financial year and such annual general meeting shall be held within six months after the end of the Company's financial year</b><del>other than the year of the Company's adoption of these Articles (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles,</del> unless a longer period would not infringe the rules of the Designated Stock Exchange, if any,) at such time and place as may be determined by the Board.</p>

**APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article before amendments</b>	<b>Article after amendments</b>
<p>Article 57</p> <p>Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General meetings may be held in any part of the world as may be determined by the Board.</p>	<p>Article 57</p> <p>Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General meetings <del>may be held in any part of the world as may be determined by the Board or any class of members may be held,</del> <u>as shall be determined by the Board from time to time and from meeting to meeting, by any one or a combination of the following means:</u></p> <p>(i) <u>physical attendance; and</u></p> <p>(ii) <u>such telephone, electronic, internet, on-line or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously at and from one or more locations in Hong Kong or such other territory where any of the securities of the Company is listed on a stock exchange in that territory or such other jurisdictions as shall be determined by the Board or in accordance with such other arrangements as shall be determined by the Board,</u></p> <p><u>and participation in such a meeting by such means as shall be permitted by the Board shall constitute presence at such meetings. A failure (for any reason) of the telephone, electronic, internet, on-line or other communication facilities and any inability of any member to hear or be heard shall not affect the validity of the meeting or voting on any resolution or any other business that takes place at such meeting provided there is a quorum present throughout the meeting. The venue of a meeting shall be deemed to be the place as set out in the notice convening such meeting.</u></p>

**APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article before amendments</b>	<b>Article after amendments</b>
<p>Article 58</p> <p>The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>	<p>Article 58</p> <p>The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition <b><u>in aggregate</u></b> not less than one-tenth of the <b><u>paid-up voting rights (on a one vote per share basis) in the share capital of the Company</u></b> <del>carrying the right of voting at general meetings of the Company</del> shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board <b><u>and/or add resolutions to the agenda of a meeting</u></b> for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>
<p>Article 59 (1)</p> <p>An annual general meeting must be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:</p>	<p>Article 59 (1)</p> <p>An annual general meeting must be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the <del>Law</del><b><u>Act</u></b>, if it is so agreed:</p>

**APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article before amendments</b>	<b>Article after amendments</b>
<p>Article 61 (1) (d)</p> <p>appointment of Auditors (where special notice of the intention for such appointment is not required by the Law) and other officers; and</p>	<p>Article 61 (1) (d)</p> <p>appointment of Auditors (where special notice of the intention for such appointment is not required by the <del>Law-Act</del>) and other officers; and</p>
<p>Article 70</p> <p>All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the Law. In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.</p>	<p>Article 70</p> <p>All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the <del>Law-Act</del>. In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.</p>
<p>Article 73 (2)</p> <p>Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p>	<p>Article 73 (2)</p> <p><b><u>All Members of the Company (including a Member which is a clearing house (or its nominee(s))) shall have the right to (a) speak at a general meeting and (b) vote at a general meeting except where a Member is required by the rules of the Designated Stock Exchange to abstain from voting to approve the matter under consideration.</u></b></p> <p>Where <del>the Company has knowledge that</del> any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p>

**APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article before amendments</b>	<b>Article after amendments</b>
<p>Article 75</p> <p>Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise.</p>	<p>Article 75</p> <p>Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise <b><u>as if it were an individual Member present in person at any general meeting.</u></b></p>
<p>Article 81 (2)</p> <p>If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, where a show of hands is allowed, the right to vote individually on a show of hands.</p>	<p>Article 81 (2)</p> <p>If a clearing house (or its nominee(s)), being a corporation, is a Member, it may <b><u>appoint proxies or</u></b> authorise such persons as it thinks fit to act as its representatives, <b><u>who enjoy rights equivalent to the rights of other Members,</u></b> at any meeting of the Company <b><u>(including but not limited to general meetings and creditors meetings)</u></b> or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, <del>where a show of hands is allowed,</del> the right <b><u>to speak and vote individually on a show of hands or on a poll.</u></b></p>

**APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article before amendments</b>	<b>Article after amendments</b>
<p>Article 83 (2)</p> <p>Subject to the Articles and the Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.</p>	<p>Article 83 (2)</p> <p>Subject to the Articles and the <del>Law-Act</del>, the Company may by ordinary resolution elect any person to be a Director <u>(including a managing Director or other executive Director)</u><del>either to fill a casual vacancy on the Board, or as an addition to the existing Board.</del></p>
<p>Article 83 (3)</p> <p>The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</p>	<p>Article 83 (3)</p> <p>The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy <del>shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board or</del> as an addition to the existing Board shall hold office only until the <del>next first</del> following annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election.</p>

**APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article before amendments</b>	<b>Article after amendments</b>
<p>Article 90</p> <p>An alternate Director shall only be a Director for the purposes of the Law and shall only be subject to the provisions of the Law insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed in the alternative and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by Notice to the Company from time to time direct.</p>	<p>Article 90</p> <p>An alternate Director shall only be a Director for the purposes of the <del>Law-Act</del> and shall only be subject to the provisions of the <del>Law</del> <u>Act</u> insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed in the alternative and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by Notice to the Company from time to time direct.</p>

**APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article before amendments</b>	<b>Article after amendments</b>
<p>Article 98</p> <p>Subject to the Law and to these Articles, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatsoever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Article 99 herein.</p>	<p>Article 98</p> <p>Subject to the <del>Law</del> <b>Act</b> and to these Articles, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatsoever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Article 99 herein.</p>
<p>Article 101 (3) (c)</p> <p>to resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the Law.</p>	<p>Article 101 (3) (c)</p> <p>to resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the <del>Law</del> <b>Act</b>.</p>
<p>Article 107</p> <p>The Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the Law, to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.</p>	<p>Article 107</p> <p>The Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the <del>Law</del> <b>Act</b>, to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.</p>

**APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article before amendments</b>	<b>Article after amendments</b>
<p>Article 110 (2)</p> <p>The Board shall cause a proper register to be kept, in accordance with the provisions of the Law, of all charges specifically affecting the property of the Company and of any series of debentures issued by the Company and shall duly comply with the requirements of the Law in regard to the registration of charges and debentures therein specified and otherwise.</p>	<p>Article 110 (2)</p> <p>The Board shall cause a proper register to be kept, in accordance with the provisions of the <del>Law-Act</del>, of all charges specifically affecting the property of the Company and of any series of debentures issued by the Company and shall duly comply with the requirements of the <del>Law-Act</del> in regard to the registration of charges and debentures therein specified and otherwise.</p>
<p>Article 124 (1)</p> <p>The officers of the Company shall consist of at least one chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Law and these Articles.</p>	<p>Article 124 (1)</p> <p>The officers of the Company shall consist of at least one chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the <del>Law-Act</del> and these Articles.</p>
<p>Article 125 (2)</p> <p>The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Law or these Articles or as may be prescribed by the Board.</p>	<p>Article 125 (2)</p> <p>The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the <del>Law-Act</del> or these Articles or as may be prescribed by the Board.</p>
<p>Article 127</p> <p>A provision of the Law or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.</p>	<p>Article 127</p> <p>A provision of the <del>Law-Act</del> or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.</p>

**APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article before amendments</b>	<b>Article after amendments</b>
<p>Article 128</p> <p>The Company shall cause to be kept in one or more books at its Office a Register of Directors and Officers in which there shall be entered the full names and addresses of the Directors and Officers and such other particulars as required by the Law or as the Directors may determine. The Company shall send to the Registrar of Companies in the Cayman Islands a copy of such register, and shall from time to time notify to the said Registrar of any change that takes place in relation to such Directors and Officers as required by the Law.</p>	<p>Article 128</p> <p>The Company shall cause to be kept in one or more books at its Office a Register of Directors and Officers in which there shall be entered the full names and addresses of the Directors and Officers and such other particulars as required by the <del>Law-Act</del> or as the Directors may determine. The Company shall send to the Registrar of Companies in the Cayman Islands a copy of such register, and shall from time to time notify to the said Registrar of any change that takes place in relation to such Directors and Officers as required by the <del>Law-Act</del>.</p>
<p>Article 133</p> <p>Subject to the Law, the Company in general meeting may from time to time declare dividends in any currency to be paid to the Members but no dividend shall be declared in excess of the amount recommended by the Board.</p>	<p>Article 133</p> <p>Subject to the <del>Law-Act</del>, the Company in general meeting may from time to time declare dividends in any currency to be paid to the Members but no dividend shall be declared in excess of the amount recommended by the Board.</p>
<p>Article 134</p> <p>Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Law.</p>	<p>Article 134</p> <p>Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the <del>Law-Act</del>.</p>

**APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article before amendments</b>	<b>Article after amendments</b>
<p>Article 140</p> <p>All dividends or bonuses unclaimed for one (1) year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed. Any dividend or bonuses unclaimed after a period of six (6) years from the date of declaration shall be forfeited and shall revert to the Company. The payment by the Board of any unclaimed dividend or other sums payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof.</p> <p>App. 3 3(2)</p>	<p>Article 140</p> <p>All dividends or bonuses unclaimed for one (1) year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed. Any dividend or bonuses unclaimed after a period of six (6) years from the date of declaration shall be forfeited and shall revert to the Company. The payment by the Board of any unclaimed dividend or other sums payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof.</p> <p><del>App. 3 3(2)</del></p>
<p>Article 143 (1)</p> <p>The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided by the provisions of these Articles, the Board may apply the share premium account in any manner permitted by the Law. The Company shall at all times comply with the provisions of the Law in relation to the share premium account.</p>	<p>Article 143 (1)</p> <p>The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided by the provisions of these Articles, the Board may apply the share premium account in any manner permitted by the <del>Law</del><u>Act</u>. The Company shall at all times comply with the provisions of the <del>Law</del><u>Act</u> in relation to the share premium account.</p>
<p>Article 146</p> <p>The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the Law:</p>	<p>Article 146</p> <p>The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the <del>Law</del><u>Act</u>:</p>

**APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article before amendments</b>	<b>Article after amendments</b>
<p>Article 147</p> <p>The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the Law or necessary to give a true and fair view of the Company's affairs and to explain its transactions.</p>	<p>Article 147</p> <p>The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the <del>Law-Act</del> or necessary to give a true and fair view of the Company's affairs and to explain its transactions.</p>
<p>Article 152 (1)</p> <p>At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.</p>	<p>Article 152 (1)</p> <p>At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall <b>by ordinary resolution</b> appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.</p>
<p>Article 152 (2)</p> <p>The Members may, at any general meeting convened and held in accordance with these Articles, by special resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.</p>	<p>Article 152 (2)</p> <p>The Members may, at any general meeting convened and held in accordance with these Articles, by <del>special-ordinary</del> resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.</p>
<p>Article 153</p> <p>Subject to the Law the accounts of the Company shall be audited at least once in every year.</p>	<p>Article 153</p> <p>Subject to the <del>Law-Act</del> the accounts of the Company shall be audited at least once in every year.</p>

**APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article before amendments</b>	<b>Article after amendments</b>
<p>Article 154</p> <p>The remuneration of the Auditor shall be fixed by the Company in general meeting or in such manner as the Members may determine.</p>	<p>Article 154</p> <p>The remuneration of the Auditor shall be fixed by the <del>Company</del> <u>Members</u> in general meeting <u>by ordinary resolution</u> or in such manner as the Members may determine <u>in such ordinary resolution</u>.</p>
<p>Article 155</p> <p>If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.</p>	<p>Article 155</p> <p>If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, <u>subject to the compliance with the rules of the Designated Stock Exchange</u>, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed. <u>Any Auditor appointed by the Board pursuant to this Article shall hold office until the next annual general meeting and shall be eligible for re-election.</u></p>

**APPENDIX III NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

<b>Article before amendments</b>	<b>Article after amendments</b>
<p>Article 163 (2)</p> <p>If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the Law, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of properties of one kind or shall consist of properties to be divided as aforesaid of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.</p>	<p>Article 163 (2)</p> <p>If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the <del>Law</del> <u>Act</u>, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of properties of one kind or shall consist of properties to be divided as aforesaid of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.</p>

# NOTICE OF ANNUAL GENERAL MEETING



## CR Construction Group Holdings Limited

華營建築集團控股有限公司

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

**(Stock code: 1582)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of CR Construction Group Holdings Limited (the “**Company**”) will be held at Level 26, Standard Chartered Tower of Millennium No. 388 Kwun Tong Road, Kwun Tong, Kowloon on Friday, 23 June 2023 at 2:30 p.m. for the following purposes. Unless the context otherwise requires, terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 13 April 2023 (the “**Circular**”).

### ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiary for the year ended 31 December 2022, the report of the directors and the independent auditor’s report of the Company for the year ended 31 December 2022.
2. (a) To consider and approve, each as a separate resolution, the following resolutions in relation to the re-election of the directors of the Company (the “**Directors**”):
  - (1) to re-elect Mr. Yang Haojiang as a non-executive Director;
  - (2) to re-elect Ms. Ding Shaojian as a non-executive Director;
  - (3) to re-elect Mr. Fan Jingbo as a non-executive Director;
  - (4) to re-elect Mr. Ho Man Yiu Ivan as an independent non-executive Director;
  - (5) to re-elect The Honourable Tse Wai Chun Paul *JP* as an independent non-executive Director;
  - (6) to re-elect Mr. Lai Yuk Fai Stephen *JP* as an independent non-executive Director; and
- (b) To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.

## NOTICE OF ANNUAL GENERAL MEETING

3. To re-appoint Ernst & Young as the auditor of the Company and to authorise the Board to fix their remuneration.
4. To approve the recommended final dividend of HK1.8 cents per Share for the year ended 31 December 2022.
5. To consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

(A) “**THAT:**

- (i) subject to paragraph (iii) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with additional shares of HK\$0.01 each in the capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period 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;
- (iii) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (i) above, otherwise than pursuant to
  - (1) a Rights Issue (as defined below); or
  - (2) the exercise of any options granted under any share option scheme of the Company adopted from time to time in accordance with the Listing Rules; or
  - (3) any scrip dividend or similar arrangement providing for the allotment and issue 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 (the “**Articles of Association**”) in force from time to time; or
  - (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares,

## NOTICE OF ANNUAL GENERAL MEETING

shall not in total exceed 20% of the aggregate number of issued Shares as at the date of passing this resolution; and the approval in paragraph (i) shall be limited accordingly; and

(iv) for the purposes of this resolution:

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

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Act or any other applicable law of the Cayman Islands to be held; and
- (3) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares in the Company open for a period fixed by the Directors to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction applicable to the Company).”

(B) “**THAT**:

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Listing Rules, the Companies Act of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (ii) the aggregate number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (i) shall not exceed 10% of the aggregate number of issued Shares as at the date of the passing of this resolution (subject to adjustment in the case of subdivision or consolidation of Shares), and the authority pursuant to paragraph (i) of this resolution shall be limited accordingly; and
  - (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
  - (iv) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
    - (a) the conclusion of the next annual general meeting of the Company;
    - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Act or any other applicable law of the Cayman Islands to be held; and
    - (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
- (C) “**THAT** conditional on the passing of resolutions no. 5(A) and 5(B), the general mandate granted to the Directors pursuant to resolution no. 5(A) be and it is hereby extended by the addition to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate number of Shares repurchased by the Company pursuant to or in accordance with the authority granted under resolution no. 5(B), provided that such extended number shall not exceed 10% of the aggregate number of Shares in issue as at the date of the passing of this resolution (such aggregate number to be subject to adjustment in the case of subdivision or consolidation of Shares).”

## NOTICE OF ANNUAL GENERAL MEETING

### SPECIAL RESOLUTIONS

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

6. “**THAT** the existing amended and restated memorandum and articles of association of the Company be amended in the manner as set out in the circular of the Company dated 13 April 2023 (the “**Circular**”) and the new amended and restated memorandum and articles of association (the “**New Memorandum and Articles of Association**”) in the form of the document marked “A” and produced to the meeting and for the purpose of identification initialed by the chairman of the meeting, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect and that the directors, the company secretary and the registered office provider of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New Memorandum and Articles of Association, including but not limited to deal with all necessary filings in Hong Kong and the Cayman Islands in connection with the foregoing.”

By Order of the Board  
**CR Construction Group Holdings Limited**  
**Guan Manyu**  
*Chairman*

Hong Kong, 13 April 2023

*Notes:*

1. A member of the Company entitled to attend and vote at the AGM shall be entitled to appoint one or more proxies (if he is a holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the AGM and voting in person should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall stand alone be entitled to vote in respect thereof.
3. A form of proxy for the AGM is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, 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, as soon as possible and in any event not later than 48 hours before the time for holding the AGM or any adjourned meeting thereof.
4. To ascertain the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 19 June 2023 to Friday, 23 June 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer of shares 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 for registration not later than 4:30 p.m. on Friday, 16 June 2023.

## NOTICE OF ANNUAL GENERAL MEETING

5. To ascertain entitlement to the proposed final dividend, the register of members of the Company will also be closed from Thursday, 29 June 2023 to Monday, 3 July 2023, both days inclusive, in order to determine the entitlement of the Shareholders who are entitled to receive the final dividend, during which period no transfers of Shares shall be effected. In order to qualify for the entitlement of final dividend, all transfer of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged for registration with Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 28 June 2023.
6. Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
7. With regard to resolution no. 2 above, the particulars (as required under the Listing Rules) of the Directors who are proposed to be re-elected are set out in Appendix I to the Circular.
8. In respect of the resolution no. 5(A) above, the Directors wish to state that they have no immediate plans to issue any new Shares referred therein. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
9. In respect of resolution no. 5(B) above, the Directors wish to state that they will exercise the powers conferred by the Repurchase Mandate in circumstances which they deem appropriate and for the benefits of Shareholders. The explanatory statement containing the information necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the Circular.
10. As at the date of this notice, the Company has three executive directors, namely Mr. Guan Manyu, Mr. Li Kar Yin and Mr. Chan Tak Yiu; three non-executive directors, namely Mr. Yang Haojiang, Ms. Ding Shaojian and Mr. Fan Jingbo; and four independent non-executive directors, namely The Honourable Tse Wai Chun Paul *JP*, Mr. Ho Man Yiu Ivan, Mr. Lau Pak Shing and Mr. Lai Yuk Fai Stephen *JP*.