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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in **Canggang Railway Limited** (the “Company”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## **Canggang Railway Limited**

### **滄港鐵路有限公司**

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

**(Stock Code: 2169)**

**GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
RE-APPOINTMENT OF AUDITORS,  
PROPOSED FINAL DIVIDEND,  
PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular, unless the context otherwise requires.

A letter from the Board is set out on pages 4 to 9 of this circular. A notice convening the AGM to be held at Conference Room, Building No. 1, 6th Yudai Road, Haidian District, Beijing, the People’s Republic of China on 16 June 2023, at 10:30 a.m. is set out on pages 10 to 14 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend and vote in person at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. on or before 10:30 a.m. on 14 June 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) if you wish. If you attend and vote at in person the AGM, the authority of your proxy will be revoked.

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

21 April 2023

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Conference Room, Building No. 1, 6th Yudai Road, Haidian District, Beijing, the PRC on 16 June 2023 at 10:30 a.m. or any adjournment thereof (as the case may be), the notice of which is set out on pages 10 to 14 of this circular
“Articles of Association”	the amended and restated articles of association of the Company adopted on 16 June 2020 and as amended, supplemented and otherwise modified from time to time
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to buy-back Shares up to a maximum of 10% of the total number of issued Shares as at the date of the passing of the relevant resolution
“China” or “PRC”	the People’s Republic of China, and for the purposes of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Company”	Canggang Railway Limited (滄港鐵路有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 19 October 2018
“Canggang Company”	Cangzhou Canggang Railway Co., Ltd.* (滄州滄港鐵路有限公司) (previously known as Huanghua Jinghai Logistics Co., Ltd. (黃驊京海物流有限公司)), a limited liability company established under the laws of the PRC on 22 October 2009 and a wholly-owned subsidiary of the Company
“Director(s)”	the director(s) of the Company
“Existing Articles of Association”	the amended and restated articles of association of the Company adopted by a special resolution dated 16 June 2020
“Group”, “our Group”, “we” or “us”	the Company and its subsidiaries

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## DEFINITIONS

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“HK\$” and “HK cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with additional Shares up to a maximum of 20% of the total number of issued Shares as at the date of the passing of the relevant resolution
“Jinghai BVI”	Jinghai Group Investment Limited (京海集團投資有限公司), a company incorporated in the British Virgin Islands with limited liability on 12 October 2018 and wholly owned by Mr. Liu Yongliang
“Latest Practicable Date”	14 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	23 October 2020, being the date of the listing of the Shares on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Articles of Association”	the second amended and restated articles of association of the Company proposed to be adopted at the AGM incorporating and consolidating the Proposed Amendments
“Nomination Committee”	the nomination committee of the Company
“Proposed Amendments”	the proposed amendments to the Existing Articles of Association as set out in Appendix III to this circular
“Remuneration Committee”	the remuneration committee of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission, as amended from time to time
“%”	per cent

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## LETTER FROM THE BOARD

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### Canggang Railway Limited 滄港鐵路有限公司

(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 2169)

*Executive Directors:*

Mr. Liu Yongliang (*Chairman*)  
Mr. Yi Weiming (*Chief Executive Officer*)

*Non-executive Directors:*

Mr. Xu Zhihua  
Mr. Qin Shaobo

*Independent Non-executive Directors:*

Mr. Liu Changchun  
Mr. Zhao Changsong  
Ms. Lyu Qinghua

*Registered office:*

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

*Principal place of business in Hong Kong:*

5/F, Manulife Place  
348 Kwun Tong Road  
Kowloon  
Hong Kong

21 April 2023

*To the Shareholders*

Dear Sir or Madam

**GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
RE-APPOINTMENT OF AUDITORS,  
PROPOSED FINAL DIVIDEND,  
PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

The primary purpose of this circular is to provide you with information and to seek your approval of the resolutions regarding (i) the proposed grant of each of the Issue Mandate and the Buy-back Mandate; (ii) the proposed re-election of retiring Directors; (iii) the proposed re-appointment of auditors; (iv) the proposed final dividend; and (v) proposed adoption of the New Articles of Association at the AGM, and to give you the notice of the AGM.

#### **ISSUE MANDATE**

At the annual general meeting of the Company held on 22 June 2022, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to grant the Directors the Issue Mandate, and authorise the extension of the Issue Mandate to issue and allot the Shares bought-back by the Company under the Buy-back Mandate. Pursuant to the

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## LETTER FROM THE BOARD

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Issue Mandate, the Shares which may be issued and allotted is limited to a maximum of 20% of the aggregate number of Shares at the date of passing of the resolution approving the Issue Mandate. As at the Latest Practicable Date, a total of 1,000,000,000 Shares are in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no further Shares will be issued or bought-back by the Company prior to the AGM, the Directors will be authorised to issue a maximum of 200,000,000 Shares under the Issue Mandate.

In addition, it is further proposed, by way of a separate ordinary resolution, that the Issue Mandate be extended so that the Directors be given a general mandate to issue further number of Shares equal to the total number of Shares bought-back under the Buy-back Mandate.

The Issue Mandate, if granted, will continue in force until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable laws or the Articles of Association; or (iii) the revocation or variation of such authority by an ordinary resolution passed at a general meeting of the Company.

### **BUY-BACK MANDATE**

At the annual general meeting of the Company held on 22 June 2022, a general mandate was granted to the Directors to buy-back Shares. Such mandate will lapse at the conclusion of the AGM. In order to give the Company the flexibility to buy-back Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to grant the Directors the Buy-back Mandate. The purpose of the Buy-back Mandate is to provide the Board with a mandate to buy-back the Shares not exceeding 10% of the aggregate number of Shares in issue as at the date of passing the resolution approving the Buy-back Mandate. As at the Latest Practicable Date, a total of 1,000,000,000 Shares are in issue. Subject to the passing of the proposed resolution granting the Buy-back Mandate to the Directors and on the basis that no further Shares will be issued or bought-back by the Company prior to the AGM, the Directors will be authorised to buy-back a maximum of 100,000,000 Shares under the Buy-back Mandate.

The Buy-back Mandate, if granted, will continue in force until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable laws or the Articles of Association; or (iii) the revocation or variation of such authority by an ordinary resolution passed at a general meeting of the Company.

As required under the Listing Rules, an explanatory statement providing the requisite information regarding the Buy-back Mandate is set out in Appendix I to this circular.

### **RE-ELECTION OF THE RETIRING DIRECTORS**

According to Article 84(1) of the Articles of Association, at each annual general meeting, one third of the Directors for the time being (or, if their number is not three or a multiple of three, the number nearest to but not less than one third), shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

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## LETTER FROM THE BOARD

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By virtue of Article 84(1) of the Articles of Association, Mr. Xu Zhihua, Mr. Liu Changchun and Mr. Zhao Changsong will retire at the AGM, and being eligible, offer themselves for re-election as Directors. Biographical information of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

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

Mr. Liu Changchun and Mr. Zhao Changsong, the independent non-executive Directors, attended all the meetings of the Board and the Board committees held in the past years and the current financial year. Details of the attendance records are set out in the corporate governance report of the Company. Mr. Liu and Mr. Zhao have remained responsible for their performance functions and discharged their duties to the Company through active participation on the Board and by bringing balance of views as well as knowledge, experience and expertise. Mr. Liu and Mr. Zhao have confirmed that they will continue to devote sufficient time for the discharge of their functions and responsibilities as the independent non-executive Directors. With their background and experience as set out in Appendix II to this circular, Mr. Liu and Mr. Zhao are fully aware of the responsibilities and expected time involvements in the Company. Based on the foregoing, the Board believes that Mr. Liu's and Mr. Zhao's positions outside the Company will not affect them in maintaining current roles in, and their functions and responsibilities for, the Company.

### RE-APPOINTMENT OF AUDITORS

KPMG will retire as the auditors of the Company at the AGM and being eligible, offer themselves for reappointment.

The Board, upon the recommendation of the Audit Committee, proposed to re-appoint KPMG as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

### PROPOSED FINAL DIVIDEND

On 23 March 2023, the Board recommended the payment of a final dividend of RMB2.8 cents per Share for the year ended 31 December 2022 (the "Final Dividend") to the Shareholders whose names appear on the register of members of the Company on Wednesday, 27 June 2023, subject to approval by the Shareholders at the AGM. The Final Dividend will be payable on or around Friday, 28 July 2023.



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## LETTER FROM THE BOARD

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### **PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION**

On 1 January 2022, the Listing Rules were amended by, among others, adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the Listing Rules. The Board proposes to make certain amendments to the Existing Articles of Association and to (i) conform to the said core standards for shareholder protections; (ii) incorporate certain housekeeping changes; and (iii) allow general meetings to be held as electronic meeting or a hybrid meeting. The Board also proposes to adopt the New Articles of Association in substitution for, and to the exclusion of, the Existing Articles of Association. Details of the Proposed Amendments are set out in Appendix III to this circular. Subject to the approval of the Shareholders by way of a special resolution at the AGM, the Proposed Amendments and the adoption of the New Articles of Association will take effect from the conclusion of the AGM.

The Company has been advised by its legal advisers that the Proposed Amendments and the New Articles of Association conform with the requirements of the Listing Rules, where applicable, and the applicable laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

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

The notice of the AGM is set out on pages 10 to 14 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the general meeting must be taken by poll except where, the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. Pursuant to Article 66 of the Articles of Association, all resolutions put to the vote at the general meeting will be taken by poll. The poll results will be published on the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) and on the Company's website ([www.czcgtl.com](http://www.czcgtl.com)).

A form of proxy for use at the AGM is enclosed herewith and published on the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.czcgtl.com](http://www.czcgtl.com)). Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. on or before 10:30 a.m. on 14 June 2023) or any adjournment thereof (as the case maybe). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish. If you attend and vote at the AGM, the authority of the proxy will be revoked.

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## LETTER FROM THE BOARD

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### **CLOSURE OF REGISTER OF MEMBERS**

#### **For Determining the Eligibility to Attend and Vote at the AGM**

To determine the entitlement of the Shareholder to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 13 June 2023 to Friday, 16 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 share documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Monday, 12 June 2023.

#### **For Determining the Eligibility to the Final Dividend**

To determine the entitlement of the Shareholder to receive the Final Dividend, subject to the Shareholders' approval on the Final Dividend at the AGM, the register of members of the Company will also be closed from Friday, 23 June 2023 to Tuesday, 27 June, 2023 (both days inclusive), during which period no transfer of shares will be registered. In order to be eligible to receive the Final Dividend, all transfer share documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 21 June 2023.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board believes that the proposed resolutions referred to in this circular and the notice of AGM are in the best interests of the Company as well as the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders should vote in favour of all resolutions to be proposed at the AGM.

### GENERAL

In case of any discrepancies between the Chinese and English versions of this circular, the English version shall prevail.

Yours faithfully  
On behalf of the Board  
**Canggang Railway Limited**  
**Liu Yongliang**  
*Chairman*

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## NOTICE OF ANNUAL GENERAL MEETING

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### Canggang Railway Limited

### 滄港鐵路有限公司

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

**(Stock Code: 2169)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Canggang Railway Limited (the “**Company**”) will be held at Conference Room, Building No. 1, 6th Yudai Road, Haidian District, Beijing, the People’s Republic of China on 16 June 2023 at 10:30 a.m. for the following purposes:

#### AS ORDINARY RESOLUTIONS

1. To receive and approve the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2022;
2. To declare a final dividend of RMB2.8 cents per share for the year ended 31 December 2022;
3. Each as a separate resolution:
  - (a) To re-elect Mr. Xu Zhihua as a non-executive Director.
  - (b) To re-elect Mr. Liu Changchun as an independent non-executive Director.
  - (c) To re-elect Mr. Zhao Changsong as an independent non-executive Director.
  - (d) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint KPMG as the auditors of the Company and to authorise the Board to fix their remuneration;
5. To consider and, if thought fit, pass the following resolution, with or without modification, as an ordinary resolutions:

**“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and otherwise deal with additional shares of the Company (the “**Shares**”) (including the issue of any securities convertible into Shares, options and awards, warrants or similar rights to subscribe for any Shares), and to make, grant, sign or execute offers, agreements or options and awards which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and it is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make, grant, sign or execute offers, agreements or options and awards which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted and issued, whether pursuant to an option and award, or otherwise, by the Directors pursuant to the approval in this resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as defined in paragraph (d) below); or
  - (ii) the exercise of any rights of subscription or conversion under any warrants of the Company or any securities which are convertible into Shares; or
  - (iii) any issue of Shares under the share scheme of the Company at any time under the Listing Rules; or
  - (iv) scrip dividends or under similar arrangement providing for the allotment and issuance of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or
  - (v) any specific authority granted by the shareholders of the Company,

shall not exceed 20% of the aggregate number of the Shares in issue as at the date of passing of this resolution, and the said approval pursuant to paragraph (a) above shall be limited accordingly;

- (d) for the purpose of this resolution:

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

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

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## NOTICE OF ANNUAL GENERAL MEETING

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“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options and awards or other securities giving rights to subscribe for Shares 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 of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange outside Hong Kong).”

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

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to buy-back Shares or securities convertible into Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, in accordance with all applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares and securities convertible into Shares which may be bought-back by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of the Shares in issue as at the date of passing of this resolution and the said approval pursuant to paragraph (a) above shall be limited accordingly;
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable laws or the articles of association of the Company; or
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** subject to the passing of the resolutions numbered 5 and 6 above, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares pursuant to the resolution numbered 5 above be and 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 such general mandate of an amount representing the aggregate number of the Shares bought-back by the Company under the authority granted pursuant to the resolution numbered 6 above, provided that such number of Shares shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares after the date of passing of this resolution).”

### AS SPECIAL RESOLUTION

8. To consider and, if thought fit, to pass (with or without amendments) the following resolution as special resolution:

“**THAT:**

- a. the proposed amendments (the “**Proposed Amendments**”) to the existing amended and restated articles of association of the Company (the “**Existing Articles**”), the details of which are set forth in Appendix III to the circular of the Company dated 21 April 2023, be and are hereby approved;
- b. the second amended and restated articles of association of association of the Company (incorporating the Proposed Amendments) (the “**New Articles of Association**”) in the form of the document marked “A” and produced to this meeting and for the purpose of identification initialed by the chairman of the meeting, be and is hereby approved and adopted in substitution for, and to the exclusion of, the Existing Articles with immediate effect; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- c. any one director, secretary or registered office provider of the Company be and is hereby authorized to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Articles of Association and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

By order of the Board  
**Canggang Railway Limited**  
**Liu Yongliang**  
*Chairman*

Hong Kong, 21 April 2023

*Notes:*

1. Any member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto to, but if more than one of such joint holders are present at the AGM, personally or by proxy, that one of the said person so present whose name stands first in the register in respect of such Share shall alone be entitled to vote in respect thereof.
3. To determine the entitlement of the Shareholder to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 13 June 2023 to Friday, 16 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 share documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Monday, 12 June 2023.
4. To determine the entitlement of the Shareholder to receive the proposed final dividend, subject to the Shareholders’ approval on the proposed final dividend at the AGM, the register of members of the Company will also be closed from Friday, 23 June 2023 to Tuesday, 27 June, 2023 (both days inclusive), during which period no transfer of shares will be registered. In order to be eligible to receive the proposed final dividend, all transfer share documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 21 June 2023.
5. To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the AGM (i.e. on or before 10:30 a.m. on 14 June 2023) or any adjourned meeting (as the case maybe).
6. Completion and delivery of the form of proxy will not preclude members from attending and voting in person at the AGM or adjourned meeting (as the case maybe), and in such event, the form of proxy shall be deemed to be revoked.
7. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, the Board comprises Mr. Liu Yongliang and Mr. Yi Weiming as the executive Directors; Mr. Xu Zhihua and Mr. Qin Shaobo as the non-executive Directors; and Mr. Liu Changchun, Mr. Zhao Changsong and Ms. Lyu Qinghua as the independent non-executive Directors.*



This appendix serves as an explanatory statement, as required by the Rule 10.06 of the Listing Rules, to provide you with the requisite information as to the proposed Buy-back Mandate.

**Listing rules**

This explanatory statement contains the information required by the Listing Rules, which provide that all buy-backs of securities by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate to the directors of the company to make such buy-backs or by specific approval in relation to specific transactions.

It is proposed that the Buy-back Mandate will authorise the buy-back by the Company of up to 10% of the Shares in issue as at the date of passing the relevant resolution. As at the Latest Practicable Date, the number of Shares in issue was 1,000,000,000. On the basis of 1,000,000,000 Shares in issue and assume that no further Shares will be issued or bought-back after the Latest Practicable Date and up to the date of passing the resolution approving the Buy-back Mandate, the Company would be authorised to buy-back a maximum of 100,000,000 Shares during the period pursuant to the Buy-back Mandate.

**Reasons for Buy-backs**

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to buy-back Shares on the market. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings (in each case on a per Share basis) and will only be made when it is believed that such buy-back will benefit the Company and the Shareholders.

**Funding for and effects of Buy-backs**

In buying-back the Company's securities, the funds would be financed from internal resources of the Company and would be legally available for the purpose in accordance with the Articles of Association and other applicable laws of the Cayman Islands. Any Shares bought-back pursuant to the Buy-back Mandate must be fully paid-up.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its latest published audited financial statements for the year ended 31 December 2022) in the event that the Buy-back Mandate is exercised in full. However, it is not proposed to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements and gearing level of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

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**APPENDIX I**                      **EXPLANATORY STATEMENT OF THE BUY-BACK MANDATE**

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**Share Prices**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each calendar month in the previous 12 months up to the Latest Practicable Date were as follows:

<b>Year</b>	<b>Month</b>	<b>Shares</b>		
		<b>Highest Price per Share</b>	<b>Lowest Price per Share</b>	
		<i>HK\$</i>	<i>HK\$</i>	
2022	April	2.26	1.73	
	May	2.29	1.66	
	June	2.38	1.98	
	July	2.20	1.25	
	August	1.97	1.44	
	September	2.35	1.75	
	October	2.29	2.00	
	November	4.30	2.03	
	December	4.08	3.00	
	2023	January	4.30	3.45
		February	4.09	2.98
		March	3.22	1.50
April (up to and including the Latest Practicable Date)		3.05	2.49	

No buy-back of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

**Undertaking**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**Effect of the Takeovers Code**

If on exercise of the powers of buy-back pursuant to the Buy-back 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. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) 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, to the best of the knowledge and belief of the Company, Jinghai BVI held 657,975,000 Shares, representing 65.8% of the issued share capital of the Company. Jinghai BVI is a controlled corporation of Mr. Liu Yongliang, the chairman of the Board and an executive Director. Assuming that there would not be any change in the issued share capital of the Company and Jinghai BVI will not dispose of nor acquire any Shares, if the Buy-back Mandate was exercised in full, the shareholding of Jinghai BVI would be increased to approximately 73.1% of the issued share capital of the Company. Therefore, that an exercise of the Buy-back Mandate in full would not result in an obligation on Jinghai BVI to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as discussed above, the Directors are not aware of any consequences which will arise from the exercise in full of the Buy-back Mandate under the Takeovers Code.

The Directors have no intention to exercise the Buy-back Mandate to such an extent that would result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25% as required under the Listing Rules.

#### **Intention to sell Shares**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates have any present intention to sell any Shares to the Company or its subsidiaries if the Buy-back Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any Shares held by him/her to the Company in the event that the Buy-back Mandate is granted.

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**APPENDIX II      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM**

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The details of the retiring Directors who are eligible for re-election at the AGM are set out below:

**Mr. Xu Zhihua (徐志華) (with former name as Xu Zhihua (徐智華)), (“Mr. Xu”) aged 71**

Mr. Xu was appointed as a non-executive Director of the Company on 20 September 2019 and a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee with effect from 23 October 2020. Mr. Xu has more than 13 years of experience in railway transportation and logistics services. Mr. Xu has been an executive director of Cangzhou Chengyu Railway Company Limited since November 2007. He is responsible for providing opinion and judgment to our Board.

Mr. Xu graduated from Jilin University (吉林大學) in Jilin Province, the PRC with a junior college degree in political science in October 1988. Mr. Xu was awarded as the “Labor Model of the Logistics Industry in China (全國物流行業勞動模範)” by Human Resources and Social Security Department (人力資源和社會保障部) and China Federation of Logistics & Purchasing (中國物流與採購聯合會) in December 2011.

The following table shows the relevant work experience of Mr. Xu:

<b>Period</b>	<b>Company</b>	<b>Last Position</b>	<b>Roles and Responsibilities</b>
March 1992 to December 1998	China Jilin International Economic and Technical Cooperation Co., Ltd., Tianjin Branch*	General manager	In charge of overall operation and management
December 1998 to November 2004	Tianjin Bonded Area Jinbichang Industrial Development Co., Ltd.*	Chairman of the board	In charge of overall management and strategic planning
November 2004 to November 2007	Tianjin Dongfang Xinghua Property Investment Co., Ltd.*	Manager	In charge of overall operation and management
November 2007 to present	Cangzhou Chengyu Railway Company Limited*	Executive director	Provide opinion and judgment to the Board
20 September 2019 to present	Canggang Railway Limited	Non-executive director	Provide opinion and judgment to the Board

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**APPENDIX II      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM**

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Mr. Xu has entered into a letter of appointment with the Company for an initial fixed term of three years commencing from the Listing Date, renewable automatically for successive terms of three years each commencing from the day next after the expiry of the then current term of appointment, unless terminated by not less than three months' notice in writing served by either party. He is entitled to an annual director's fee of RMB50,000 determined by the Board and the Remuneration Committee with reference to his duties and level of responsibilities and the remuneration policy of the Company and the prevailing market conditions.

Mr. Xu has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He also does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Xu does not have relationship with any Directors, senior management or other substantial shareholders of the Company for the purpose of the Listing Rules.

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**APPENDIX II      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM**

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**Mr. Liu Changchun (劉長春) (“Mr. CC Liu”), aged 64**

Mr. CC Liu was appointed as an independent non-executive Director of the Company on 20 September 2019 and the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee with effect from 23 October 2020. Mr. CC Liu has more than 22 years experiences in energy industry. He is responsible for overseeing management independently and providing independent advice to our Board.

Mr. CC Liu graduated from the Harbin Normal University\* (哈爾濱師範大學) in Heilongjiang Province, the PRC with a bachelor’s degree in Chinese language and literature education in December 1999 (through long distance learning). Mr. CC Liu completed a postgraduate course in corporate management from Capital University of Economics and Business (首都經濟貿易大學) in Beijing, the PRC in November 2002. Mr. CC Liu received the certificate of senior economist in February 2004 from the General Equipment Department of the People’s Liberation Army (中國人民解放軍人民總裝備部).

The following table shows the relevant work experience of Mr. CC Liu:

<b>Period</b>	<b>Company</b>	<b>Last Position</b>	<b>Roles and Responsibilities</b>
October 1998 to November 2004	Shenhua Coal Transportation and Selling Co., Ltd.*	Officer of the dispatching department	In charge of overall operation of the dispatching department
November 2004 to October 2009	China Shenhua Energy Co., Ltd.*	Deputy officer of the general dispatching department	In charge of daily operation of the dispatching department
October 2009 to November 2017	Shenhua Group Co., Ltd.*	Deputy manager of production commanding center	In charge of daily operation of the dispatching department
November 2017 to October 2018	China Energy Investment Group Co., Ltd.*	Deputy inspector of industry coordination department	In charge of research of business production
20 September 2019 to present	Canggang Railway Limited	Independent non-executive director	Provide opinion and judgment to the Board

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**APPENDIX II      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM**

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Mr. CC Liu has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

Mr. CC Liu has entered into a letter of appointment with the Company for an initial fixed term of three years commencing from the Listing Date, renewable automatically for successive terms of three years each commencing from the day next after the expiry of the then current term of appointment, unless terminated by not less than three months' notice in writing served by either party. He is entitled to an annual director's fee of RMB100,000 determined by the Board and the Remuneration Committee with reference to his duties and level of responsibilities and the remuneration policy of the Company and the prevailing market conditions.

Mr. CC Liu has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He also does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. CC Liu does not have relationship with any Directors, senior management or other substantial shareholders of the Company for the purpose of the Listing Rules.

**Mr. Zhao Changsong (趙長松) (“Mr. Zhao”), aged 57**

Mr. Zhao was appointed as an independent non-executive Director of the Company on 20 September 2019. Mr. Zhao has more than 30 years experiences in legal services and he is responsible for overseeing management independently and providing independent advice to our Board.

Mr. Zhao graduated from Hebei University\* (河北大學) in Hebei Province, the PRC with a bachelor’s degree in law in July 1986. Mr. Zhao completed his master’s course in economic management from Hebei Party School of China Communist Party\* (中共河北省委黨校) in Hebei Province, the PRC in December 2001. Mr. Zhao obtained his lawyer qualification certificate (律師資格證書) from Hebei Provincial Department of Justice (河北省司法廳) in April 1989.

The following table shows the relevant work experience of Mr. Zhao:

<b>Period</b>	<b>Company</b>	<b>Last Position</b>	<b>Roles and Responsibilities</b>
May 1990 to October 2001	Cangshi Law Firm*	Deputy officer	In charge of overall operation and management
October 2001 to February 2003	Cangzhou Legal Aid Center*	Officer	In charge of overall operation and management
February 2003 to present	Hebei Hengtai Law Firm*	Officer	In charge of overall operation and management
20 September 2019 to present	Canggang Railway Limited	Independent non-executive director	Provide opinion and judgment to the Board

Mr. Zhao has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

Mr. Zhao has entered into a letter of appointment with the Company for an initial fixed term of three years commencing from the Listing Date, renewable automatically for successive terms of three years each commencing from the day next after the expiry of the then current term of appointment, unless terminated by not less than three months’ notice in writing served by either party. He is entitled to an annual director’s fee of RMB100,000 determined by the Board and the Remuneration Committee with reference to her duties and level of responsibilities and the remuneration policy of the Company and the prevailing market conditions.

Mr. Zhao has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He also does not have any interests in the Shares within the meaning of Part XV of the SFO.



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**APPENDIX II      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM**

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Mr. Zhao does not have relationship with any Directors, senior management or other substantial shareholder of the Company for the purpose of the Listing Rules.

As at the Latest Practicable Date, there was no other information relating to each of the retiring Directors that was required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and no other matter in relation to their proposed re-election and appointment that needs to be brought to the attention of the Shareholders.

\* *For identification purpose only*



- (7) By adding the following definitions immediately after “head office”:

““HKSCC”	Hong Kong Securities Clearing Company Limited.”
““hybrid meeting”	a general meeting convened for the (i) physical attendance by Members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Members and/or proxies by means of electronic facilities.”
““Listing Rules”	the rules and regulations of the Designated Stock Exchange.”
““Meeting Location”	has the meaning given to it in Article 64A.”

- (8) By deleting the definition “Law” in its entirety.

- (9) By adding the following definitions immediately after “paid up”:

““physical meeting”	a general meeting held and conducted by physical attendance and participation by Members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations.”
““Principal Meeting Place”	shall have the meaning given to it in Article 59(2).”

### **Article 2(2)**

- (10) By deleting Article 2(2)(e) in its entirety and replacing it with the following:

“expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or Notice and the Member’s election comply with all applicable Statutes, rules and regulations;”

- (11) By deleting Article 2(2)(h) in its entirety and replacing it with the following:

“references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a Notice or document include a Notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;”

(12) By deleting paragraph (i) of Article 2(2) in its entirety and replacing it with the following:

“(i) Section 8 and Section 19 of the Electronic Transactions Act of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;”

(13) By adding the following paragraphs at the end of Article 2(2):

“(j) references to the right of a Member to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;

(k) a reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly and (b) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Article 64E;

(l) references to a person’s participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;

(m) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); and

(n) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member.”

**Article 9**

- (14) By deleting Article 9 in its entirety and replacing it with the words “INTENTIONALLY DELETED”.

**Article 10**

- (15) By deleting paragraph (a) in its entirety and replacing it with the following in Article 10:

“(a) the necessary quorum (including at an adjourned meeting) shall be two persons holding or representing by proxy not less than one third in nominal value of the issued shares of that class; and”

**Article 44**

- (16) By adding the following words at the end of Article 44:

“The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.”

**Article 51**

- (17) By deleting Article 51 in its entirety and replacing it with the following:

“51. The registration of transfers of shares or of any class of shares may, after notice has been given by announcement or by electronic communication or by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.”

**Article 55**

- (18) By deleting Article 55(2)(c) in its entirety and replacing it with the following:

“(c) the Company, if so required by the Listing Rules, has given notice of its intention to sell such shares to, and caused advertisement both in daily newspaper and in a newspaper circulating in the area of the last known address of such Member or any person entitled to the share under Article 54 and where applicable, in each case in accordance with the requirements of, the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.”

**Article 56**

(19) by deleting Article 56 in its entirety and replacing it with the following:

“56. An annual general meeting of the Company shall be held in each financial year other than the financial year of the Company’s adoption of these Articles and such annual general meeting must be held within six (6) months after the end of Company’s financial year (unless a longer period would not infringe the Listing Rules, if any).”

**Article 57**

(20) by deleting Article 57 in its entirety and replacing it with the following:

“57. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Article 64A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion.”

**Article 58**

(21) By deleting Article 58 in its entirety and replacing it with the following:

“58. The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis, 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 or resolution 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 convene a physical meeting at only one location which will be the Principal Meeting Place, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.”

**Article 59**

(22) By deleting Articles 59 its entirety and replacing it with the following:

“59. (1) An annual general meeting must be called by Notice of not less than twenty-one (21) clear days. All other general meetings must be called by Notice of not less than fourteen (14) clear days but if permitted by the Listing Rules, a general meeting may be called by shorter notice, subject to the Act, if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and

- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together representing not less than ninety five per cent. (95%) of the total voting rights at the meeting of all the Members.
  
- (2) The Notice shall specify (a) the time and date of the meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 64A, the principal place of the meeting (the “**Principal Meeting Place**”), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the Notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (d) particulars of resolutions to be considered at the meeting. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such Notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding up of a Member and to each of the Directors and the Auditors.”

**Article 61**

- (23) By deleting the second sentence of Article 61(2) in its entirety and replacing it with the following:

“Two (2) Members entitled to vote and present in person or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorized representative or proxy shall form a quorum for all purposes.”

**Article 62**

- (24) By deleting Article 62 in its entirety and replacing it with the following:

“62. If within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and (where applicable) same place(s) or to such time and (where applicable) such place(s) and in such form and manner referred to in Article 57 as the chairman of the meeting (or in default, the Board) may absolutely determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.”

**Article 63**

(25) By deleting Article 63 in its entirety and replacing it with the following:

- “63. (1) The chairman of the Company or if there is more than one chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at a general meeting. If at any meeting no chairman, is present within fifteen (15) minutes after the time appointed for holding the meeting, or is willing to act as chairman, the deputy chairman of the Company or if there is more than one deputy chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman. If no chairman or deputy chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.
- (2) If the chairman of a general meeting is participating in the general meeting using an electronic facility or facilities and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 63(1) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.”

**Article 64**

(26) By deleting Article 64 in its entirety and replacing it with the following:

- “64. Subject to Article 64C, the chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days’ Notice of the adjourned meeting shall be given specifying details set out in Article 59(2) but it shall not be necessary to specify in such Notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give Notice of an adjournment.”



(27) By adding the followings Articles 64A, 64B, 64C, 64D, 64E, 64F and 64G:

“64A. (1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“Meeting Location(s)”) determined by the Board at its absolute discretion. Any Member or any proxy attending and participating in such way or any Member or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.

(2) All general meetings are subject to the following and, where appropriate, all references to a “Member” or “Members” in this sub-paragraph (2) shall include a proxy or proxies respectively:

(a) where a Member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;

(b) Members present in person or by proxy at a Meeting Location and/or Members attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations and Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;

(c) where Members attend a meeting by being present at one of the Meeting Locations and/or where Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting.

- (d) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.
- 64B. The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.
- 64C. If it appears to the chairman of the general meeting that:
- (a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 64A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or
  - (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or
  - (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or
  - (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.

- 64D. The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.
- 64E. If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the Notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:
- (a) when a meeting is so postponed, the Company shall endeavour to post a Notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a Notice shall not affect the automatic postponement of a meeting);
  - (b) when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board shall notify the Members of details of such change in such manner as the Board may determine;
  - (c) when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 64, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and

- (d) Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the Members.
- 64F. All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 64C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.
- 64G. Without prejudice to other provisions in Article 64, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.”

**Article 66**

- (28) By deleting Articles 66 in its entirety and replacing it with the following:

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

- (2) In the case of a physical meeting where a show of hands is allowed, before or on the declaration of the result of the show of hands a poll may be demanded:
- (a) by at least three Members present in person or by proxy for the time being entitled to vote at the meeting; or
  - (b) by a Member or Members present in person or by proxy and representing not less than one tenth of the total voting rights of all Members having the right to vote at the meeting; or
  - (c) by a Member or Members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member shall be deemed to be the same as a demand by the Member.”

**Article 72**

- (29) By adding the words “or postponed meeting” immediately after the words “or adjourned meeting” wherever they appear in Articles 72(1) and 72(2).

**Article 73**

- (30) By re-lettering Article 73(2) as 73(3) and adding the following as Article 73(2):

“(2) All Members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.”

**Article 74**

- (31) By adding the words “or postponed meeting” immediately after the words “or adjourned meeting” wherever they appear in Articles 74.

**Article 77**

(32) By deleting Article 77 in its entirety and replacing it with the following:

“77. (1) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.

(2) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the Notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate), or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or postponed meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.”

**Article 78**

(33) By deleting Article 78 in its entirety and replacing it with the following:

“78. Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two way form) and the Board may, if it thinks fit, send out with the Notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment or postponement of the meeting as for the meeting to which it relates. The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Articles has not been received in accordance with the requirements of these Articles. Subject to aforesaid, if the proxy appointment and any of the information required under these Articles is not received in the manner set out in these Articles, the appointee shall not be entitled to vote in respect of the shares in question.”

**Article 79**

(34) By adding the words “or postponed meeting” immediately after the words “or adjourned meeting,” in Article 79.

**Article 81**

(35) By adding the words “the right to speak and to vote and,” after the word “including,” in the second sentence of Article 81(2);

**Article 83**

(36) By deleting Article 83(3) in its entirety and replacing it with the following:

“83. (3) 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 so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.”

(37) By adding the words “(including a managing or other executive Director)” immediately after the words “remove a Director” in Article 83(5).

**Article 100**

(38) By deleting Article 100 (1) in its entirety and replacing it with the following:

“100. (1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) the giving of any security or indemnity either:-
  - (a) to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
  - (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
  - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or
  - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;
- (iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”



**Article 111**

(39) By adding the words “or postpone” after the word “adjourn” in Article 111.

**Article 112**

(40) By deleting Article 112 in its entirety and replacing it with the following:

“112. A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board whenever he shall be required so to do by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or by electronic means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website or by telephone or in such other manner as the Board may from time to time determine.”

**Article 119**

(41) By deleting Article 119 in its entirety and replacing it with the following:

“119. A resolution in writing signed by all the Directors except such as are temporarily unable to act through ill health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid shall (provided that such number is sufficient to constitute a quorum and further provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Articles) be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held. A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of this Article. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid. Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.”

**Article 152**

(42) By deleting the word “special” and replacing it with the word “ordinary” in Article 152(2).

(43) By adding the following as a new Article 152(3):

“(3) The remuneration of the Auditor (except for any Auditor appointed by the Directors in accordance with Article 154, the remuneration of which for the period until the next following annual general meeting of the Company may be fixed by the Directors) shall be fixed by the Company by ordinary resolution in general meeting or in such manner as the Members may determine or by other body that is independent of the Board.”

#### **Article 154**

(44) By deleting Article 154 in its entirety and replacing it with the following:

“154. The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members or by another body that is independent of the Board in accordance with Article 152(3).”

#### **Article 155**

(45) By deleting Article 155 in its entirety and replacing it with the words “INTENTIONALLY DELETED”.

#### **Article 158**

(46) By deleting Article 158 in its entirety and replacing it with the following:

“158. (1) Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be given or issued by the following means:

- (a) by serving it personally on the relevant person;
- (b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;
- (c) by delivering or leaving it at such address as aforesaid;

- (d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;
  - (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;
  - (f) by publishing it on the Company's website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company's computer network website (a "**notice of availability**"); or
  - (g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.
- (2) The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website.
  - (3) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
  - (4) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.
  - (5) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which notices can be served upon him.
  - (6) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such member."

**Article 159**

(47) Be deleting Article 159 in its entirety and replacing it with the following:

“159. Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company’s website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;
- (c) if published on the Company’s website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company’s website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;
- (d) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and
- (e) if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.”

**Article 167**

(48) By adding the following Article as a new Article 167:

“ FINANCIAL YEAR

167. Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 December in each year.”