

---

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

---

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

**If you have sold or transferred** all your shares in Q P Group Holdings Limited, you should at once hand this circular, together with the enclosed 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**Q P GROUP HOLDINGS LIMITED**

**雋思集團控股有限公司**

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

**(Stock code: 1412)**

**PROPOSED DECLARATION OF FINAL DIVIDEND,  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED RE-APPOINTMENT OF INDEPENDENT AUDITOR,  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES,  
PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM  
AND ARTICLES OF ASSOCIATION  
AND ADOPTION OF NEW MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
AND NOTICE OF ANNUAL GENERAL MEETING**

---

The notice convening an annual general meeting of Q P Group Holdings Limited to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 8 June 2023 at 10:00 a.m. is set out on pages 33 to 39 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.qpp.com>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

27 April 2023

---

## CONTENTS

---

|   | <i>Page</i> |
|---|-------------|
| <b>Definitions</b> .....  | 1           |
| <br><b>Letter from the Board</b>  |             |
| 1. Introduction .....   | 5           |
| 2. Proposed Declaration of Final Dividend .....   | 5           |
| 3. Proposed Re-election of Retiring Directors .....   | 5           |
| 4. Proposed Re-appointment of Independent Auditor .....   | 6           |
| 5. Proposed Granting of Share Repurchase Mandate .....  | 6           |
| 6. Proposed Granting of Share Issuance Mandate and Extension Mandate .....  | 7           |
| 7. Proposed Amendments to the Existing Memorandum and Articles of Association<br>and Adoption of New Memorandum and Articles of Association ..... | 7           |
| 8. Annual General Meeting and Proxy Arrangement .....   | 8           |
| 9. Responsibility Statement .....   | 9           |
| 10. Recommendation .....  | 9           |
| 11. Additional Information .....  | 9           |
| 12. Miscellaneous .....   | 9           |
| <br><b>Appendix I — Biographical Details of the Directors Proposed to be Re-elected at<br/>the Annual General Meeting</b> .....                   | <br>10      |
| <br><b>Appendix II — Explanatory Statement of the Share Repurchase Mandate</b> .....  | <br>14      |
| <br><b>Appendix III — Proposed Amendments to the Existing Memorandum<br/>and Articles of Association</b> .....                                    | <br>18      |
| <br><b>Notice of Annual General Meeting</b> .....   | <br>33      |

---

## DEFINITIONS

---

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

|                              |  |
|------------------------------|--|
| “Annual General Meeting”     | the annual general meeting of the Company to be convened and held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 8 June 2023 at 10:00 a.m., and any adjournment thereof the notice of the meeting which is set out on pages 33 to 39 of this circular |
| “Articles of Association”    | the amended and restated articles of association of the Company adopted on 20 December 2019 and effective on 16 January 2020   |
| “Board”                      | the board of Directors   |
| “close associate(s)”         | has the same meaning as defined under the Listing Rules  |
| “Companies Act”              | the Companies Act (as revised) of the Cayman Islands   |
| “Company”                    | Q P Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1412)   |
| “controlling shareholder(s)” | has the same meaning as defined under the Listing Rules  |
| “core connected person(s)”   | has the same meaning as defined under the Listing Rules  |
| “Director(s)”                | the director(s) of the Company   |
| “Extension Mandate”          | a mandate proposed to be granted to the Directors at the Annual General Meeting for extension of the Share Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate   |
| “Group”                      | the Company and its subsidiaries from time to time   |
| “HK\$”                       | Hong Kong dollars, the lawful currency of Hong Kong  |

---

## DEFINITIONS

---

|  |   |
|--|---|
| “Hong Kong” or “HKSAR”                       | the Hong Kong Special Administrative Region of the People’s Republic of China   |
| “Latest Practicable Date”                    | 19 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular   |
| “Listing Date”                               | 16 January 2020, being the date on which the Shares were listed on the Stock Exchange   |
| “Listing Rules”                              | the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time  |
| “Memorandum and Articles of Association”     | the amended and restated memorandum and articles of association of the Company adopted on 20 December 2019 and effective on 16 January 2020   |
| “New Memorandum and Articles of Association” | the second amended and restated memorandum and articles of association of the Company set out in Appendix III of this circular (with proposed changes marked up against the conformed version of the Memorandum and Articles of Association posted on the website of the Stock Exchange) proposed to be adopted by the Shareholders with effect from the passing of the relevant special resolution at the Annual General Meeting |
| “Nomination Committee”                       | the nomination committee of the Board   |
| “Proposed Amendments”                        | the proposed amendments to the Memorandum and Articles of Association   |
| “SFO”  | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or modified from time to time  |
| “Share(s)”                                   | share(s) of a par value of HK\$0.01 each in the issued share capital of the Company   |

---

## DEFINITIONS

---

|                            |   |
|----------------------------|---|
| “Share Issuance Mandate”   | a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution at the Annual General Meeting |
| “Share Repurchase Mandate” | a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution of the Annual General Meeting                              |
| “Shareholder(s)”           | holder(s) of Share(s)   |
| “Stock Exchange”           | The Stock Exchange of Hong Kong Limited   |
| “Takeovers Code”           | The Code on Takeovers and Mergers and Share Buy-backs as amended, supplemented or modified from time to time and administered by the Securities and Futures Commission of Hong Kong   |
| “%”                        | per cent  |

---

LETTER FROM THE BOARD

---



**Q P GROUP HOLDINGS LIMITED**

**雋思集團控股有限公司**

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

**(Stock code: 1412)**

*Executive Directors:*

Mr. CHENG Wan Wai (*Chairman*)  
Mr. YEUNG Keng Wu Kenneth  
Ms. LIU Shuk Yu Sanny  
Mr. CHAN Wang Tao Thomas  
Ms. HUI Li Kwan  
Mr. MAK Chin Pang

*Independent Non-executive Directors:*

Mr. CHAN Hiu Fung Nicholas, *MH, JP*  
Prof. CHENG Man Chung Daniel, *BBS, MH, JP*  
Mr. NG Shung, *JP (Australia)*

*Registered Office:*

71 Fort Street  
P.O. Box 500  
George Town  
Grand Cayman KY1-1106  
Cayman Islands

*Principal Place of Business  
in Hong Kong:*

21/F, Kings Wing Plaza 2  
1 On Kwan Street, Shek Mun  
Shatin, New Territories  
Hong Kong

27 April 2023

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED DECLARATION OF FINAL DIVIDEND,  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED RE-APPOINTMENT OF INDEPENDENT AUDITOR,  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES,  
PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM  
AND ARTICLES OF ASSOCIATION  
AND ADOPTION OF NEW MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
AND NOTICE OF ANNUAL GENERAL MEETING**

---

## LETTER FROM THE BOARD

---

### 1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of certain resolutions to be proposed at the Annual General Meeting to enable you to make and inform decision on whether to vote for or against those resolutions and to give you the notice of Annual General Meeting. Resolutions to be proposed at the Annual General Meeting, in addition to the ordinary business, include ordinary resolutions relating to (i) proposed declaration of final dividend; (ii) the proposed re-election of retiring Directors; (iii) the proposed re-appointment of independent auditor; (iv) the proposed granting of Share Repurchase Mandate and Share Issuance Mandate; (v) the proposed granting of Extension Mandate; and (vi) the Proposed Amendments and adoption of New Memorandum and Articles of Association.

### 2. PROPOSED DECLARATION OF FINAL DIVIDEND

The Board has proposed a final dividend at a rate of HK11.0 cents per Share for the year ended 31 December 2022. Subject to the approval of the Shareholders at the Annual General Meeting, the proposed final dividend will be payable on or around Monday, 26 June 2023, to the Shareholders whose names appear on the register of members of the Company on Friday, 16 June 2023.

### 3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

According to 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, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. The Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Accordingly, Mr. CHENG Wan Wai, Mr. CHAN Wang Tao Thomas and Mr. MAK Chin Pang shall retire by rotation at the Annual General Meeting and being eligible, will offer themselves for re-election as Directors at the Annual General Meeting.

The Nomination Committee has considered the proposed re-election of Mr. CHENG Wan Wai, Mr. CHAN Wang Tao Thomas and Mr. MAK Chin Pang taking into consideration factors such as the diversity policy of the Company, the perspectives, skills and experiences of Mr.

---

## LETTER FROM THE BOARD

---

CHENG Wan Wai, Mr. CHAN Wang Tao Thomas and Mr. MAK Chin Pang, and the contributions of each of them, the Nomination Committee recommended to the Board that the re-election of Mr. CHENG Wan Wai, Mr. CHAN Wang Tao Thomas and Mr. MAK Chin Pang be proposed to the Shareholders for approval at the Annual General Meeting.

Biographical details of Mr. CHENG Wan Wai, Mr. CHAN Wang Tao Thomas and Mr. MAK Chin Pang are set out in Appendix I to this circular. The Board, upon the recommendation of the Nomination Committee has proposed the re-election of the above retiring Directors.

#### **4. PROPOSED RE-APPOINTMENT OF INDEPENDENT AUDITOR**

PricewaterhouseCoopers, which has audited the consolidated financial statements of the Group for the year ended 31 December 2022, will retire as the independent auditor at the Annual General Meeting and, being eligible, offers itself for re-appointment. The Board proposes to re-appoint PricewaterhouseCoopers as the independent auditor in respect of the audited consolidated financial statements of the Group for the year ending 31 December 2023 and to authorise the Board to fix its remuneration.

#### **5. PROPOSED GRANTING OF SHARE REPURCHASE MANDATE**

The following ordinary resolution will be proposed at the Annual General Meeting that the Directors be granted the mandate to enable them to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of such resolution. Based on 532,000,000 Shares in issue as at the Latest Practicable Date and on the basis that no new Shares will be issued and no Shares will be repurchased by the Company for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, subject to the passing of the proposed resolution granting the Share Repurchase Mandate to the Directors, the Company will be allowed under the Share Repurchase Mandate to buy back up to a maximum of 53,200,000 Shares, representing 10% of the Shares in issue as at the Latest Practicable Date.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.



---

## LETTER FROM THE BOARD

---

### **6. PROPOSED GRANTING OF SHARE ISSUANCE MANDATE AND EXTENSION MANDATE**

The following ordinary resolution will be proposed at the Annual General Meeting that the Directors be granted the mandate to the Directors to exercise powers of the Company to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of such resolution. Based on 532,000,000 Shares in issue as at the Latest Practicable Date and on the basis that no new Shares will be issued and no Shares will be repurchased by the Company for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, subject to the passing of the proposed resolution granting the Share Issuance Mandate to the Directors, the Company will be allowed under the Share Issuance Mandate to issue, allot and deal with additional Shares up to a maximum of 106,400,000 Shares, representing 20% of the Shares in issue as at the Latest Practicable Date. An ordinary resolution to extend the Share Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

The Share Repurchase Mandate and the Share Issuance Mandate will continue in force until (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; and (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate.

The Directors have no present intention to exercise the Repurchase Mandate to the extent that the number of Shares in the hands of the public would fall below the prescribed minimum percentage of 25% as required by the Stock Exchange.

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

Reference is made to the announcement of the Company dated 30 March 2023 in relation to the Proposed Amendments and adoption of New Memorandum and Articles of Association.

The Board proposes (i) to make certain amendments to the Memorandum and Articles of Association in order to bring them in line with the amendments made to the applicable laws of the Cayman Islands and the Listing Rules, in particular Appendix 3 to the Listing Rules regarding the core shareholder protection standards which became effective on 1 January 2022; and (ii) to adopt

---

## LETTER FROM THE BOARD

---

the New Memorandum and Articles of Association incorporating and consolidating all the Proposed Amendments, in substitution for, and to the exclusion of, the Memorandum and Articles of Association.

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

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and do not violate the laws of the Cayman Islands, respectively.

The Board considers that the Proposed Amendments are in the interests of the Company and the Shareholders as a whole. The Board confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

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

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

The notice of the Annual General Meeting is set out on pages 33 to 39 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules and, any vote of Shareholders at a general meeting must be taken by poll except where the chairman in good faith decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules. Therefore, all proposed resolutions set out in the notice convening the Annual General Meeting shall be voted on by poll.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.qpp.com](http://www.qpp.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

---

## LETTER FROM THE BOARD

---

### 9. RESPONSIBILITY STATEMENT

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

### 10. RECOMMENDATION

The Directors consider that the resolutions regarding (i) the declaration of final dividend; (ii) the re-election of retiring Directors and authorisation to the Board to fix their remuneration; (iii) the re-appointment of independent auditor; (iv) the granting of the Share Repurchase Mandate and the Share Issuance Mandate; (v) the granting of the Extension Mandate and (vi) the Proposed Amendments and adoption of New Memorandum and Articles of Association to be proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

### 11. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular, namely Appendix I — Biographical Details of the Directors Proposed to be Re-elected at the Annual General Meeting; Appendix II — Explanatory Statement on the Share Repurchase Mandate; and Appendix III — Proposed Amendments to the Existing Memorandum and Articles of Association.

### 12. MISCELLANEOUS

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

Yours faithfully,  
For and on behalf of the Board  
**Cheng Wan Wai**  
*Chairman*

---

**APPENDIX I                      BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED  
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

---

*The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.*

**Mr. CHENG Wan Wai (鄭穩偉)**, aged 64, is one of our founders, an executive Director, chairman of our Board and chief executive officer of our Company. Mr. Cheng was appointed as a Director in April 2018 and redesignated as an executive Director in January 2019. He is responsible for formulating overall strategies, planning and business directions of our Group. Mr. Cheng also serves as a director of Archer Praise Limited, Billion Space Development Limited, Brighten Wish Limited, boardgamesmaker.com Limited, createjigsawpuzzles.com Limited, DPI Laboratory Services Limited, Eternity Year Investment Limited, Goldenway Fortune Limited, makeplayingcards.com Limited, Mega Access Capital Resources Limited, Multi International Investment Group Limited, Printer's Studio Limited, Q P Enterprises Limited, QP Holdings Limited, Q P Holdings (Vietnam) Limited, Q P International Limited, Q P Printing Limited, Q P Sourcing Limited, Q P Technology Development Limited, Q P Trading Limited, Q P TRADING ASIA PTE. LTD., QP (HK) Limited, Radiant Keen Limited and Universe Oriental Enterprise Limited, and a director and legal representative of TianJin ZenSee Technology Co, Ltd., Taurus Printing (Heshan) Company Limited\*, Dongguan ZenSee Product Testing Limited, Dongguan Zensee Printing Limited, Shenzhen Zen See Information Technology Co., Ltd.\*, Q P Enterprise (Vietnam) Company Limited and Q P Trading (Vietnam) Company Limited. Mr. Cheng has over 35 years of experience in the printing industry. He established our Group in 1985 with Mr. Yeung Keng Wu Kenneth and served as a director of Q P Printing Limited since its incorporation. Mr. Cheng is the spouse of Ms. Hui Li Kwan, an executive Director of our Group.

Between December 2016 and February 2023, Mr. Cheng served as a vice chairman of the board of directors of the Hongkong Shine Tak Foundation Association Limited, a charity organisation, and was appointed as its executive vice chairman since February 2023. He has also been serving as a permanent honorary president since December 2014.

Save as disclosed above, Mr. Cheng did not hold any other position in the Group as at the Latest Practicable Date. Mr. Cheng did not hold any directorship in other listed public companies in the last three years and he is not related to any Directors, senior management, other substantial shareholders or controlling shareholders of the Company.

Mr. Cheng has entered into a service contract with the Company for an initial fixed term of three years commencing from the Listing Date renewable automatically subject to retirement by rotation and re-election at annual general meetings of the Company and until terminated by not less than three months' prior notice in writing served by either party on the other expiring at the end of the initial term or any time thereafter. Mr. Cheng is entitled to a basic salary of approximately HK\$1,166,000 per annum and discretionary bonus (which are determined by the

---

**APPENDIX I                      BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED  
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

---

Board with reference to the market level of remuneration and compensation paid by comparable companies, responsibilities of the Directors and performance of the Group and subject to review from time to time) as well as allowances and fringe benefits.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Cheng was deemed to be interested in 310,353,954 Shares, representing approximately 58.34% of the issued share capital of the Company, which were held by Good Elite Holdings Limited, a company owned as to 50% by Mr. Cheng.

Save as disclosed above, Mr. Cheng did not have or was not deemed to have any other interests or short positions in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

There is no information which is disclosable nor is Mr. Cheng involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Cheng that need to be brought to the attention of the Shareholders.

**Mr. CHAN Wang Tao Thomas (陳宏道)**, aged 59, is an executive Director, and is responsible for overseeing business development and sales functions of our Group. Mr. Chan was appointed as our Director in April 2018 and redesignated as an executive Director in January 2019. Mr. Chan also serves as director of Archer Praise Limited, Billion Space Development Limited, Brighten Wish Limited, boardgamesmaker.com Limited, createjigsawpuzzles.com Limited, Eternity Year Investment Limited, Goldenway Fortune Limited, makeplayingcards.com Limited, Mega Access Capital Resources Limited, Multi International Investment Group Limited, Product Innovator Limited, Printer's Studio Limited, Q P Enterprises Limited, QP Holdings Limited, Q P Holdings (Vietnam) Limited, Q P International Limited, Q P Printing Limited, Q P Sourcing Limited, Q P Technology Development Limited, Q P Trading Limited, Q P TRADING ASIA PTE. LTD., QP (HK) Limited, Radiant Keen Limited and Universe Oriental Enterprise Limited. He joined our Group in October 2000 and possesses over 20 years of experience in the paper-based items manufacturing and printing industry. Mr. Chan obtained a degree of Executive Master of Business Administration from The Chinese University of Hong Kong in November 2013.

Save as disclosed above, Mr. Chan did not hold any other position in the Group as at the Latest Practicable Date. Mr. Chan did not hold any directorship in other listed public companies in the last three years and he is not related to any Director, senior management, other substantial shareholders or controlling shareholders of the Company.

Mr. Chan has entered into a service contract with the Company for an initial fixed term of three years commencing from the Listing Date renewable automatically subject to retirement by rotation and re-election at annual general meetings of the Company and until terminated by not less than three months' prior notice in writing served by either party on the other expiring at the end of the initial term or any time thereafter. Mr. Chan is entitled to a basic salary of approximately HK\$1,697,000 per annum and discretionary bonus (which are determined by the Board with reference to the market level of remuneration and compensation paid by comparable companies, responsibilities of the Directors and performance of the Group and subject to review from time to time) as well as allowances and fringe benefits.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Chan was deemed to be interested in 19,950,000 Shares, representing approximately 3.75% of the issued share capital of the Company, which were held by Dawn Gain Investment Limited, a company wholly owned by Mr. Chan.

Save as disclosed above, Mr. Chan did not have or was not deemed to have any other interests or short positions in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

There is no information which is disclosable nor is Mr. Chan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Chan that need to be brought to the attention of the Shareholders.

**Mr. MAK Chin Pang (麥展鵬)**, aged 51, is an executive Director, and is responsible for overseeing administrative and legal compliance matters, accounting and corporate finance functions of our Group. He was appointed as our Director in April 2018 and redesignated as an executive Director in January 2019. Mr. Mak also serves as a director of Archer Praise Limited, Billion Space Development Limited, Brighten Wish Limited, boardgamesmaker.com Limited, createjigsawpuzzles.com Limited, DPI Laboratory Services Limited, Eternity Year Investment Limited, Goldenway Fortune Limited, makeplayingcards.com Limited, Mega Access Capital Resources Limited, Multi International Investment Group Limited, Product Innovator Limited, Printer's Studio Limited, Q P Enterprises Limited, QP Holdings Limited, Q P Holdings (Vietnam) Limited, Q P International Limited, Q P Printing Limited, Q P Sourcing Limited, Q P Technology Development Limited, Q P Trading Limited, Q P TRADING ASIA PTE. LTD., QP (HK) Limited, Radiant Keen Limited and Universe Oriental Enterprise Limited. He is the chairman of the risk management committee and a member of the remuneration committee and nomination committee of our Company. He joined our Group in May 2001 and has over 20 years of experience in accounting, finance, corporate governance, capital management and strategic planning matters.

---

**APPENDIX I                      BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED  
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

---

Mr. Mak obtained a degree of Bachelor of Business Administration in Finance from the Hong Kong University of Science and Technology in November 1994. He is a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Directors. He also obtained Six Sigma Green Belt from Six Sigma Institute in July 2013.

Save as disclosed above, Mr. Mak did not hold any other position in the Group as at the Latest Practicable Date. Mr. Mak did not hold any directorship in other listed public companies in the last three years and he is not related to any Director, senior management, other substantial shareholders or controlling shareholders of the Company

Mr. Mak has entered into a service contract with the Company for an initial fixed term of three years commencing from the Listing Date renewable automatically subject to retirement by rotation and re-election at annual general meetings of the Company and until terminated by not less than three months' prior notice in writing served by either party on the other expiring at the end of the initial term or any time thereafter. Mr. Mak is entitled to a basic salary of approximately HK\$1,306,000 per annum and discretionary bonus (which are determined by the Board with reference to the market level of remuneration and compensation paid by comparable companies, responsibilities of the Directors and performance of the Group and subject to review from time to time) as well as allowances and fringe benefits.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Mak was deemed to be interested in 3,990,000 Shares, representing approximately 0.75% of the issued share capital of the Company, which were held by Welcome Mark Investment Limited, a company wholly owned by Mr. Mak.

Save as disclosed above, Mr. Mak did not have or was not deemed to have any other interests or short positions in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 532,000,000 Shares of nominal value of HK\$0.01 each.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 532,000,000 Shares, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 53,200,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

### **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to repurchase its Shares in the market.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

### **3. FUNDING OF SHARE REPURCHASE**

The Company may only apply funds legally available for share repurchase in accordance with its Articles of Association, the Companies Act, other applicable laws of the Cayman Islands and the Listing Rules. Under the Companies Act, repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Act, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or the Company's share premium account, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Act, out of capital.



**4. IMPACT OF SHARE REPURCHASE**

There might be a material adverse impact on the working capital and gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2022) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. MARKET PRICES OF SHARES**

The highest and lowest market prices per Share at which Shares were traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

|  | <b>Highest</b> | <b>Lowest</b> |
|--|----------------|---------------|
|  | <i>HK\$</i>    | <i>HK\$</i>   |
| <b>2022</b>  |                |               |
| April  | 1.32           | 1.23          |
| May  | 1.40           | 1.30          |
| June   | 1.56           | 1.25          |
| July   | 1.45           | 1.34          |
| August   | 1.50           | 1.34          |
| September  | 1.42           | 1.36          |
| October  | 1.42           | 1.37          |
| November   | 1.41           | 1.35          |
| December   | 1.39           | 1.35          |
| <b>2023</b>  |                |               |
| January  | 1.40           | 1.36          |
| February   | 1.40           | 1.36          |
| March  | 1.40           | 1.36          |
| April ( <i>up to the Latest Practicable Date</i> ) | 1.45           | 1.37          |

**6. UNDERTAKING**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**7. DIRECTORS, CLOSE ASSOCIATE AND CORE CONNECTED PERSON**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company, in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

**8. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

If, on the exercise of the power to repurchase Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date and to the best knowledge of the Directors, each of Mr. Cheng Wan Wai and Mr. Yeung Keng Wu Kenneth is deemed to be interested in 310,353,954 Shares, representing approximately 58.34% of the issued share capital of the Company, which were held by Good Elite Holdings Limited ("**Good Elite**"). Ms. Hui Li Kwan is the spouse of Mr. Cheng Wan Wai and Ms. Wong Lai Ying is the spouse of Mr. Yeung Keng Wu Kenneth. Accordingly, each of Ms. Hui Li Kwan and Ms. Wong Lai Ying is deemed to be interested in the same number of Shares in which her spouse is interested under the SFO.

On the basis that (i) the total issued share capital of the Company remains unchanged as at the date of the Annual General Meeting, and (ii) the number of Shares of Good Elite remains unchanged, the interests of Good Elite in the issued share capital of the Company would increase to approximately 64.82% in the event that the Directors exercise the proposed Share Repurchase Mandate in full and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any consequences, which may arise under the Takeovers Code as a result of any repurchases to be made under the Share Repurchase Mandate. As at the Latest Practicable Date, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase Shares pursuant to the Share Repurchase Mandate. The Directors will exercise the powers conferred by the Share Repurchase Mandate to repurchase Shares in circumstances, which they deem appropriate for the benefits of the Company and the Shareholders as a whole. However, the Directors have no present intention to exercise the Share Repurchase Mandate to such extent that will result in a requirement of the above Shareholders, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public would fall below the prescribed minimum percentage of 25% as required by the Listing Rules.

#### **9. SHARE REPURCHASE MADE BY THE COMPANY**

From the Listing Date and up to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

The following are the changes to the Memorandum and Articles of Association introduced by the New Memorandum and Articles of Association. Unless otherwise specified, clauses and articles referred to herein are clauses and articles of the New Memorandum and Articles of Association.

All capitalised terms in the Proposed Amendments contained in this Appendix are terms defined in the Memorandum and Articles of Association which shall have the corresponding meanings ascribed to them in the Memorandum and Articles of Association.

**Provisions in the New Memorandum and Articles of Association (showing changes Clause to the current memorandum of association of the Company)**

- 2 The registered office ~~will be~~ is situated at the offices of Appleby Global Services (Cayman) Limited, 71 Fort Street, PO Box 500, George Town, Grand Cayman KY1-1106, Cayman Islands ~~Estera Trust (Cayman) Limited, Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands~~ or at such other place in the Cayman Islands as the Directors may from time to time decide.
- 5 If the Company is registered as an exempted company as defined in the Cayman Islands Companies ~~Law~~Act (as revised), it shall have the power, subject to the provisions of the Cayman Islands Companies ~~Law~~Act (as revised) and with the approval of a special resolution, to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de-registered in the Cayman Islands.

**Provisions in the New Memorandum and Articles of Association (showing changes Clause to the Articles of Association)**

- 1(a) Table “A” of the Companies ~~Law~~Act (as revised) shall not apply to the Company.
- 1(b) **Companies ~~Law~~Act:** means the Companies ~~Law~~Act (as revised) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;
- 1(b) **Registered Office:** means the registered office of the Company for the time being as required by the Companies ~~Law~~Act;

**Provisions in the New Memorandum and Articles of Association (showing changes to the Articles of Association)**

- 1(b) **Relevant Period:** means the period commencing from the date on which any of the securities of the Company first become listed on the HK Stock Exchange to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time ~~listing~~trading of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed);
- 1(c)(iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies ~~Law~~Act (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; and
- 1(e) A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting held in accordance with these Articles and of which ~~not less than 14 days’~~ notice has been duly given.
- 5(a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies ~~Law~~Act, be varied or abrogated either with the consent in writing of the holders of not less than 3/4 in nominal value of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.

**Provisions in the New Memorandum and Articles of Association (showing changes to the Articles of Association)**

- 8 Any new Shares shall be issued upon such terms and conditions and with such rights, privileges or restrictions attached thereto as the general meeting resolving upon the creation thereof shall direct, and if no direction be given, subject to the provisions of the Companies LawAct and of these Articles, as the Board shall determine; and in particular such Shares may be issued with a preferential or qualified right to participate in Dividends and in the distribution of assets of the Company and with a special right or without any right of voting.
- 11(a) All unissued Shares and other securities of the Company shall be at the disposal of the Board and it may offer, allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times, for such consideration and generally on such terms (subject to Article 9) as it in its absolute discretion thinks fit, but so that no Shares shall be issued at a discount. The Board shall, as regards any offer or allotment of Shares, comply with the provisions of the Companies LawAct, if and so far as such provisions may be applicable thereto.
- 12(a) The Company may at any time pay commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any Shares, but so that the conditions and requirements of the Companies LawAct shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the Shares are issued.
- 12(b) If any Shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable within a period of one year, the Company may pay interest on so much of that share capital as is for the time being paid up for the period and, subject to any conditions and restrictions mentioned in the Companies LawAct, may charge the sum so paid by way of interest to capital as part of the cost of construction of the works or buildings, or the provisions of the plant.

**Provisions in the New Memorandum and Articles of Association (showing changes to the Articles of Association)**

- 13(d) sub-divide its Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Companies ~~Law~~Act, and so that the resolution whereby any Share is sub-divided may determine that, as between the holders of the Shares resulting from such sub-division, one or more of the Shares may have any such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new Shares;
- 15(a) Subject to the Companies ~~Law~~Act, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of Shares, the Company shall have the power to purchase or otherwise acquire all or any of its own Shares (which expression as used in this Article includes redeemable Shares) provided that the manner and terms of purchase have first been authorised by an Ordinary Resolution of the Shareholders, and to purchase or otherwise acquire warrants and other securities for the subscription or purchase of its own Shares, and shares and warrants and other securities for the subscription or purchase of any shares in any company which is its Holding Company and may make payment therefor in any manner and terms authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any Shares or warrants or other securities in the Company or any company which is a Holding Company of the Company and should the Company purchase or otherwise acquire its own Shares or warrants or other securities neither the Company nor the Board shall be required to select the Shares or warrants or other securities to be purchased or otherwise acquired rateably or in any other manner and terms as between the holders of Shares or warrants or other securities of the same class or as between them and the holders of Shares or warrants or other securities of any other class or in accordance with the rights as to Dividends or capital conferred by any class of Shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with the relevant code, rules or regulations issued from time to time by the HK Stock Exchange and/or the Securities and Futures Commission of Hong Kong from time to time in force.

**Provisions in the New Memorandum and Articles of Association (showing changes to the Articles of Association)**

- 15(b) Subject to the provisions of the Companies ~~Law~~Act and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any Shares or attaching to any class of Shares, Shares may be issued on the terms that they may, at the option of the Company or the holders thereof, be liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.
- ~~15(e) Where the Company purchases for redemption a redeemable Share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all Shareholders alike.~~
- 17(a) The Board shall cause to be kept the Register and there shall be entered therein the particulars required under the Companies ~~Law~~Act.
- 17(b) Subject to the provisions of the Companies ~~Law~~Act, if the Board considers it necessary or appropriate, the Company may establish and maintain a principal or branch register of Shareholders at such location as the Board thinks fit and, during the Relevant Period, the Company shall keep its principal or a branch register of Shareholders in Hong Kong.
- 17(d) The Register may be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine (which may be extended for a further period(s) not exceeding 30 days in that year by an Ordinary Resolution).



**Provisions in the New Memorandum and Articles of Association (showing changes to the Articles of Association)**

- 18(a) Every person whose name is entered as a Shareholder in the Register shall be entitled to receive within the relevant time limit as prescribed in the Companies Law Act or as the HK Stock Exchange may from time to time determine, whichever is shorter, after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide or is required by the applicable rules of the stock exchange of the Relevant Territory) one certificate for all his Shares, or, if he shall so request, in a case where the allotment or transfer is of a number of Shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange of the Relevant Territory on which the Shares are listed upon payment of such sum (in the case of a transfer, not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, HK\$2.50 or such other sum as may from time to time be allowed or not prohibited under the Listing Rules, and in the case of any other Shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for Shares in stock exchange board lots or whole multiples thereof as he shall request and one for the balance (if any) of the Shares in question, provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders.
- 39 Subject to the Companies Law Act, all transfers of Shares shall be effected by transfer in writing in the usual or common form or in such other form as the Board may accept provided always that it shall be in such a form prescribed by the HK Stock Exchange and may be under hand only or, if the transferor or transferee is a Clearing House (or its nominee(s)), under hand or by machine imprinted signature or by such other means of execution as the Board may approve from time to time.
- 41(c) Notwithstanding anything contained in these Articles, the Company shall as soon as practicable and on a regular basis record in the principal Register all removals of Shares effected on any branch Register and shall at all times maintain the principal Register and all branch Registers in all respects in accordance with the Companies Law Act.

**Provisions in the New Memorandum and Articles of Association (showing changes to the Articles of Association)**

- 62 At all times during the Relevant Period ~~other than the year of the Company's adoption of these Articles~~, the Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; ~~and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next.~~ Such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any) andThe annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.
- 64 The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.
- 67A All Shareholders have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.

**Provisions in the New Memorandum and Articles of Association (showing changes to the Articles of Association)**

- 92(b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote ~~individually on a show of hands~~ and the right to speak.
- 96 The number of Directors shall not be less than two (2). The Company shall keep at its Registered Office a register of its directors and officers in accordance with the Companies ~~Law~~Act.
- 104(b) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies ~~Law~~Act, the Company shall not directly or indirectly:
- 112 The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the ~~next following~~first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

**Provisions in the New Memorandum and Articles of Association (showing changes to the Articles of Association)**

- 114 The ~~Company~~Shareholders may by Ordinary Resolution remove any Director (including a managing director or other executive director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.
- 116 The Board may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular but subject to the provisions of the Companies ~~Law~~Act, by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
- 119 The Directors shall cause a proper register to be kept, in accordance with the provisions of the Companies ~~Law~~Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with such provisions of the Companies ~~Law~~Act with regard to the registration of mortgages and charges as may be specified or required.
- 127 The business of the Company shall be managed by the Board who, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the Companies ~~Law~~Act expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Companies ~~Law~~Act and of these Articles and to any regulations from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

**Provisions in the New Memorandum and Articles of Association (showing changes to the Articles of Association)**

- 132 The Board may from time to time elect or otherwise appoint one of them to the office of chairman of the Company and another to be the vice chairman of the Company (or two or more vice ~~Chairmen~~chairmen) and determine the period for which each of them is to hold office. The chairman of the Company or, in his absence, the vice chairman of the Company shall preside as chairman at meetings of the Board, but if no such chairman or vice chairman be elected or appointed, or if at any meeting the chairman or vice chairman is not present within five minutes after the time appointed for holding the same and willing to act, the Directors present shall choose one of their number to be chairman of such meeting. All the provisions of Articles 103, 108, 123, 124 and 125 shall *mutatis mutandis* apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Article.
- 144 The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may, without prejudice to his right under any contract with the Company, be removed by the Board. Anything by the Companies ~~Law~~Act or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically on behalf of the Board.
- 145 The Secretary shall attend all meetings of the Shareholders and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Companies ~~Law~~Act and these Articles, together with such other duties as may from time to time be prescribed by the Board.
- 146 A provision of the Companies ~~Law~~Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of the Secretary.
- 147(a) Subject to the Companies ~~Law~~Act, the Company shall have one or more Seals as the Board may determine, and may have a Seal for use outside the Cayman Islands. The Board shall provide for the safe custody of each Seal, and no Seal shall be used without the authority of the Board or a committee authorised by the Board in that behalf.

**Provisions in the New Memorandum and Articles of Association (showing changes to the Articles of Association)**

- 153(a) The Company in general meeting may, upon the recommendation of the Board, resolve to capitalise any sum standing to the credit of any of the Company's reserve accounts which are available for distribution (including its share premium account and capital redemption reserve fund, subject to the Companies LawAct) and to appropriate such sums to the holders of Shares on the Register at the close of business on the date of the relevant resolution (or such other date as may be specified therein or determined as provided therein) in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of Dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid.
- 153(b) Subject to the Companies LawAct, whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the reserves or profits and undivided profits resolved to be capitalised thereby, and attend to all allotments and issues of fully paid Shares, debentures, or other securities and generally shall do all acts and things required to give effect thereto. For the purpose of giving effect to any resolution under this Article, the Board may settle any difficulty which may arise in regard to a capitalisation issue as it thinks fit, and in particular may disregard fractional entitlements or round the same up or down and may determine that cash payments shall be made to any Shareholders in lieu of fractional entitlements or that fractions of such value as the Board may determine may be disregarded in order to adjust the rights of all parties or that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the Shareholders concerned, and no Shareholders who are affected thereby shall be deemed to be, and they shall be deemed not to be, a separate class of Shareholders by reason only of the exercise of this power. The Board may authorise any person to enter on behalf of all Shareholders interested in a capitalisation issue any agreement with the Company or other(s) providing for such capitalisation and matters in connection therewith and any agreement made under such authority shall be effective and binding upon all concerned. Without limiting the generality of the foregoing, any such agreement may provide for the acceptance by such persons of the Shares, debentures or other securities to be allotted and distributed to them respectively in satisfaction of their claims in respect of the sum so capitalised.

- Provisions in the New Memorandum and Articles of Association (showing changes to the Articles of Association)**
- Clause**
- 154 Subject to the Companies LawAct and these Articles, the Company in general meeting may declare Dividends in any currency but no Dividends shall exceed the amount recommended by the Board.
- 156(a) No Dividend shall be declared or paid or shall be made otherwise than in accordance with the Companies LawAct.
- 156(b) Subject to the provisions of the Companies LawAct but without prejudice to paragraph (a) of this Article, where any asset, business or property is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) the profits and losses thereof as from such date may at the discretion of the Board in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company, and be available for Dividend accordingly. Subject as aforesaid, if any Shares or securities are purchased cum Dividend or interest, such Dividend or interest may at the discretion of the Board be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof or to apply the same towards reduction of or writing down the book cost of the asset, business or property acquired.
- 171 The Board shall make or cause to be made such annual or other returns or filings as may be required to be made in accordance with the Companies LawAct.
- 172 The Board shall cause proper books of account to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place; and of the assets and liabilities of the Company and of all other matters required by the Companies LawAct necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions. The financial year end of the Company shall be 31 December in each calendar year or as otherwise determined by the Board.
- 174 No Shareholder (not being a Director) or other person shall have any right of inspecting any account or book or document of the Company except as conferred by the Companies LawAct or ordered by a court of competent jurisdiction or authorised by the Board or the Company in general meeting.

**Provisions in the New Memorandum and Articles of Association (showing changes to the Articles of Association)**

- 176(a) ~~The Shareholders may by Ordinary Resolution The Company shall at each annual general meeting~~ appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by the Shareholders in a general meeting by Ordinary Resolution in such manner as the Shareholders may determine~~or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.~~
- 176(b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by ~~Special~~Ordinary Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.
- 180(a) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the Companies ~~Law~~Act and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.



**Provisions in the New Memorandum and Articles of Association (showing changes to the Articles of Association)**

- 180(b) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies ~~Law~~Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.
- 183 A notice or document may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, mental disorder, bankruptcy or winding up had not occurred.
- 188 Subject to the Companies ~~Law~~Act, a resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution.

**Provisions in the New Memorandum and Articles of Association (showing changes to the Articles of Association)**

- 190 If the Company shall be wound up (in whatever manner) the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Companies ~~Law~~Act, divide among the Shareholders in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different classes of Shareholders and the Shareholders within each class. The liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of Shareholders as the liquidator, with the like sanction, shall think fit, but so that no Shareholder shall be compelled to accept any Shares or other assets upon which there is a liability.
- 195 The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the Companies ~~Law~~Act:
- 196 The following provisions shall have effect at any time and from time to time provided that they are not prohibited by or inconsistent with the Companies ~~Law~~Act:

---

## NOTICE OF ANNUAL GENERAL MEETING

---



### Q P GROUP HOLDINGS LIMITED

### 雋思集團控股有限公司

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

**(Stock code: 1412)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Q P Group Holdings Limited (the “**Company**”) will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 8 June 2023 at 10:00 a.m. for the following purposes:

### ORDINARY RESOLUTIONS

1. To receive, consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and auditor for the year ended 31 December 2022.
2. To declare the payment of a final dividend at the rate of HK11.0 cents per share for the year ended 31 December 2022.
3. Re-elect the following retiring Directors, each as a separate resolution:
  - (a) Mr. CHENG Wan Wai as an executive Director of the Company;
  - (b) Mr. CHAN Wang Tao Thomas as an executive Director of the Company; and
  - (c) Mr. MAK Chin Pang as an executive Director of the Company.

And to authorise the board (the “**Board**”) of Directors of the Company to fix the remuneration of the Directors.

4. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the Board to fix the remuneration of the auditor.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

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

**“THAT:**

- (a) subject to paragraph (b) below and in accordance with all applicable laws, rules and regulations, the Directors be granted the mandate to enable them to repurchase shares (**“Shares”**) on the Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) and the exercise of such power by the Directors during the Relevant Period (as defined in paragraph (c) below) all the powers of the Company to repurchase its shares on the Stock Exchange or any other stock exchange recognised by the Securities and Futures Commission (the **“Commission”**) and the Stock Exchange, subject to and in accordance with the rules and regulations of the Commission, the Stock Exchange, the applicable laws of the Cayman Islands and all other applicable laws, rules and regulations;
- (b) the aggregate number of Shares of the Company which may be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued Shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

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

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

---

## NOTICE OF ANNUAL GENERAL MEETING

---

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

“**THAT:**

- (a) subject to paragraph (c) below and compliance with the prevailing requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and all applicable laws, rules and regulations given to the Directors be granted the mandate to exercise the powers of the Company to allot, issue and deal with additional Shares in the capital of the Company and to make or grant offers, agreements and options and the exercise of such power by the Directors during or after the end of the Relevant Period (as defined paragraph (d) below) is hereby generally and unconditionally approved;
- (b) The approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including but not limited to bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers after the end of Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into Shares of the Company;
  - (iii) the exercise of any options under the share option scheme adopted by the Company;
  - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the Articles of Association; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (v) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares,

shall not exceed 20% of the total number of issued Shares of the Company as at the date of passing of this resolution; and

- (d) for the purposes of this resolution:

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

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

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

---

## NOTICE OF ANNUAL GENERAL MEETING

---

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

“**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of Shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount of Shares shall not exceed 10% of the total number of issued Shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares of the Company after the date of passing of this resolution).”

### SPECIAL RESOLUTION

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

“**THAT:**

- (a) the proposed amendments to the existing amended and restated memorandum and articles of association of the Company currently in effect (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 27 April 2023, be and are hereby approved;
- (b) the second amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments (the “**Amended M&A**”), a copy of which has been produced to this meeting and initialed by the chairman of the meeting for the purpose of identification, be and are hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company with immediate effect as at the date of passing of this resolution; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (c) any Director or company secretary of the Company or the registered office provider of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Amended M&A, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By order of the Board  
**Q P Group Holdings Limited**  
**Cheng Wan Wai**  
*Chairman*

Hong Kong, 27 April 2023

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy or if he holds two or more shares, may appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For the purpose of determining the qualification as shareholders of the Company to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 5 June 2023 to Thursday, 8 June 2023, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 2 June 2023, being the last share registration date.



---

## NOTICE OF ANNUAL GENERAL MEETING

---

5. For the purpose of determining the entitlement to the proposed final dividend (subject to the approval of the shareholders at the Annual General Meeting), the register of members of the Company will be closed from Wednesday, 14 June 2023 to Friday, 16 June 2023, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the entitlement to the proposed final dividend, unregistered holders of shares of the Company are required to lodge all transfer documents accompanied by the relevant share certificates with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 13 June 2023.
6. In case of joint holders of any share of the Company (the "**Shares**"), any one of such joint holders may vote at the Annual General Meeting, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Share shall be accepted to the exclusion of the vote of the other joint registered holders.
7. References to time and dates in this notice are to Hong Kong time and dates.
8. If Typhoon Signal No. 8 or above, or "black" rainstorm warning is in effect any time after 8:00 a.m. and before the above time of Annual General Meeting, the Annual General Meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.qpp.com](http://www.qpp.com)) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.