

**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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in HC Group Inc. (the “Company”), you should at once hand this circular, together with the enclosed proxy form, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the 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.



**RENEWAL OF GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES;  
RE-ELECTION OF DIRECTORS;  
AMENDMENTS TO MEMORANDUM AND ARTICLES OF  
ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in this cover page shall bear the same meanings as those defined in the section headed “Definitions” in this circular.

The notice convening the AGM of the Company to be held at Room B-1, 4th Floor, Building 2, Hangxing Science Park, No. 11, Hepingli East Street, Dongcheng District, Beijing 100013, PRC on 2 June 2023, at 4:00 p.m. is set out on pages 34 to 39 of this circular. A proxy form for use at the AGM is enclosed with this circular.

Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy and return the accompany proxy form in accordance with the instructions printed thereon to the Company’s Hong Kong branch share registrar and transfer office, 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 holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) if you so wish. In such event, the proxy form shall be deemed to be revoked.

28 April 2023

<b>TABLE OF CONTENTS</b>
--------------------------

	<i>Pages</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	4
<b>Appendix I – Explanatory Statement</b> .....	10
<b>Appendix II – Details of Directors for Re-election</b> .....	13
<b>Appendix III – Proposed Amendments to the Existing Memorandum and Articles of Association</b> .....	16
<b>Notice of the AGM</b> .....	34

## DEFINITIONS

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

“AGM”	the annual general meeting of the Company for the year ended 31 December 2022 to be held on 2 June 2023 or any adjournment thereof
“AGM Notice”	the notice convening the AGM
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	HC Group Inc., an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company
“existing M&A”	the existing amended and restated memorandum and articles of association of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all power of the Company to allot, issue and otherwise deal with Shares of up to 20% of the issued share capital of the Company on the date of the AGM, as set out in resolution number 4(A) in the AGM Notice

## DEFINITIONS

“Latest Practicable Date”	21 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“new M&A”	the second amended and restated memorandum and articles of association of the Company, incorporating the Proposed Amendments to be adopted by the Shareholders at the AGM
“Nomination Committee”	the nomination committee of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Option(s)”	share option(s) granted under the Share Option Scheme
“PRC”	the People’s Republic of China
“Proposed Amendments”	proposed amendment to the existing M&A as set out in Appendix III to this circular
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares of up to 10% of the issued share capital of the Company on the date of AGM, as set out in resolution number 4(B) in the AGM Notice
“Repurchase Resolution”	the proposed ordinary resolution in the terms set out in resolution number 4(B) of the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of nominal value of HK\$0.10 each in the share capital of the Company
“Share Option Scheme(s)”	the share option scheme(s) adopted by the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

## DEFINITIONS

“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

*Certain Chinese names of institutions, natural persons or other entities have been translated into English and included in this circular as unofficial translations for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail. Except the above, the English version of this circular, the notice of AGM and the proxy form shall prevail over its Chinese translation in the event of inconsistency.*

LETTER FROM THE BOARD



HC GROUP INC.

慧聪集團有限公司

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

**(Stock code: 02280)**

*Executive Directors:*

Liu Jun (*Chairman and Chief Executive Officer*)

Zhang Yonghong

Liu Xiaodong (*President*)

*Non-executive Directors:*

Guo Fansheng

Sun Yang

Lin Dewei

*Independent Non-executive Directors:*

Zhang Ke

Zhang Tim Tianwei

Qi Yan

*Registered Office:*

4th Floor

One Capital Place

P.O. Box 847

George Town

Grand Cayman

Cayman Islands

*Head Office and*

*Principal Place of Business in the PRC:*

Room B-1, 4th Floor

Building 2

Hangxing Science Park

No. 11, Hepingli East Street

Dongcheng District

Beijing 100013

PRC

28 April 2023

*To the Shareholders*

Dear Sir or Madam,

**RENEWAL OF GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES;  
RE-ELECTION OF DIRECTORS;  
AND  
AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF  
ASSOCIATION**

**INTRODUCTION**

The purpose of this circular is to provide you with information of the proposals regarding the renewal general mandates to issue shares and to repurchase shares, the re-election of Directors, the Proposed Amendments and the adoption of the New M&A, and to give you the notice of the AGM.

## LETTER FROM THE BOARD

### GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved at the annual general meeting held on 27 May 2022. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue and otherwise deal with Shares of up to 20% of the issued share capital of the Company as at the date of the passing of the proposed resolution.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

More information about the Issue Mandate and the aforesaid extension is set out in resolutions number 4(A) and 4(C), respectively, in the AGM notice.

As at the Latest Practicable Date, 1,309,931,119 Shares were in issue. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that there being no change in the number of issued Shares prior to the date of the AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 261,986,223 new Shares under the Issue Mandate, representing approximately 20% of the issued share capital of the Company as at the date of the AGM.

### GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved at the annual general meeting held on 27 May 2022. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to repurchase Shares of up to 10% of the issued share capital of the Company as at the date of the passing of the proposed resolution. More information about the Repurchase Mandate is set out in resolution number 4(B) in the AGM notice.

Subject to the passing of the Repurchase Resolution and on the basis that there being no change in the number of issued Shares (i.e. 1,309,931,119 Shares) prior to the date of the AGM, the Company would be allowed to repurchase a maximum of 130,993,111 Shares under the Repurchase Mandate, representing approximately 10% of the issued share capital of the Company as at the date of the AGM.

An explanatory statement required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

## LETTER FROM THE BOARD

### RE-ELECTION OF DIRECTORS

In accordance with Article 87 of the Articles of Association, Mr. Liu Jun, Mr. Lin Dewei and Mr. Zhang Tim Tianwei will retire from office as Director by rotation. Each of them, being eligible, has offered himself for re-election at the AGM.

The Nomination Committee has reviewed and assessed the Directors proposed to be re-elected, and it recommended the re-election of all the retiring Directors be proposed to the Shareholders for consideration at the AGM. The Board, with the assistance and recommendation from the Nomination Committee, recommended the Shareholders to vote in favour of the re-election of each of the retiring Directors. Below summaries the principal factors considered and assessed by the Nomination Committee and the Board. The retiring Directors have abstained from the discussion and voting on matters relating to his respective re-election in meetings of the Board and/or relevant Board committee.

Each of the Nomination Committee and the Board has separately reviewed and assessed (i) the suitability of each of the retiring Directors based on a range of criteria, including but not limited to reputation, integrity, qualifications, commitment in respect of available time and relevant interest, the Board diversity policy as adopted by the Company, and the standards as set forth in Rules 3.08 and 3.09 of the Listing Rules; (ii) principal and code provision under B.2 of Part 2 of the Corporate Governance Code contained in Appendix 14 to the Listing Rules; and (iii) the independence of the Mr. Zhang according to Rule 3.13 of the Listing Rules. Furthermore, the Board, with the assistance and recommendation from the Nomination Committee for each of the retiring Directors to be proposed for re-election, has reviewed and discussed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to age, gender, background, length of service, and the professional experience, skills and expertise each of the retiring Directors, the commitment shown by these retiring Directors through their rate of attendances at meeting, their attendance and contribution made to the Group's affairs.

The Nomination Committee and the Board acknowledge Mr. Liu Jun's contribution to the Group and his historical performance. In particular, Mr. Liu has been leading the Company, and he is crucial to the Group's stable operation and development.

Mr. Lin and Mr. Zhang have been making valuable contribution to the Group during their tenure, and they have been bringing fresh perspectives and providing constructive opinions to the Group. The Nomination Committee and the Board believe their external background and experience will continue to be of benefit to the Group.

Mr. Zhang was first appointed as an independent non-executive Director in November 2011 and up to the Latest Practicable Date, he has been continuously serving as an independent non-executive Director for more than 9 years.



## LETTER FROM THE BOARD

The Nomination Committee and the Board have reviewed and assessed the independence of Mr. Zhang pursuant to code provision B.2.3 of the Corporate Governance Code. The Board was satisfied that further appointment of Mr. Zhang as an independent non-executive Director is justified due to the following reasons:

- (1) Mr. Zhang serves as an independent non-executive Director since his first appointment without involving in any executive operation of the Company;
- (2) As of the Latest Practicable Date, Mr. Zhang does not hold any interest in the share capital of the Company or in the business activities of the Group;
- (3) Other than being an independent non-executive Director, Mr. Zhang is not connected with any Director, the chief executive or substantial shareholder of the Company, and he does not represent any entity whose interests are not in line with the Shareholders as a whole;
- (4) To the best knowledge of the Board, Mr. Zhang has not relied on the remuneration given by the Company nor is he financially dependent on the Company or any connected person of the Company;
- (5) Mr. Zhang has demonstrated and the Board believes that he is able to exercise his professional judgment and draw upon his extensive knowledge, expertise and experience which are for the benefits of the Group as a whole, in particular, the independent Shareholders; and
- (6) Mr. Zhang has confirmed his independence in respect of each of the factors set out in Rule 3.13 of the Listing Rules in assessing the independence of a non-executive director at the time of his first appointment and has also annually provided a written confirmation of independence to the Company.

Based on the above reasons, the Nomination Committee and the Board are of the opinion that Mr. Zhang's tenure as an independent non-executive Director for more than 9 years will not affect his independence and Mr. Zhang will be able to carry out his duties as an independent non-executive Director impartially and independently.

The particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular. Separate resolution will be proposed at the AGM for their re-election. Based on the above reasons, the Board recommends each of the retiring Directors to be re-elected at the AGM.

## LETTER FROM THE BOARD

### PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Listing Rules were amended by, among other things, adopting set of core standards for shareholder protections for issuers set out in Appendix 3 to the Listing Rules. The Board proposes to amend its existing M&A, and to adopt the new M&A incorporating the Proposed Amendments in substitution for, and to the exclusion of, the existing M&A to (among other things):

- (i) conform with the said core standards for shareholder protections, including without limitation:
  - (a) to provide that the Company must hold an annual general meeting in each financial year and such annual general meeting must be held within six months after the financial year end;
  - (b) to specify that the Shareholders shall have the right to speak at a general meeting of the Company, and to vote at a general meeting of the Company (except where it is required by the Listing Rules to abstain from voting to approve the matter under consideration);
  - (c) to clarify the retirement and re-election of director appointed by the Board to fill a causal vacancy or as an addition to the Board; and
  - (d) to specify the right of the Shareholders to approve the appointment, removal and remuneration of auditors by way of ordinary resolution;
- (ii) reflect and align with certain amendments to the applicable laws of the Cayman Islands, including without limitation, to update the definition of the "Companies Law" and to bring it in line with the latest Cayman Companies Act, to include the financial year end date, to remove the requirement that declaration of dividends out of share premium account requires approval by ordinary resolution; and
- (iii) incorporate corresponding and housekeeping changes.

The Board is of the view that the Proposed Amendments are in the interests of the Company and the Shareholders as a whole. The Company has been advised by its legal advisers that the Proposed Amendments are not inconsistent with the requirements of the Listing Rules and the laws of the Cayman Islands respectively. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

The Proposed Amendments and the adoption of the new M&A will be subject to the approval by the Shareholders by way of a special resolution at the AGM. For details of the Proposed Amendments, please refer to Appendix III to this circular.

## LETTER FROM THE BOARD

### ANNUAL GENERAL MEETING

The notice convening the AGM is set out on pages 34 to 39 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll.

Whether or not you intend to attend the AGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) if you so wish. In such event, the proxy form shall be deemed to be revoked.

### RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate and the Repurchase Mandate, the re-election of the Directors set out above and the Proposed Amendments 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 relevant resolutions as set out in the AGM Notice at the AGM.

Yours faithfully,

By order of the Board

**Liu Jun**

*Chairman and Chief Executive Officer*

This appendix serves as an explanatory statement required to be sent to the Shareholders pursuant to Rule 10.06 of the Listing Rules to provide the requisite information to you to make an informed decision in relation to the Repurchase Resolution proposed under the AGM Notice.

**SHARE CAPITAL**

As at the Latest Practicable Date, 1,309,931,119 Shares were in issue. Subject to the passing of the relevant resolution and on the basis that there being no change in the number of issued Shares between the Latest Practicable Date and the date of the AGM, the Company will be allowed to repurchase a maximum of 130,993,111 Shares.

**REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to have general authority from the Shareholders to enable the Directors to repurchase Shares on the Stock Exchange. Such repurchase may, depending on market conditions and funding arrangements at the relevant time, lead to an enhancement of the net asset value and/or earnings per Share. The Repurchase Mandate will only be exercised when the Directors believe that such repurchase(s) will benefit the Company and the Shareholders as a whole.

**DIRECTORS, CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors, or to the best of the knowledge and belief of the Directors having made all reasonable enquiries, their respective close associates has a present intention, in the event that the Repurchase Mandate is approved, to sell any Shares to the Company and any of its subsidiaries. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved.

**FUNDING OF REPURCHASES**

In repurchasing Shares, the Company will only apply funds legally available for such purpose, being distributable profit of the Company or proceeds of a fresh issue of Shares made for such purpose in accordance with its memorandum of association, the Articles of Association and the laws of the Cayman Islands. The Company will not purchase Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the financial position of the Company as at 31 December 2022 (being the date of its latest published audited consolidated accounts) in the event that the repurchase of Shares were to be carried out in full at any time during the proposed purchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## SHARE PRICES

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

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2022</b>		
April	0.580	0.460
May	0.540	0.425
June	0.520	0.430
July	0.470	0.400
August	0.500	0.300
September	0.355	0.280
October	0.320	0.250
November	0.400	0.265
December	0.435	0.300
<b>2023</b>		
January	0.400	0.310
February	0.570	0.350
March	0.495	0.320
April (up to the Latest Practicable Date)	0.380	0.345

## UNDERTAKING

The Directors have undertaken to the Stock Exchange, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association and the Articles of Association and the applicable laws of the Cayman Islands.

**EFFECT OF THE TAKEOVERS CODE**

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

As at the Latest Practicable Date, Talent Gain Developments Limited ("TGDL") was the single largest shareholder of the Company. It is (by itself or through its controlled corporation) interested in 253,671,964 Shares, representing approximately 19.37% of the total issued Shares. As of the Latest Practicable Date and based on information publicly available, TGDL was wholly and beneficially owned by Digital China (BVI) Limited and indirectly wholly and beneficially owned by Digital China Holdings Limited, a company whose shares are listed on the Stock Exchange (stock code: 861). Assuming there being no change in the number of issued Shares and the shareholding, if the Repurchase Mandate is fully exercised with 130,993,111 Shares having been repurchased from other third parties, TGDL's shareholding interests will increase to approximately 21.52% of the total issued Shares. On this basis, the Directors are not aware of a (or a group of) Shareholder(s) becoming obligated to make a mandatory offer under the Takeovers Codes if the Repurchase Mandate is fully exercised.

The Directors do not intend to repurchase the Shares on the Stock Exchange if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

**SHARE REPURCHASES MADE BY THE COMPANY**

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

Set out below are details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM:

#### EXECUTIVE DIRECTOR

##### Mr. Liu Jun (劉軍), age 45

Mr. Liu is the chairman, chief executive officer of the Company and an executive Director. He is also the chairman of the Nomination Committee and a member of the remuneration committee of the Company (the “Remuneration Committee”). Mr. Liu was appointed as an executive Director with effect from 12 September 2016. He also acted as the chief executive officer from October 2017 to January 2019.

From 2004 to 2011, Mr. Liu was the chief executive officer of Yigao Group Company Limited, leading the company to enter into the information technology businesses. Mr. Liu has also been a director of several subsidiaries of the Company. Mr. Liu has obtained a Master’s degree in Chemical Engineering from Zhejiang University in March 2004 and a Bachelor’s degree in Chemical Engineering, Bio-engineering and Chemical Processing from Zhejiang University as well in June 2000. Mr. Liu is currently a member of the 6th Beijing Changping District Committee of the Chinese People’s Political Consultative Conference.

Mr. Liu has entered into a director’s service contract with the Company, for a term of three years from 12 September 2022, which may be terminated by him or by the Company by giving three months’ prior written notice or otherwise in accordance with the terms of the service contract. His directorship is also subject to retirement, re-election and termination under the Articles of Association. Under his service contract, Mr. Liu is entitled to basic annual salaries of RMB900,000, which was determined with reference to his roles and responsibilities, and the prevailing market conditions. He is also entitled to benefits and contribution to retirement benefit scheme, and is eligible to receive discretionary bonus determined with reference to his performance and the Company’s operating results during the relevant period. Total emolument to Mr. Liu for his services paid by the Group was approximately RMB8.5 million for the year ended 31 December 2022.

As at the Latest Practicable Date, Mr. Liu was interested in 79,252,100 Shares, comprising 50,218,900 Shares beneficially held by him and 29,032,100 underlying Shares derived from the Options granted to him. Save as disclosed above, Mr. Liu does not have any other interest in the Shares within the meaning of Part XV of the SFO.

As of the Latest Practicable Date, Mr. Liu did not have any relationship with any Directors, senior management or substantial Shareholders.

Save as disclosed above, Mr. Liu confirmed that there is no other information required to be disclosed under Rule 13.51(2) regarding his re-election. He and the Company are not aware of any other matter that needs to be brought to the attention of Shareholders pursuant to the Listing Rules.

**NON-EXECUTIVE DIRECTOR****Mr. Lin Dewei (林德緯), aged 62**

Mr. Lin is a non-executive Director. Mr. Lin was appointed as a non-executive Director with effect from 1 July 2020.

Mr. Lin has approximately 25 years of experience in the legal field and worked as a part-time lawyer at various law firms in the PRC between 1995 and 2001. In 2001, Mr. Lin practiced as a lawyer at Guangdong Everwin Law Office and became a partner of the firm in 2004. Since 2013, Mr. Lin has been practicing as a lawyer at Guangdong Yogo Law Firm. Mr. Lin was appointed as a non-executive director of China Lesso Group Holdings Limited (a company listed on Stock Exchange, stock code: 2128) on 27 February 2010, and was redesignated as an executive director of that company on 11 July 2018. Mr. Lin obtained a bachelor's degree in science from South China University of Technology (formerly known as South China Institute of Technology) in July 1982 and received a certificate of lawyer qualification in the PRC in January 1990.

Mr. Lin did not enter into any written service contract with the Company. The current term of Mr. Lin's appointment as a non-executive Director was one year commencing from 1 July 2022, which may be terminated by Mr. Lin and the Company. His directorship is also subject to retirement, re-election and termination under the Articles of Association. Mr. Lin is not entitled to any director's salary, fees or bonus from the Company for holding his office as a non-executive Director.

As at the Latest Practicable Date, Mr. Lin did not have any interests in the Shares within the meaning of Part XV of the SFO, and he did not have any relationship with any Directors, senior management, or substantial Shareholders.

Save as disclosed above, Mr. Lin confirmed that there is no other information required to be disclosed under Rule 13.51(2) regarding his re-election. He and the Company are not aware of any other matter that needs to be brought to the attention of Shareholders pursuant to the Listing Rules.

**INDEPENDENT NON-EXECUTIVE DIRECTOR****Mr. Zhang Tim Tianwei (張天偉), aged 59**

Mr. Zhang is an independent non-executive Director. He is also a member of each of the Nomination Committee and the Remuneration Committee. Mr. Zhang was appointed as an independent non-executive Director on 1 November 2011.

Mr. Zhang is currently the chief investment officer of China Resources Capital Management Ltd. He was the founder and managing director of Taconic Capital Ltd. from September 2003 to September 2005. He acted as the vice chairman and general manager of Unicredit China Capital Limited from September 2005 to June 2007. He served as the managing director of J.P. Morgan Securities (Asia Pacific) from July 2007 to October 2011 and acted as the chairman of J.P. Morgan (China) Venture Capital Investment Co. Ltd.



Since its foundation in 2010 to October 2011. He served as the managing director of Taconic Capital Group from November 2011 to March 2012, and as the chief operating officer of China Merchants Capital Management Limited from April 2012 to December 2014. He is the managing director of Mount Flag Capital Ltd. from January 2015 to September 2018 and was also the chief executive officer of Mount Flag LLC from August 2015 to September 2018. Mr. Zhang graduated from Tsinghua University at the Faculty of Precision Instruments & Mechanology in July 1986. He obtained a Master of Economics from the Chinese Academy of Social Sciences and a Master of Business Administration (MBA) from The University of Chicago. Mr. Zhang has over 20 years of experience in financial and business management.

Mr. Zhang has entered into a director's service contract with the Company. His current term of office is one year from 1 November 2022, and the service contracts shall be renewed automatically at the end of the term. Either party may terminate the service contract at any time by giving one month's prior written. His directorship is also subject to retirement, re-election and termination under the Articles of Association. Under his service contract, Mr. Zhang is entitled to a director's fee of RMB220,000, which is determined with reference to his roles and responsibilities, and the prevailing market conditions. Total emolument to Mr. Zhang for his services paid by the Group was approximately RMB220,000 for the year ended 31 December 2022.

As at the Latest Practicable Date, Mr. Zhang did not have any interests in the Shares within the meaning of Part XV of the SFO, and he did not have any relationship with any Directors, senior management or substantial Shareholders.

Save as disclosed above, Mr. Zhang confirmed that there is no other information required to be disclosed under Rule 13.51(2) regarding his re-election. He and the Company are not aware of any other matter that needs to be brought to the attention of Shareholders pursuant to the Listing Rules.

*This appendix sets out the proposed amendments to the existing M&A (showing changes to existing M&A, other than consequential changes made to cross-references and numbering).*

*The second amended and restated memorandum and articles of association of the Company are prepared and written in English. As such, any Chinese translation shall be for reference only. In the event of any inconsistency, the English version shall prevail.*

Clause no.	Proposed amendments to the existing M&A (showing changes to the existing Memorandum of Association)
2.	The Registered Office of the Company <del>shall be</del> <u>is situated</u> at the offices of Trident Trust Company (Cayman) Limited, Fourth Floor, One Capital Place, P.O. Box 847, <del>George Town, Grand Cayman, KY1-1103, Cayman Islands, British West Indies</del> or at such other place in the Cayman Islands as the Board may time to time decide.
4.	Except as prohibited or limited by the Companies <del>Law</del> <u>Act</u> , the Company shall have full power and authority to carry out any object not prohibited by any law as provided Section 7(4) of the Companies <del>Law</del> <u>Act</u> and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate, irrespective of any question of corporate benefit, in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it necessary for the attainment of its objects and whatever else may be considered by it as incidental or conducive thereto or consequential thereon, including, but without in any way restricting the generality of the foregoing, the power to make any alterations or amendments to this Memorandum of Association and the Articles of Association of the Company considered necessary or convenient in the manner set out in the Articles of Association of the Company, and the power to do any of the following acts or things, viz: to pay all expanses of and incidental to the promotion, formation and incorporation of the Company; to register the Company to do business in any other jurisdiction; to sell, lease or dispose of any property of the Company; to draw, make, accept, endorse, discount, execute and issue promissory notes, debentures, debenture stock, loans, loan stock, loan notes, bonds, convertible bonds, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments; to lend money or other assets and to act as guarantors; to borrow or raise money on the security of the undertaking or on all or any of the assets of the Company including uncalled capital or without security; to invest monies of the Company in such manner as the Directors determine; to promote other companies; to sell the undertaking of the Company for cash or any other consideration; to distribute assets in specie to members of the Company; to contract with persons for the provision of advice, the management and custody of the Company's assets, the listing of the Company's shares and its administration; to make charitable or benevolent donations; to pay pensions or gratuities or provide other benefits in cash or kind to Directors, officers, employees, past or present and their families; to purchase Directors and officers liability insurance; to carry on any trade or business and generally to do all acts and things which, in the opinion of the Company or the Directors, may be conveniently or profitably or usefully acquired and dealt with, carried on, executed or done by the Company in connection with the business aforesaid PROVIDED THAT the Company shall only carry on the business for which a licence is required under the laws of the Cayman Islands when so licensed under the terms of such laws.

Clause no.	Proposed amendments to the existing M&A (showing changes to the existing Memorandum of Association)
6.	The authorised share capital of the Company is HK\$200,000,000 divided into 2,000,000,000 shares of HK\$0.1 each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the <u>Cayman Islands Companies Law Act (As Revised)</u> and the Article of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.
7.	If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 193 of the <u>Cayman Islands Companies Law Act (As Revised)</u> and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

Article no.	Proposed amendments to the existing M&A (showing changes to the existing Articles of Association)														
1.	The regulations in Table A in the Schedule to the <u>Cayman Islands Companies Law Act (As Revised)</u> do not apply to the Company.														
2.	<p>(1) In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.</p> <table> <thead> <tr> <th>WORD</th> <th>MEANING</th> </tr> </thead> <tbody> <tr> <td><u>"Act"</u></td> <td><u>the Companies Act (as revised) of the Cayman Islands.</u></td> </tr> <tr> <td>...</td> <td></td> </tr> <tr> <td><u>"associate"</u></td> <td><u>shall have the meaning attributed to it in the rules of the Designated Stock Exchange.</u></td> </tr> <tr> <td><u>"close associate"</u></td> <td><u>in relation to any Director, shall have the same meaning as defined in the Listing Rules as modified from time to time, except that for purposes of Article 103 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to "associate" in the Listing Rules;</u></td> </tr> <tr> <td>...</td> <td></td> </tr> <tr> <td><u>"Law Listing Rules"</u></td> <td><u>The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;</u></td> </tr> </tbody> </table>	WORD	MEANING	<u>"Act"</u>	<u>the Companies Act (as revised) of the Cayman Islands.</u>	...		<u>"associate"</u>	<u>shall have the meaning attributed to it in the rules of the Designated Stock Exchange.</u>	<u>"close associate"</u>	<u>in relation to any Director, shall have the same meaning as defined in the Listing Rules as modified from time to time, except that for purposes of Article 103 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to "associate" in the Listing Rules;</u>	...		<u>"Law Listing Rules"</u>	<u>The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;</u>
WORD	MEANING														
<u>"Act"</u>	<u>the Companies Act (as revised) of the Cayman Islands.</u>														
...															
<u>"associate"</u>	<u>shall have the meaning attributed to it in the rules of the Designated Stock Exchange.</u>														
<u>"close associate"</u>	<u>in relation to any Director, shall have the same meaning as defined in the Listing Rules as modified from time to time, except that for purposes of Article 103 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to "associate" in the Listing Rules;</u>														
...															
<u>"Law Listing Rules"</u>	<u>The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;</u>														

Article no.	Proposed amendments to the existing M&A (showing changes to the existing Articles of Association)
	<p data-bbox="485 327 616 391">“ordinary resolution”</p> <p data-bbox="711 327 1359 583">a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which <del>not less than fourteen (14) clear days’</del> Notice has been duly given;</p> <p data-bbox="485 608 616 672">“special resolution”</p> <p data-bbox="711 608 1359 1310">a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which <del>not less than twenty-one (21) clear days’</del> Notice; specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a special resolution, has been duly given. <del>Provided that, except in the case of an annual general meeting, if it is so agreed by a majority in number of the Members having the right to attend and vote at any such meeting, being a majority together holding not less than ninety-five (95) per cent. in nominal value of the shares giving that right and in the case of an annual general meeting, if it is so agreed by all Members entitled to attend and vote thereat, a resolution may be proposed and passed as a special resolution at a meeting of which less than twenty-one (21) clear days’</del> Notice has been given;</p> <p data-bbox="711 1344 1359 1472">a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles or the Statutes.</p> <p data-bbox="485 1498 616 1527">“Statutes”</p> <p data-bbox="711 1498 1359 1625">the <del>Law</del>Act and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles.</p> <p data-bbox="485 1651 679 1749">“Subsidiary and Holding Company”</p> <p data-bbox="711 1651 1359 1749">the meanings attributed to them in the rules of the Designated Stock Exchange as amended from time to time.</p> <p data-bbox="408 1774 513 1804">(2) ...</p>

Article no.	Proposed amendments to the existing M&A (showing changes to the existing Articles of Association)
3.	<p>(1) The share capital of the Company at the date on which these Articles come into effect shall be divided into shares of a par value of <u>HK\$0.10</u> each.</p> <p>(2) Subject to the <u>LawAct</u>, the Company's Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, any power of the Company to purchase or otherwise acquire its own shares shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it thinks fit.</p> <p>(3) Except as allowed by the <u>LawAct</u> and subject further to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority the Company shall not give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.</p> <p>(4) ...</p>
4.	<p>The Company may from time to time by ordinary resolution in accordance with the <u>LawAct</u> alter the conditions of its Memorandum of Association to:</p> <p>(a) ...</p> <p>(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 <u>LawAct</u>), and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;</p> <p>(e) ...</p>
6.	<p>The Company may from time to time by special resolution, subject to any confirmation or consent required by the <u>LawAct</u>, reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.</p>

Article no.	Proposed amendments to the existing M&A (showing changes to the existing Articles of Association)
8.	<p>(1) Subject to the provisions of the <del>Law</del>Act and the Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Company may by ordinary resolution determine or, if there has not been any such determination or so far as the same shall not make specific provision, as the Board may determine.</p> <p>(2) 9. Subject to the provisions of the <del>Law</del>Act, the rules of any Designated Stock Exchange and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.</p>
9.	<p><del>Subject to the Law, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder if so authorised by its memorandum of association, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution of the Members determine. 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 as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.</del></p>
10.	<p>Subject to the <del>Law</del>Act and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:</p> <p>(a) <del>the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person (or in the case of a Member being a corporation, its duly authorised representative) or by proxy (whatever the number of shares held by them) shall be a quorum;</del></p> <p>(b) ...</p>

Article no.	Proposed amendments to the existing M&A (showing changes to the existing Articles of Association)
12.	<p>(1) Subject to the <u>LawAct</u>, these Articles, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.</p> <p>(2) ...</p>
13.	<p>The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the <u>LawAct</u>. Subject to the <u>LawAct</u>, the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.</p>
15.	<p>Subject to the <u>LawAct</u> and these Articles, the Board may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Board considers fit to impose.</p>
19.	<p>Share certificates shall be issued within the relevant time limit as prescribed by the <u>LawAct</u> or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.</p>



Article no.	Proposed amendments to the existing M&A (showing changes to the existing Articles of Association)
44.	<p>During the relevant period (except when the Register is closed), <del>t</del>The Register and branch register of Members maintained in Hong Kong, as the case may be, shall be open to inspection for <del>at least two (2) hours on every business day by Members</del>during business hours without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office and any Member may require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and is subject to the Hong Kong Companies Ordinance. The Register including any overseas or local or other branch register of Members may, after notice has been given <del>by advertisement in an appointed newspaper or any other newspapers</del> in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares (or otherwise on terms equivalent to the requirements under section 632 of the Hong Kong Companies as if the Company were incorporated under and is subject to the Hong Kong Companies Ordinance).</p>
48.	<p>(1) ...</p> <p>(4) Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the <del>Law</del>Act.</p>
49.	<p>Without limiting the generality of the last preceding Article, the Board may decline to recognise any instrument of transfer unless:</p> <p>(a) ...</p> <p>(c) the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the <del>Law</del>Act or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and</p> <p>(d) ...</p>



Article no.	Proposed amendments to the existing M&A (showing changes to the existing Articles of Association)
56.	An annual general meeting of the Company shall be held <del>infor</del> <u>for</u> each financial year <del>other than the year of the Company's incorporation (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of incorporation, unless a longer period would not infringe the rules of the Designated Stock Exchange, if any)</del> and such annual general meeting must be held within six (6) months after the end of the Company's financial year <del>(unless a longer period would not infringe the Listing Rules, if any)</del> at such time and place as may be determined by the Board.
58.	The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, <u>on a one vote per share basis</u> , shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business <u>or add resolution to the agenda of the meeting so convened</u> specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.
59.	<p>(1) <del>An annual general meeting and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by not less than twenty-one (21) clear days' Notice. All other extraordinary general meetings (other than an annual general meeting of the Company) shall</del> <u>may</u> be called by not less than fourteen (14) clear days' Notice but a general meeting may be called by shorter notice, subject to the <del>Law Act</del>, if it is so agreed:</p> <p>(a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and</p> <p>(b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.</p> <p>(2) ...</p>

Article no.	Proposed amendments to the existing M&A (showing changes to the existing Articles of Association)
61.	<p>(1) All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception of:</p> <p>(a) ...</p> <p>(d) appointment of Auditors (where special notice of the intention for such appointment is not required by the <del>Law</del>Act) and other officers;</p> <p>(e) ...</p> <p>(2) ...</p>
73.	<p>All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the <del>Law</del>Act. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.</p>
76.	<p>(1) ...</p> <p>(2) <u>All Members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u></p> <p>(3) Where any Member is, under the rules of the Designated Stock Exchange (<u>including the Listing Rules</u>), required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p>
79.	<p>The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person <u>in each case duly</u> authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.</p>

Article no.	Proposed amendments to the existing M&A (showing changes to the existing Articles of Association)
84.	<p>(1) ...</p> <p>(2) If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including the right to vote <del>individually on a show of hands</del> <u>and the right to speak</u>.</p> <p>(3) ...</p>
86.	<p>(1) ...</p> <p>(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, as an addition to the existing Board but <del>so that</del> the number of Directors <del>so appointed</del> <u>after such appointment</u> shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director so appointed by the Board shall hold office only until the <del>next following</del> <u>first annual</u> general meeting of the Company <u>after his appointment</u> <del>(in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board)</del>, and shall then be eligible for re-election <del>at that meeting</del>.</p> <p>(4) ...</p> <p>(5) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director <u>(including a managing or other executive Director)</u> at any time before the expiration of his <del>period</del> <u>term</u> of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).</p> <p>(6) ...</p>

Article no.	Proposed amendments to the existing M&A (showing changes to the existing Articles of Association)
93.	An alternate Director shall only be a Director for the purposes of the <del>Law</del> Act and shall only be subject to the provisions of the <del>Law</del> Act insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed in the alternative and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by Notice to the Company from time to time direct.
101.	Subject to the <del>Law</del> Act and to these Articles, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Article 102 herein.

Article no.	Proposed amendments to the existing M&A (showing changes to the existing Articles of Association)
103.	<p>(1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his <u>close associate(s)</u> is materially interested, but this prohibition shall not apply to any of the following matters namely:</p> <p>(i) <u>the giving of any security or indemnity either:-</u></p> <p>(a) <u>any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity to the Director or his close associate(s) in respect of money lent by him or any of his associate(s) or obligations incurred or undertaken by him or any of his associate(s) them at the request of or for the benefit of the Company or any of its subsidiaries;</u></p> <p>(b) <u>to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;</u></p> <p>(ii) <u>any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its Subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security; any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</u></p>

Article no.	Proposed amendments to the existing M&A (showing changes to the existing Articles of Association)
	<p>(iii) <del>any contract or arrangement concerning, an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</del> <u>any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:</u></p> <p>(a) <u>the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit;</u> <u>or</u></p> <p>(b) <u>the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;</u></p> <p>(iv) ...</p> <p>(v) <del>any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder other than a company in which the Director and/or his associate(s) is/are beneficially interested in five (5) per cent or more of the issued shares, or of the voting rights of any class of shares of such company (or any third company through which his interest or that of any of his associates is derived); or</del></p> <p>(vi) <del>any proposal concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not accorded to the employees to which such scheme or fund relates.</del></p>

Article no.	Proposed amendments to the existing M&A (showing changes to the existing Articles of Association)
	<p>(2) <del>A company shall be deemed to be a company in which a Director and/or his associate(s) own(s) five (5) per cent. or more if and so long as (but only if and so long as) he and/or his associates (either directly or indirectly) are the holders of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his/their interest or that of any of his associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder and any shares which carry no voting right at general meetings and very restrictive dividend and return of capital right</del><u>[DELETED]</u>.</p> <p>(3) ...</p>
104.	<p>(1) ...</p> <p>(3) Without prejudice to the general powers conferred by these Articles it is hereby expressly declared that the Board shall have the following powers:</p> <p>(a) ...</p> <p>(c) To resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the <u>LawAct</u>.</p> <p>(4) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force at the date of adoption of these Articles, and except as permitted under the <u>LawAct</u>, the Company shall not directly or indirectly:</p> <p>(i) make a loan to a Director or a director of any holding company of the Company or to any of their respective associates (as defined by the rules, where applicable, of the Designated Stock Exchange);</p> <p>(ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director; or</p> <p>(iii) if any one or more of the Directors hold (jointly or severally or indirectly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.</p>

Article no.	Proposed amendments to the existing M&A (showing changes to the existing Articles of Association)
110.	The Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the <u>LawAct</u> , to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
113.	<p>(1) ...</p> <p>(2) The Board shall cause a proper register to be kept, in accordance with the provisions of the <u>LawAct</u>, of all charges specifically affecting the property of the Company and of any series of debentures issued by the Company and shall duly comply with the requirements of the <u>LawAct</u> in regard to the registration of charges and debentures therein specified and otherwise.</p>
127.	<p>(1) The officers of the Company shall consist of a chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the <u>LawAct</u> and these Articles.</p> <p>(2) ...</p>
128.	<p>(1) ...</p> <p>(2) The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the <u>LawAct</u> or these Articles or as may be prescribed by the Board.</p>
130.	A provision of the <u>LawAct</u> 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.
131.	(1) The Company shall cause to be kept in one or more books at its Office a Register of Directors and Officers in which there shall be entered the full names and addresses of the Directors and Officers and such other particulars as required by the <u>LawAct</u> or as the Directors may determine. The Company shall send to the Registrar of Companies in the Cayman Islands a copy of such register, and shall from time to time notify to the said Registrar of any change that takes place in relation to such Directors and Officers as required by the <u>LawAct</u> .



Article no.	Proposed amendments to the existing M&A (showing changes to the existing Articles of Association)
136.	Subject to the <del>LawAct</del> , the Company in general meeting may from time to time declare dividends in any currency to be paid to the Members but no dividend shall be declared in excess of the amount recommended by the Board.
137.	Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the <del>LawAct</del> .
146.	<p>(1) The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided by the provisions of these Articles, the Board may apply the share premium account in any manner permitted by the <del>LawAct</del>. The Company shall at all times comply with the provisions of the <del>LawAct</del> in relation to the share premium account.</p> <p>(2) ...</p>
149.	<p>The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the <del>LawAct</del>:</p> <p>(1) If, so long as any of the rights attached to any warrants issued by the Company to subscribe for shares of the Company shall remain exercisable, the Company does any act or engages in any transaction which, as a result of any adjustments to the subscription price in accordance with the provisions of the conditions of the warrants, would reduce the subscription price to below the par value of a share, then the following provisions shall apply:</p> <p>(a) ...</p> <p>(2) ...</p>
150.	The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the <del>LawAct</del> or necessary to give a true and fair view of the Company's affairs and to explain its transactions.

Article no.	Proposed amendments to the existing M&A (showing changes to the existing Articles of Association)
155.	<p>(1) <del>At the annual</del> a general meeting <del>or at a subsequent extraordinary general meeting in each year</del>, the Members <del>shall</del> <u>may by an ordinary resolution</u> appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the <del>Members appoint another auditor</del> <u>next annual general meeting</u>. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.</p> <p>(2) ...</p> <p>(3) The Members may, at any general meeting convened and held in accordance with these Articles, by <del>special</del> <u>an ordinary</u> resolution remove the Auditor at any time before the expiration of his term of office and shall by <u>an ordinary</u> resolution at that meeting appoint another Auditor in his stead for the remainder of his term.</p>
156.	Subject to the <del>Law</del> <u>Act</u> the accounts of the Company shall be audited at least once in every year.
157.	The remuneration of the Auditor shall be fixed by the <del>Company</del> <u>Members</u> in general meeting <u>by an ordinary resolution</u> or in such manner as the Members may determine.
158.	<p><del>If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall as soon as practicable convene an extraordinary general meeting to fill the vacancy</del> <u>The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 155(3), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 155(1) at such remuneration to be determined by the Members under Article 157.</u></p>
165.	<p>(1) <u>Subject to the passing of a Special Resolution in a general meeting under Article 165(2),</u> <del>t</del>The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.</p> <p>(2) <del>A</del> <u>Subject to the Companies Act</u>, a resolution that the Company <u>to be</u> wound up by the court or be wound up voluntarily shall be a special resolution.</p>

Article no.	Proposed amendments to the existing M&A (showing changes to the existing Articles of Association)
166.	<p>(1) ...</p> <p>(2) If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the <del>Law</del>Act, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of properties of one kind or shall consist of properties to be divided as aforesaid of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.</p> <p>(3) ...</p>
168.	No Article shall be rescinded, altered or amended and no new Article shall be made until the same has been approved by a special resolution of the Members <u>in a general meeting</u> . A special resolution <u>in a general meeting</u> shall be required to alter the provisions of the memorandum of association or to change the name of the Company.
<b><u>FINANCIAL YEAR</u></b>	
<u>170.</u>	<u>Unless otherwise determined by the Directors, the financial year end of the Company shall be the 31st day of December in each calendar year.</u>



HC GROUP INC.

慧聪集團有限公司

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

(Stock code: 02280)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the members of HC Group Inc. (the “Company”) will be held at Room B-1, 4th Floor, Building 2, Hangxing Science Park, No. 11, Hepingli East Street, Dongcheng District, Beijing 100013, the People’s Republic of China on 2 June 2023, at 4:00 p.m. to consider and, if thought fit, approve the following resolutions:

**ORDINARY RESOLUTIONS**

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 December 2022.
2. To re-appoint PricewaterhouseCoopers as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
3. (A) Mr. Liu Jun be re-elected as an executive director of the Company (the “Director(s)”);  
(B) Mr. Lin Dewei be re-elected as a non-executive Director;  
(C) Mr. Zhang Tim Tianwei be re-elected as an independent non-executive Director; and  
(D) To authorise the board of Directors to fix the remuneration of the Directors.
4. (A) “**THAT:**
  - (i) subject to paragraph (iii) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares or securities convertible into shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds, debentures and other securities convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;

## NOTICE OF THE AGM

- (ii) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including but not limited to warrants, bonds, debentures and other securities convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
  
- (iii) the number of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an options or otherwise) by the Directors pursuant to the approval in paragraph (i) and (ii) of this resolution, otherwise than pursuant to: (a) a Rights Issue (as hereinafter defined); or (b) the exercise of any option granted under the share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares of the Company; or (c) any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the issued share capital of the Company in issue at the time of passing this resolution and the said approval shall be limited accordingly; and that this resolution shall be limited by the applicable rules and requirements of The Stock Exchange of Hong Kong Limited as amended from time to time, including the restrictions for using the general mandate to issue (i) securities convertible into new shares of the Company for cash consideration, if the initial conversion price of such convertible securities is lower than the Benchmarked Price (as defined below) of the shares of the Company at the time of the relevant placing; and (ii) warrants, options or similar rights to subscribe for new shares or securities of the Company convertible into new shares of the Company for cash consideration; and

## NOTICE OF THE AGM

(iv) for the purpose of this resolution,

“Benchmarked Price” means the higher of:

- (a) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and
- (b) the average closing price in the 5 trading days immediately prior to the earlier of:
  - (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the general mandate to be approved under this resolution;
  - (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and
  - (iii) the date on which the placing or subscription price is fixed.

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the articles of association of the Company to be held; and
- (c) the revocation or variation of the authority given under this resolution 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 on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

## NOTICE OF THE AGM

(B) “THAT:

- (i) subject to paragraph (iii) of this resolution below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and which are recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange and the Hong Kong Code on Share Buy-backs as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (iii) the number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution during the Relevant Period shall not exceed 10% of the issued share capital of the Company as at the date of passing this resolution; and
- (iv) for the purpose of this resolution,

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the articles of association of the Company to be held; and
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

## NOTICE OF THE AGM

- (C) “**THAT** conditional upon the passing of resolutions number 4(A) and 4(B) as set out in the notice convening this meeting of which this resolution forms part, the general mandate granted to the directors of the Company pursuant to resolution number 4(A) as set out in this notice convening this meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the number of share capital of the Company repurchased by the Company under the authority granted pursuant to resolution number 4(B) as set out in this notice convening this meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the issued share capital of the Company as at the date of passing this resolution.”

### SPECIAL RESOLUTION

5. “**THAT** the second amended and restated memorandum and articles of association of the Company (incorporating all the proposed amendments to the existing memorandum and articles of association of the Company, the details of which are set out in Appendix III to the circular of the Company dated 28 April 2023) (the “**Amended and Restated M&A**”), a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this 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 after the close of this meeting, and any director or company secretary 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 implement the adoption of the Amended and Restated M&A.”

By Order of the board of the Directors  
**HC GROUP INC.**  
**Liu Jun**  
*Chairman and Chief Executive Officer*

Beijing, PRC, 28 April 2023

*Notes:*

1. A proxy form for use at the Meeting is enclosed. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.



## NOTICE OF THE AGM

2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's Hong Kong branch share registrar and transfer office, 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 holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the 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 be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
7. An explanatory statement containing the information required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited regarding ordinary resolution number 4(B) is set out in Appendix I to the circular of the Company despatched on the same date. Biographies of Mr. Liu Jun, Mr. Lin Dewei and Mr. Zhang Tim Tianwei, proposed to be re-elected as directors of the Company at the Meeting are set out in Appendix II to such circular. Further information about the proposed amendments to the memorandum and articles of association of the Company is set out in Appendix III to such circular.
8. For determining the entitlement to attend and vote at the Meeting, the transfer book and Register of Members of the Company will be closed from 30 May 2023 (Tuesday) to 2 June 2023 (Friday) (being the record date) (both days inclusive), during which period no share transfers will be registered. In order to be eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 29 May 2023 (Monday).
9. References to time and dates in this notice are to Hong Kong time and dates.
10. The Company may be required to change the meeting arrangements at short notice due to the COVID-19 pandemic situation. Shareholders should regularly assess for themselves potential risks associated with, and whether they should attend, the physical meeting, While the Company proposes and endeavours to implement measures to safeguard the health of the attendees, no obligation or liability whatsoever will be assumed by the Company in connection with the successful implementation or otherwise of any or all of those measures.