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

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

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## **CIRTEK HOLDINGS LIMITED**

### **常達控股有限公司**

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

**(Stock Code: 1433)**

#### **PROPOSAL FOR**

#### **(1) GRANT OF GENERAL MANDATES TO REPURCHASE SHARES AND**

#### **TO ISSUE NEW SHARES;**

#### **(2) RE-ELECTION OF DIRECTORS;**

#### **(3) PROPOSED FINAL DIVIDEND;**

#### **(4) PROPOSED ADOPTION OF THE NEW AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION; AND**

#### **(5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“AGM”) to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 16 June 2023 at 2:00 p.m. is set out on pages 61 to 65 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cirtek.com](http://www.cirtek.com)).

Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon and return to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM (i.e. not later than 2:00 p.m. on Wednesday, 14 June 2023) 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 and in such case, the proxy form previously submitted shall be deemed to be revoked.

28 April 2023

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 16 June 2023 at 2:00 p.m., notice of which is set out on pages 61 to 65 of this circular (or any adjournment thereof)
“AGM Notice”	the notice for convening the AGM as set out on pages 61 to 65 of this circular
“Articles of Association”	the amended and restated memorandum and articles of association of the Company currently in force
“Board”	the board of Directors
“CG Code”	Corporate Governance Code as set out in Appendix 14 of the Listing Rules
“Company”	Cirtek Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 1433)
“Company Act”	the Companies Act, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Controlling Shareholder(s)”	has the meaning given to it in the Listing Rules and, unless the context otherwise requires, refers to Mr. Barry Chan, Ms. Candy Law and Charming International Limited individually and as a group where the context requires
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

## DEFINITIONS

“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the total number of the issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 8 of the AGM Notice as set out on pages 61 to 65 of this circular
“Latest Practicable Date”	21 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the amended and restated memorandum of association of the Company adopted on 21 February 2020 and took effect on 12 March 2020
“Mr. James Chan”	Mr. Chan Tsz Fung (陳梓峰), being our executive Director, the chairman of our Board, and the son of Mr. Chan Sing Ming Barry and Ms. Law Miu Lan
“Mr. Lee”	Mr. Lee Tak Cheong (李德昌), being our independent non-executive Director
“New Memorandum and Articles of Association”	the amended and restated Memorandum and Articles of Association of the Company incorporating and consolidating all the Proposed Amendments, proposed to be adopted by the Company by way of special resolution at the AGM
“Proposed Amendments”	proposed amendments to the existing Memorandum and Articles of Association as set out in Appendix III to this circular

## DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase the Shares of not exceeding 10% of the total number of the issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 9 of the AGM Notice as set out on pages 61 to 65 of this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

**CIRTEK HOLDINGS LIMITED**

**常達控股有限公司**

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

**(Stock Code: 1433)**

*Executive Directors:*

Mr. Chan Sing Ming Barry (*Chairman*)  
Ms. Law Miu Lan (*Chief Executive Officer*)  
Mr. Chan Tsz Fung

*Independent Non-Executive Directors:*

Mr. Lam Chor Ki Dick  
Mr. Lee Tak Cheong  
Ms. Luk Mei Yan

*Registered Office:*

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

*Principal Place of Business*

*in Hong Kong:*  
1/F, Wing Ming Industrial Centre  
15 Cheung Yue Street  
Lai Chi Kok  
Kowloon  
Hong Kong

28 April 2023

*To the Shareholders*

Dear Sir/Madam,

**PROPOSAL FOR**  
**(1) GRANT OF GENERAL MANDATES TO REPURCHASE SHARES**  
**AND**  
**TO ISSUE NEW SHARES;**  
**(2) RE-ELECTION OF DIRECTORS;**  
**(3) PROPOSED FINAL DIVIDEND;**  
**(4) PROPOSED ADOPTION OF THE NEW AMENDED AND**  
**RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION;**  
**AND**  
**(5) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the AGM to be held on Friday, 16 June 2023.

## LETTER FROM THE BOARD

### **2. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES**

The Directors have been granted a general and unconditional mandate to exercise the powers of the Company to repurchase Shares at the annual general meeting of the Company held on 17 June 2022. As at the Latest Practicable Date, such repurchase mandate has not been utilised and will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM that the Directors be granted a general and unconditional mandate to exercise all powers of the Company to repurchase the Shares of not exceeding 10% of the total number of the issued Shares as at the date of the passing of the proposed ordinary resolution contained in item 9 of the notice of AGM as set out on pages 61 to 65 of this circular (i.e. a total of 200,000,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the AGM).

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

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

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE NEW SHARES**

The Directors have been granted a general and unconditional mandate to allot, issue and deal with the additional Shares at the annual general meeting of the Company held on 17 June 2022. As at the Latest Practicable Date, such general mandate has not been utilised and will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM that the Directors be granted a general and unconditional mandate to allot, issue and deal with additional Shares of not exceeding 20% of the total number of the issued Shares as at the date of the passing of the proposed ordinary resolution contained in item 8 of the notice of AGM as set out on pages 61 to 65 of this circular (i.e. a total of 400,000,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the AGM). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the AGM.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

## LETTER FROM THE BOARD

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

Pursuant to Article 108 of the Articles of Association, unless and until the Company in a general meeting shall otherwise determine, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years or within such other period as the Stock Exchange may from time to time prescribe or within such other period as the laws of such jurisdiction applicable to the Company. The Directors to retire in every year shall be those who have been longest in office since their last election or appointment but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.

Pursuant to Article 108 of the Articles of Association, Mr. James Chan and Mr. Lee will retire at the AGM. All of the above retiring Directors, being eligible, will offer themselves for re-election at the AGM. At the AGM, separate ordinary resolutions will be proposed to re-elect Mr. James Chan and Mr. Lee as executive Director and independent non-executive Director respectively. The particulars of the Directors are set out in Appendix II to this circular.

The nomination committee of the Company (the “**Nomination Committee**”) has assessed and reviewed each of the independent non-executive Directors’ annual written confirmation of independence based on the independence guidelines as set out in Rule 3.13 of the Listing Rules and confirmed that all of them remain independent. In addition, the Nomination Committee has also reviewed the structure, size and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills, knowledge and experience, time commitment and contribution of the Directors with reference to the nomination principles and criteria set out in the board diversity policy of the Company.

The Nomination Committee has recommended to the Board on re-election of all the above retiring Directors. The Company considers that all the above retiring Directors will continue to bring valuable perspectives, skill and experience to the Board for its efficient and effective functioning and diversity. In this regard, the Board is satisfied that all the above retiring Directors are persons of integrity and stature and believes that their re-election will benefit the Board as well as the Company.

## LETTER FROM THE BOARD

### 5. RE-APPOINTMENT OF THE AUDITORS

Ernst & Young (“EY”) will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

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

### 6. PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 24 April 2023 in relation to the proposed adoption of New Memorandum and Articles of Association.

On 1 January 2022, the Listing Rules were amended by, among others, adopting a uniform set of core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the Listing Rules. The Board proposes to make certain amendments to the existing Memorandum and the Articles of Association to conform to the said core standards for shareholder protections, to allow a general meeting to be held as an electronic meeting or a hybrid meeting and to incorporate certain housekeeping changes.

In light of the number of the Proposed Amendments, the Board proposed to adopt the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

Details of the Proposed Amendments to the existing Memorandum and Articles of Association brought about by the adoption of the New Memorandum and Articles of Association (marked-up against the existing Articles of Association) are set out in Appendix III to this circular.

The New Memorandum and Articles of Association is written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the New Memorandum and Articles of Association is purely a translation only. Should there be any discrepancy, the English version shall prevail.

The Company’s legal advisers have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the Cayman Islands laws. The Company also confirms that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

## LETTER FROM THE BOARD

The Proposed Amendments and the adoption of the New Memorandum and Articles of Association are subject to the approval of the Shareholders by way of special resolution at the AGM and, if approved, will become effective upon such approval. Prior to the passing of the relevant special resolution at the AGM and the New Memorandum and Articles of Association becoming effective, the existing Memorandum and Articles of Association shall remain valid.

After the Proposed Amendments come into effect, the full text of the New Memorandum and Articles of Association will be published on the website of the Stock Exchange and the Company's website respectively.

### **7. CLOSURE OF REGISTER OF MEMBERS**

#### **To be eligible to attend and vote at the AGM**

The register of members of the Company will be closed from Tuesday, 13 June 2023 to Friday, 16 June 2023 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 12 June 2023.

#### **To qualify for the proposed final dividend**

In order to ascertain the entitlement to the proposed final dividend, the register of members of the Company will be closed from Friday, 23 June 2023 to Monday, 26 June 2023 (both days inclusive), during which period no transfer of shares will be registered. In order to be eligible to receive the proposed final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 21 June 2023.

### **8. AGM AND PROXY ARRANGEMENT**

A notice convening the AGM is set out on pages 61 to 65 of this circular.

According to rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at the AGM must be taken by poll. An announcement of the results of the poll will be published after the AGM in accordance with the requirements of the Listing Rules.

## LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cirtek.com](http://www.cirtek.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

### 9. RECOMMENDATION

The Directors believe that the proposed granting of the Issuance Mandate and the Repurchase Mandate, re-election of retiring Directors and the Proposed Amendments are all in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolutions to be proposed at the AGM.

### 10. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular and the notice of AGM.

### 11. RESPONSIBILITY STATEMENT

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

Yours faithfully,  
By Order of the Board  
**Cirtek Holdings Limited**  
**CHAN Sing Ming Barry**  
*Chairman and Executive Director*

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to Shareholders to enable them to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

## **1. SHARE CAPITAL AND THE REPURCHASE MANDATE**

As at the Latest Practicable Date, the number of Shares of the Company in issue was 2,000,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 9 of the notice of AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the AGM, i.e., being 2,000,000,000 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase a total of 200,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the revocation or variation of the authority given under the Repurchase Mandate; and (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws.

## **2. REASONS FOR REPURCHASE**

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

## **3. FUNDING OF REPURCHASE**

Any repurchase will only be funded out of funds of the Company legally available for the purpose of making the proposed purchases in accordance with the Articles of Association and the laws of the Cayman Islands.

On the basis of the financial position of the Company as at 31 December 2022, being the date to which the latest published audited accounts of the Company were made up, the Directors believe that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the Company's working capital or the gearing position which in the opinion of our Directors are from time to time appropriate for our Company.

#### **4. SHARE PRICES**

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follow:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2022</b>		
April	0.064	0.050
May	0.067	0.052
June	0.068	0.053
July	0.058	0.052
August	0.058	0.050
September	0.057	0.050
October	0.054	0.049
November	0.052	0.048
December	0.054	0.049
<b>2023</b>		
January	0.060	0.052
February	0.058	0.053
March	0.057	0.052
April ( <i>up to the Latest Practicable Date</i> )	0.053	0.049

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

No repurchase of Shares (whether on the Stock Exchange or otherwise) had been made by the Company in the six months preceding the Latest Practicable Date.

#### **6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

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

**7. TAKEOVERS CODE**

If, on the exercise of the power to repurchase 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 of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following table shows the Shareholders who were interested in more than 5% of the Company’s issued share capital and approximate percentage of shareholding if the Repurchase Mandate is exercised in full:

Name of Shareholder	Long/Short position	Nature of interest and capacity	Number of Shares	Approximate percentage of the Company’s total issued share capital <i>(Note 1)</i>	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Mr. Barry Chan	Long	Interests in a controlled corporation <i>(Note 2 and 3)</i>	1,308,000,000 shares	65.4%	72.6%
Ms. Candy Law	Long	Interests in a controlled corporation <i>(Note 2 and 3)</i>	1,308,000,000 shares	65.4%	72.6%
Charming International Limited	Long	Beneficial interests <i>(Note 2)</i>	1,308,000,000 shares	65.4%	72.6%

*Notes:*

1. The percentages have been compiled based on the total number of issued Shares (i.e. 2,000,000,000) as at the Latest Practicable Date.
2. Each of Mr. Barry Chan and Ms. Candy Law owns as to 51% and 49% of the issued share capital of Charming International Limited which, in turn, holds 1,308,000,000 Shares. Accordingly, Mr. Barry Chan and Ms. Candy Law are deemed to be interested in 1,308,000,000 Shares held by Charming International Limited by virtue of the disclosure requirements of the SFO.
3. Mr. Barry Chan is the spouse of Ms. Candy Law. Accordingly, Mr. Barry Chan and Ms. Candy Law are deemed to be interested in the Shares held by each other by virtue of the SFO.

## APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not consider such increase would reduce the issued share capital in the public to less than 25% (or the relevant prescribed minimum percentage required by the Stock Exchange). The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

<b>APPENDIX II      PARTICULARS OF THE DIRECTORS PROPOSED FOR RE-ELECTION</b>
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Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the AGM according to the Articles of Association, are provided below.

#### **Executive Director**

**Mr. Chan Tsz Fung (陳梓峰)**, aged 33, joined our Group in October 2013 as an operations assistant and is currently a product development manager of Charming Printing Limited, a subsidiary of the Group (“**Charming Printing**”). He was appointed as our Director on 17 May 2019 and was re-designated as our executive Director on 21 February 2020. Mr. James Chan is also a member of the Nomination Committee and director of certain subsidiaries of the Company. Mr. James Chan has over five years of experience in the apparel labels and trim products manufacturing industry. He is primarily responsible for overseeing the product development, marketing and strategic planning of our Group, in particular our Group’s sales and marketing activities in Europe. He studied diploma of engineering at Deakin University from February 2011 to February 2012. He is the son of Mr. Barry Chan and Ms. Candy Law, our executive Directors.

Pursuant to the existing service agreement entered into between Mr. James Chan and the Company on 21 February 2020, he is subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association. For the year ended 31 December 2022, he received a director remuneration amounted to HK\$981,000.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. James Chan (i) has not held any other directorships in the last three years in any listed public company on Hong Kong or overseas.

As far as the Directors are aware, there is no information of Mr. James Chan to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. James Chan that need to be brought to the attention of the Shareholders.

### **Independent non-executive Director**

**Mr. Lee Tak Cheong (李德昌)**, aged 51, was appointed as our independent non-executive Director on 21 February 2020 and is currently the Chairman of the Remuneration Committee, a member of each of the Audit Committee and Nomination Committee of the Company. Mr. Lee graduated from the University of Hong Kong with a bachelor's degree in engineering in November 1993. He then obtained a postgraduate diploma in quality management from the Hong Kong Polytechnic University in November 2000. In December 2003, Mr. Lee obtained a master's degree in business administration from The Chinese University of Hong Kong. From April 2004 to December 2007, Mr. Lee worked as a general manager overseeing factory management at Mansfield Manufacturing Co. Ltd., a company primarily engaged in metal stamping business. From December 2007 to June 2009, he served as a general manager at Top Link Industrial Co. Ltd., a company primarily manufactures electric powered tools. From September 2009 to August 2014, Mr. Lee started working as a general manager at Charming Printing and was promoted as an operational director in April 2012. From October 2014 to the present, Mr. Lee has been serving as a director overseeing the business management at Dreamcubics 3D Printing Limited, a company primarily sells 3D printers and provides 3D printing service.

Pursuant to the existing service agreement entered into between Mr. Lee and the Company on 21 February 2020, he is subject to retirement and re-election at annual general meeting of the Company in accordance with the Article of Association. For the year ended 31 December 2022, he received a director remuneration amounted to HK\$180,000.

Mr. Lee has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Lee (i) has not held any other directorships in the last three years in any listed public company on Hong Kong or overseas; (ii) does not hold any position with the Company or any members of the Group; (iii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) is not interested in any Shares within the meaning of Part XV of the SFO.

As far as the Directors are aware, there is no information of Mr. Lee to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Lee that need to be brought to the attention of the Shareholders.

*The following are the proposed amendments to the existing Memorandum and Articles of Association brought about by the adoption of the new Memorandum and Articles of Association (which are shown as mark-ups).*

Memorandum of Association No.	Proposed amendments to the existing Memorandum of Association (showing changes to the existing Memorandum of Association)
2.	The registered office <del>will be situated</del> <u>shall be</u> at the offices of <del>Estera Trust (Cayman) Limited, Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1-1108, Tricor Services (Cayman Islands) Limited, Third Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103,</del> Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide.
5.	If the Company is registered as an exempted company as defined in the Cayman Islands Companies <del>Law Act</del> <u>Act (as revised)</u> , it shall have the power, subject to the provisions of the Cayman Islands Companies <del>Law Act</del> <u>Act (as revised)</u> and with the approval of a special resolution, to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de-registered in the Cayman Islands.

Articles of Association No.	Proposed amendments to the existing Articles of Association (showing changes to the existing Articles of Association)
1	<p>(a) Table "A" of the Companies <del>Law Act</del> <u>Act (as revised)</u> shall not apply to the Company.</p> <p>(b) <u><b>Act:</b> means the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands;</u></p> <p><u><b>announcement:</b> means an official publication of a notice or document of the Company, including a publication, subject to and to such extent permitted by the Listing Rules, by electronic communication or by advertisement published in the newspapers or in such manner or means ascribed and permitted by the Listing Rules and applicable laws;</u></p>

**business day:** means a day on which the HK Stock Exchange generally is open for business of dealing in securities. For the avoidance of doubt, where the HK Stock Exchange is closed for the business of dealing in securities on a business day for the reason of a number 8 or above typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles not be counted as a business day;

**Chairman:** means, except in Article 132, the chairman presiding at any meeting of shareholders or of the Directors;

**Close Associate(s):** shall, in relation to any Director, have the meaning as defined in the Listing Rules, except that where the transaction or arrangement to be approved by the Board is a connected transaction as referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associates” in the Listing Rules;

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

**Company:** means the above named company Cirtek Holdings Limited 常達控股有限公司, an exempted company incorporated in the Cayman Islands on 25 January 2019;

**Company’s website:** the website of the Company to which any shareholder may have access, the address or domain name of which has been notified to the shareholders at the time the Company seeks the relevant shareholder’s consent for the purposes of Article 180(B) or, as subsequently amended by notice given to the shareholders in accordance with Article 180;

	<p><b>Director(s):</b> means such person or persons as shall be appointed to the Board from time to time;</p> <p><b><u>electronic communication:</u></b> means a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other electron magnetic means in any form through any medium;</p> <p><b><u>electronic means:</u></b> include sending or otherwise making available to the intended recipients of the communication an electronic communication;</p> <p><b><u>electronic meeting:</u></b> means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by shareholders, proxies and/or Directors by means of electronic facilities;</p> <p><b><u>hybrid meeting:</u></b> means a general meeting convened for the (i) physical attendance and participation by shareholders, proxies, and/or Directors at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by shareholders, proxies and/or Directors by means of electronic facilities;</p> <p><b><u>Meeting Location:</u></b> has the meaning given to it in Article 71A;</p> <p><b>Ordinary Resolution(s):</b> means a resolution as described in Article 1(e) of these Articles;</p> <p><b><u>physical meeting:</u></b> means a general meeting held and conducted by physical attendance and participation by shareholders, proxies and/or Directors at the Principal Meeting Place and/or where applicable, one or more Meeting Locations;</p> <p><b><u>Principal Meeting Place:</u></b> shall have the meaning given to it in Article 65;</p> <p><b>Registered Office:</b> means the registered office of the Company for the time being as required by the Companies Law Act;</p>
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**Share:** means ~~an ordinary~~ share in the share capital of the Company and includes stock except where a distinction between stock and Shares is expressed or implied;

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

**Subsidiary:** has the meaning ascribed to it by ~~Section 15 of~~ the Companies Ordinance as in force at the adoption of these Articles;

**writing or printing:** shall include writing, printing, lithography, photography, typewriting and every other mode of representing or reproducing words or figures in a legible and non-transitory form, and including where the representation takes the form of electronic display, provided that the same is available for download onto a user's computer or for printing through conventional small office equipment or is placed on the Company's website and, in each case, the shareholder concerned (where the relevant provision of these Articles require the delivery or service of any document or notice on him in his capacity as shareholder) has elected for the receipt of the relevant download or notice through electronic means and both the mode of service of the relevant document or notice and the shareholder's election comply with all applicable laws and regulations and the requirements of the stock exchange of the Relevant Territory;

*(Note: ~~The above new/amended/deleted definitions will be inserted/arranged/deleted in Articles of Association 1. (b) in alphabetical order.~~)*

	<p>(c) (iii) subject to the foregoing provisions of this Article, any words or expressions defined in the <del>Companies Law Act</del> (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that "company" shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; and</p> <p>(d) At all times during the Relevant Period <u>(but not otherwise)</u> a resolution shall be a Special Resolution when it has been passed by a majority of not less than <u>three-fourths<sup>3/4</sup></u> of the <u>voting rights held</u> <del>votes cast</del> by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of which notice, specifying <u>(without prejudice to the power contained in these presents to amend the same)</u> the intention to propose the resolution as a <del>special</del> <u>Special resolution</u> <del>Resolution</del> has been duly given <u>in accordance with Article 65.</u></p> <p>(e) A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of such Shareholders as, being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting held in accordance with these Articles and of which <del>not less than 14 days'</del> notice has been duly given <u>in accordance with Article 65.</u></p> <p>(h) <u>Except during the Relevant Period, an Ordinary Resolution shall be effective of any purpose for which a Special Resolution is expressed to be required under any provision of these Articles.</u></p>
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	<p>(i) <u>A reference to a meeting: shall mean a meeting convened and held in any manner permitted by these Articles and any Shareholder, proxies and/or Directors (including, without limitation, the Chairman of such meeting) attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and other applicable laws, rules and regulations and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly.</u></p> <p>(j) <u>References to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes and other applicable laws, rules and regulations or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly.</u></p> <p>(k) <u>References to electronic facilities include, without limitation, online platform(s), website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise).</u></p> <p>(l) <u>Where a Shareholder is a corporation, any reference in these Articles to a Shareholder shall, where the context requires, refer to a duly authorised representative of such Shareholder.</u></p> <p>(m) <u>Subject to Article 5(a), the provisions of Special Resolutions and Ordinary Resolutions shall apply <i>mutatis mutandis</i> to any resolutions passed by the holders of any class of Shares.</u></p>
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2	<p><del>To the extent that the same is permissible under Cayman Islands law</del> <u>Without prejudice to any other requirements of the Statutes</u> and subject to Article 13, a Special Resolution shall be required to alter the Memorandum of Association of the Company, to approve any amendment of the Articles or to change the name of the Company.</p>
5	<p>(a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the <del>Companies Law Act</del>, be varied or abrogated <del>either (i) with the consent in writing of the holders of not less than at least three-fourths<sup>3/4</sup> in nominal value of the voting rights of the issued Shares of that class, or with the approval sanction of a resolution Special Resolution passed by at least three-fourths of the voting rights of at a separate general meeting of the holders of the Shares of that class present and voting in person or by proxy at a separate general meeting of such holders.</del> To every such separate general meeting the provisions of these Articles relating to general meetings shall <u>apply mutatis mutandis</u> apply, but so that the necessary quorum (<del>other than at an adjourned meeting</del>) shall be <del>not less than two persons</del> holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative), or representing by proxy <u>at least one-third in nominal value</u> of the issued Shares of that class, <del>that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them)</del> and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.</p>

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

13	<p>(b) consolidate or divide all or any of its share capital into Shares of <u>a</u> larger or smaller amount than its existing Shares; and on any consolidation of fully paid Shares into Shares of <u>a</u> larger amount, the Board may settle any difficulty which may arise as it thinks expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of Shares to be consolidated determine which particular Shares are to be consolidated into a consolidated Share, and if it shall happen that any person shall become entitled to fractions of a consolidated Share or Shares, such fractions may be sold by some person appointed by the Board for that purpose and the person so appointed may transfer the Shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) may either be distributed among the persons who would otherwise be entitled to a fraction or fractions of a consolidated Share or Shares rateably in accordance with their rights and interest or may be paid to the Company for the Company's benefit;</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 provisions of the <del>Companies</del> <u>Law Act</u>, and so that the resolution whereby any Share is sub-divided may determine that, as between the holders of the Shares resulting from such sub-division, one or more of the Shares may have any such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new Shares;</p>
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15	<p>(a) Subject to the <del>Companies Law Act</del>, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of Shares, the Company shall have the power to purchase or otherwise acquire all or any of its own Shares (which expression as used in this Article .....</p> <p>(b) Subject to the provisions of the <del>Act Companies Law</del> and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any Shares or attaching to any class of Shares, Shares may be issued .....</p> <p>(e) The holder of the Shares being purchased or redeemed shall be bound to deliver <del>up</del> to the Company at the Head Office or such other place as the Board shall specify the certificate(s) thereof for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.</p>
17	<p>(a) The Board shall cause to be kept the Register and there shall be entered therein the particulars required under the <del>Companies Law Act</del>.</p> <p>(b) Subject to the provisions of the <del>Companies Law Act</del>, if the Board considers it necessary or appropriate, the Company may establish and maintain a principal or branch register of Shareholders at such location as the Board thinks fit and, during the Relevant Period, the Company shall keep its principal or a branch register of Shareholders in Hong Kong.</p>

	<p>(c) During the Relevant Period (except when the Register is closed <u>in accordance with the terms equivalent to the relevant section of the Companies Ordinance</u>), any Shareholder may inspect <del>during business hours</del> <u>any the principal register or branch Register of the Company</u> maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance.</p> <p><u>Any Register held in Hong Kong shall during normal business hours (subject to such reasonable restrictions as the Board may impose) be open for inspection by a Shareholder without charge and any other person on payment of a fee of such amount not exceeding the maximum amount as may from time to time be permitted under the Listing Rules as the Board may determine for each inspection. Any Shareholder may require a copy of the Register, or any part thereof, on payment of HK\$0.25, or such lesser sum as the Company may prescribe, for every 100 words or fractional part thereof required to be copied. The Company shall cause any copy so required by any person to be sent to that person within a period of ten (10) business days commencing on the date next after the day on which the request is received by the Company.</u></p> <p>(d) The <del>Register-branch register</del> <u>register maintained in Hong Kong</u> may be closed at such time or for such period <del>not exceeding in the whole 30 days in each year as the Board may determine</del> <u>in a manner that complies with section 632 of the Companies Ordinance.</u></p>
18	<p>(a) Every person whose name is entered as a Shareholder in the Register shall be entitled to receive within the relevant time limit as prescribed in the <del>Companies Law Act</del> or as the HK Stock Exchange may from time to time determine, whichever is shorter, after allotment or lodgement of a transfer .....</p>

19	Every certificate for Shares, warrants or debentures or representing any other form of securities of the Company shall be issued under the Seal of the Company <u>or a facsimile thereof or with the seal printed thereon</u> , which for this purpose may be a duplicate Seal.
20	Every share certificate hereafter issued shall specify the number and class of Shares in respect of which it is issued and the amount paid thereon and may otherwise be in such form as the Board may from time to time prescribe. A share certificate shall relate to only one class of Shares, and where the capital of the Company includes Shares with different voting rights, the designation of each class of Shares, other than those which carry the general right to <u>speak and vote</u> at general meetings, must include the words “restricted voting” or “limited voting” or “non-voting” or some other appropriate designation which is commensurate with the rights attaching to the relevant class of Shares.
39	Subject to the <del>Companies Law Act</del> , all transfers of Shares shall be effected by transfer in writing in the usual or common form or in such other form as the Board may accept provided always that it shall be in such a form prescribed by the HK Stock Exchange and .....
41	(c) Notwithstanding anything contained in these Articles, the Company shall as soon as practicable and on a regular basis record in the principal Register all removals of Shares effected on any branch Register and shall at all times maintain the principal Register and all branch Registers in all respects in accordance with the <del>Companies Law Act</del> .
47	The registration of transfers may be suspended when the Register is closed <del>in accordance with Article 17(d)</del> , <u>on giving notice by announcement, advertisement in the Newspapers or by any electronic means in such manner as may be accepted by the stock exchange in the Relevant Territory, at such times and for such periods as the Directors may from time to time determine and either generally or in respect of any class of shares, provided that the Register shall not be closed for periods exceeding in the whole thirty (30) days in any year. The period of thirty days may be extended in respect of any year if approved by the Shareholders by Ordinary Resolution.</u>

52	<p>If a Shareholder fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, without prejudice to the provisions of Article <del>35</del> <u>34</u>, serve notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.</p>
62	<p>At all times during the Relevant Period <del>other than the year of the Company's adoption of these Articles</del>, the Company shall in each <u>financial</u> year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; <del>and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next, and such annual general meeting shall be held within six months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any)</del>. The annual general meeting shall be held <u>as a physical meeting</u> in the Relevant Territory or elsewhere <u>and at one or more locations as provided in Article 71A, as a hybrid meeting or as an electronic meeting</u> as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</p>

63	<p>All general meetings other than annual general meetings shall be called extraordinary general meetings. <u>All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Article 71A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion.</u></p>
64	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. <del>Extraordinary general meetings shall also be convened on the requisition of</del> One or more Shareholders holding, at the date of deposit of the requisition, <u>in aggregate</u> not less than one-tenth of the <del>paid up capital voting rights, on a one vote per share basis, in the share capital of the Company</del> <u>may also make a requisition to convene an extraordinary general meeting and add resolutions to the meeting agenda</u> <del>having the right of voting at general meetings.</del> Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may <del>do so in the same manner,</del> <u>convene a physical meeting at only one location which will be the Principal Meeting Place,</u> and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>

65	<p>An annual general meeting of the Company shall be called by at least 21 days' notice in writing, and a general meeting of the Company, other than an annual general meeting (<u>including an extraordinary general meeting</u>), shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify <del>the place,</del> (a) the day; <u>and</u> the hour <del>of the meeting,</del> (b) <u>save for an electronic meeting, the place of the meeting and if there is more than one Meeting Location as determined by the Board pursuant to Article 71A, the principal place of the meeting (the "Principal Meeting Place"),</u> (c) <u>if the general meeting is to be a hybrid meeting or an electronic meeting, the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting (which electronic facilities or electronic platform may vary from time to time and from meeting to meeting as the Board, in its sole discretion, any see fit) or where such details will be made available by the Company prior to the meeting and the agenda of the meeting and particulars of the resolutions to be considered at that meeting</u> and, (d) in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article, <u>if permitted by the Listing Rules,</u> be deemed to have been duly called if it is so agreed:</p> <p>(a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend, <u>speak</u> and vote thereat; and</p>
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	<p>(b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend, <u>speak</u> and vote at the meeting, being a majority together holding not less than 95% of the total voting rights at the meeting of all <del>members</del><u>Shareholders</u> of the Company.</p> <p><u>The Board shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement or change of the relevant general meeting may occur automatically without further notice including, without limitation, where a tropical cyclone warning signal no. 8 or above, black rainstorm warning or other similar event is in force at any time prior to or at the time of the general meeting on the day of the general meeting.</u></p>
68	<p>For all purposes the quorum for a general meeting shall be two Shareholders present in person (<u>including attendance by electronic means</u>) (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to <u>speak or communicate instantly and</u> vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.</p>
69	<p>If within 15 minutes from the time appointed for the meeting a quorum is not present (<u>or such longer time not exceeding one hour as the Chairman of the meeting may determine to wait</u>), the meeting, if convened upon the requisition of Shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place <u>or to such time and (where applicable) such place(s) and in such form and manner referred to in Article 63</u> as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Shareholder or the Shareholders present in person (or, in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and entitled to <u>speak or communicate instantly and</u> vote shall be a quorum and may transact the business for which the meeting was called.</p>

71	<p><u>Subject to Article 71C, The eChairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting the details set out in Article 65 shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</u></p>
71A	<p>(1) <u>The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations ("Meeting Location(s)") determined by the Board at its absolute discretion. Any Shareholder or any proxy attending and participating in such way or any Shareholder or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u></p> <p>(2) <u>All general meetings are subject to the following and, where appropriate, all references to a "Shareholder" or "Shareholders" in this sub-paragraph (2) shall include a duly authorised representative or duly authorised representatives or a proxy or proxies respectively:</u></p> <p>(a) <u>where a Shareholder is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;</u></p>

- (b) Shareholders present in person or by proxy or (in the case of a Shareholder being a corporation) by its duly authorised representative at a Meeting Location and/or Shareholders attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the Chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Shareholders at all Meeting Locations and Shareholders participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;
- (c) where Shareholders attend a meeting by being present at one of the Meeting Locations and/or where Shareholders participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Shareholders or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and
- (d) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the notice for the meeting.

71B	<p><u>The Board and, at any general meeting, the Chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Shareholder who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Shareholder so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.</u></p>
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71C

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

- (a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 71A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or
- (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or
- (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or
- (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

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

71D	<p><u>The Board and, at any general meeting, the Chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the Chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Shareholders shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.</u></p>
71E	<p><u>If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Shareholders. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:</u></p> <p>(a) <u>when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of a meeting);</u></p>

	<p>(b) <u>when only the form of the meeting or electronic facilities specified in the notice are changed, the Board shall notify the Shareholders of details of such change in such manner as the Board may determine;</u></p> <p>(c) <u>when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 71, unless already specified in the original notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Shareholders of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and</u></p> <p>(d) <u>notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the Shareholders.</u></p>
<u>71F</u>	<p><u>All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 71C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.</u></p>
<u>71G</u>	<p><u>Without prejudice to other provisions in Articles 71A to 71F, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u></p>

71H	<p><u>Without prejudice to Articles 71A to 71G, and subject to the Statutes and the Listing Rules and any other applicable laws, the Board may resolve to enable persons entitled to attend an electronic meeting to do so by simultaneous attendance by means of electronic facilities with no Shareholder necessarily in physical attendance and without any particular Meeting Location being designated. Each Shareholder or (in the case of a Shareholder being a corporation) its duly authorised representative or its proxy shall be counted in the quorum for, and entitled to vote at, the electronic meeting in question, and that general meeting shall be duly constituted and its proceedings valid if the Chairman of the electronic meeting is satisfied that adequate facilities are available throughout the electronic meeting to ensure that Shareholders attending the electronic meeting who are not present together at the same place may, by means of electronic facilities, attend and speak or communicate and vote at it.</u></p>
72	<p><del>At</del> <u>In the case of a physical meeting, at any general meeting a resolution put to the vote of the meeting shall be decided by poll save that the eChairman of the meeting may, pursuant to the Listing Rules, allow a resolution to be voted by a show of hands. Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded by:</u></p> <p>(a) at least two Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to <u>speak and</u> vote at the meeting; or</p> <p>(b) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to <u>attend, speak and</u> vote at the meeting; or</p> <p>(c) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to <u>attend, speak and</u> vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.</p>

73	Where a resolution is voted on by a show of hands <u>as permitted under the Listing Rules</u> , a declaration by the eChairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or not
74	A poll shall <u>(subject as provided in Article 75)</u> be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place <u>not being more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded</u> , as the eChairman of the meeting directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. <u>The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules</u> . In the event that a poll is demanded after the eChairman of the meeting allows a show of hands pursuant to Article 72, the demand for a poll may be withdrawn, with the consent of the eChairman of the meeting, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is the earlier.
75	Any poll on the election of a eChairman of a meeting or on any question of adjournment <u>or postponement</u> shall be taken at the meeting and without adjournment <u>or postponement</u> .
76	In the case of an equality of votes, whether on a show of hands or on a poll, the eChairman of the meeting shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote, the eChairman of the meeting shall determine the same, and such determination shall be final and conclusive.
78	If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the eChairman of the meeting, the proceedings shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a Special Resolution no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.

79	<p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, <u>votes (whether on a show of hands or by way of a poll) may be cast by such means, electronic or otherwise, as the Board or the Chairman of the meeting may in its/his sole discretion determine,</u> at any general meeting (a) every Shareholder <del>present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy,</del> <u>in such manner</u> shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share), <del>and on a show of hands (b)</del> every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in this Article) <u>have the right to speak (c) on a show of hands, every shareholder present in such manner shall</u> have one (1) vote, <u>except where a shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u> On a poll a Shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands and on a poll, each such proxy is under no obligation to cast all his votes in the same way.</p>
79A	<p><u>All Shareholders of the Company (including a Shareholder which is a Clearing House (or its nominee(s))) shall have the right to (a) speak at a general meeting and (b) vote at a general meeting except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration. A Shareholder may not vote at a general meeting of the Company if that Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration. Where the Company has knowledge that any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.</u></p>

80	Any person entitled under Article 51 to be registered as the holder of any Shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such Shares, provided that at least 48 hours before the time of the holding of the meeting or adjourned meeting <u>or postponed meeting</u> (as the case may be) at which he proposes to vote, he shall satisfy the Board of his right to be registered as the holder of such Shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.
84	No objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned meeting <u>or postponed meeting</u> at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the eChairman of the meeting, whose decision shall be final and conclusive.
85	Any Shareholder ( <u>including a clearing house</u> ) entitled to attend, <u>speak</u> and vote at a meeting of the Company shall be entitled to appoint another person as his proxy <u>or representative (if such Shareholder is a corporation)</u> to attend, <u>speak or communicate instantly</u> and vote instead of him. <u>A Shareholder which is a corporation may execute a form of proxy under the hand of a duly authorised officer.</u> A Shareholder who is the holder of two or more Shares may appoint more than one proxy <u>or representative</u> to represent him and <u>attend, speak or communicate instantly and</u> vote on his behalf at a general meeting of the Company or at a class meeting. A proxy <u>or representative</u> need not be a Shareholder of the Company. On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy/ <u>proxies or representative/representatives</u> shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise <u>as</u> if it were an individual Shareholder <u>present in person at any general meeting</u> .

86	<p>No appointment of a proxy shall be valid unless it names the person appointed and his appointor. The Board may, unless it is satisfied that the person purporting to act as proxy is the person named in the relevant instrument for his appointment and the validity and authenticity of the signature of his appointor, decline such person's admission to the relevant meeting, reject his vote or, in the event that a poll is demanded after the eChairman of the meeting allows a show of hands pursuant to Article 72, his demand for a poll and no Shareholder who may be affected by any exercise by the Board of its power in this connection shall have any claim against the Directors or any of them nor may any such exercise by the Board of its powers invalidate the proceedings of the meeting in respect of which they were exercised or any resolution passed or defeated at such meeting.</p>
87	<p>The instrument appointing a proxy shall be in writing <u>and if the Board in its absolute discretion determines, may be contained in an electronic communication, and: (i) if in writing but not contained in an electronic communication, under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised; or (ii) in the case of an appointment contained in an electronic communication, submitted by or on behalf of the appointer, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine.</u></p>

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

- (2) The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited a such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office), or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than 48 hours before the time for holding the meeting or adjourned meeting or postponed meting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting or postponed meeting or on a poll demanded at a meeting or an adjourned meeting or a postponed meeting in a case where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending, speaking and voting ~~in person~~ (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

89	Every instrument of proxy, whether for a specified meeting or otherwise, shall be in such form as the Board may from time to time approve, provided that it shall not preclude the use of the two-way form. Any form issued to a Shareholder for use by him for appointing a proxy to attend, <u>spe</u> ak and vote at an extraordinary general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the Shareholder, according to his intentions, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business.
90	The instrument appointing a proxy to <u>attend, speak and</u> vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit; and (ii) unless the contrary is stated therein, be valid as well for any adjournment <u>or postponed</u> of the meeting as for the meeting to which it relates. <u>The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Articles has not been received in accordance with the requirements of these Articles. Subject to the aforesaid, if the proxy appointment and any of the information required under these Articles is not received in the manner set out in these Articles, the appointee shall not be entitled to vote in respect of the shares in question.</u>
91	..... at least two hours before the commencement of the meeting or adjourned meeting <u>or postponed meeting</u> at which the proxy is used.

92	<p>(a) Any corporation which is a Shareholder may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative <u>to attend and vote</u> at any meeting of the Company or of any class of Shareholders of the Company, and the person so authorised shall be entitled to exercise the same rights and powers on behalf of the corporation which he represents as that corporation could exercise <u>as</u> if it were an individual Shareholder of the Company. References in these .....</p> <p>(b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) <u>appoint proxies or authorise such person or persons as it thinks fit to act as its corporate representative or representatives, who enjoy rights equivalent to the rights of other Shareholders, to attend</u> at any meeting of the Company <u>(including but not limited to general meetings and creditors meetings)</u> or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to <u>speak and vote individually on a show of hands or on a poll.</u></p>
93	<p>(a) ..... place is specified, at the principal place of business maintained by the Company in the Relevant Territory from time to time before the time of holding the meeting or adjourned <u>or postponed</u> meeting at which the person so authorised proposes to vote or handed to the eChairman of the meeting at the meeting; and</p> <p>(b) ..... (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned <u>or postponed</u> meeting or poll (as the case may be) at which the corporate representative proposes to vote.</p>

96	The number of Directors shall not be less than two (2). The Company shall keep at its Registered Office a register of its directors and officers in accordance with the <del>Companies Law Act</del> .
104	<p>(b) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the <del>Companies Law Act</del>, the Company shall not directly or indirectly:</p> <p>...</p> <p>(i) make a loan to a Director or a director of any Holding Company of the Company or any of their respective Close Associates;</p> <p>(ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or a director of any Holding Company of the Company or any of their respective Close Associates; or</p> <p>(iii) if any one or more of the Directors hold (jointly or severally or directly 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>
105	(h) if he shall be removed from the office by notice in writing served on him signed by not less than <del>three-fourths</del> <sup>¾</sup> in number (or if that is not a round number, the nearest lower round number) of the Directors (including himself) then in office.

107	<p>(b) Any Director may continue to be or become a <del>Director</del>, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any other company in which the Company may be interested and (unless otherwise agreed between the Company and the Director) no such Director shall be liable to account to the Company or the Shareholders for any remuneration or other benefits received by him as a <del>Director</del>, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any such other company. The Directors may exercise the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by them as directors of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them as <del>Directors</del>, managing directors, joint managing directors, deputy managing director, executive directors, managers or other officers of such company) and any Director may vote in favour of the exercise of such voting rights in the manner aforesaid notwithstanding that he may be, or is about to be, appointed a <del>Director</del>, managing director, joint managing director, deputy managing director, executive director, manager or other officer of such a company, and that as such he is or may become interested in the exercise of such voting rights in the manner aforesaid.</p>
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	<p>(f) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the eChairman of the meeting) or his Close Associates or as to the entitlement of any Director (other than the eChairman of the meeting) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the eChairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his Close Associates concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the eChairman of the meeting or his Close Associates such question shall be decided by a resolution of the Board (for which purpose such eChairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such eChairman or his Close Associates as known to him has not been fairly disclosed to the Board.</p> <p>(g) <u>For the avoidance of doubt, each reference to Close Associate(s) in paragraph (c) or (e) of this Article above shall be deemed to be a reference to Associate(s) where the proposal, transaction or arrangement concerned is a Connected Transaction.</u></p>
111	<p>The Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director (<del>including a managing director or other executive director</del>) <del>either to fill a casual vacancy or as an additional Director. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.</del></p>

112	<p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting <u>or these Articles</u>. Any Director appointed by the Board to fill a casual vacancy <del>shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting.</del> Any Director appointed by the Board <u>or</u> as an addition to the existing Board shall hold office only until the <del>next following</del> <u>first</u> annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election <u>at that annual general meeting but.</u> Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation <u>at an annual general such meeting.</u></p>
114	<p><del>The Company Shareholders</del> may by Ordinary Resolution remove any Director (including a managing director or other executive director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any Director so <del>appointed</del><u>delected</u> shall <del>be subject to retirement by rotation pursuant to Article 108</del> <u>hold office only until the next general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.</u></p>
116	<p>The Board may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular but subject to the provisions of the <del>Companies Law Act</del>, by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.</p>

119	The Directors shall cause a proper register to be kept, in accordance with the provisions of the <del>Companies Law Act</del> , of all mortgages and charges specifically affecting the property of the Company and shall duly comply with such provisions of the <del>Companies Law Act</del> with regard to the registration of mortgages and charges as may be specified or required.
125	The Board may from time to time entrust to and confer upon a <del>e</del> Chairman, vice <del>e</del> Chairman, managing director, joint managing director, deputy managing director or executive director all or any of the powers of the Board that it may think fit provided that the exercise of all powers by such Director shall be subject to such regulations and restrictions as the Board may from time to time make and impose,
127	The business of the Company shall be managed by the Board who, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the <del>Companies Law Act</del> expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the <del>Companies Law Act</del> and of these Articles and to any regulations from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
132	The Board may from time to time elect or otherwise appoint one of them to the office of chairman of the Company and another to be the vice chairman of the Company (or two or more vice Chairmen) and determine the period for which each of them is to hold office. The chairman of the Company or, in his absence, the vice chairman of the Company shall preside as <del>e</del> Chairman at meetings of the Board, but if no such chairman or vice chairman be elected or appointed, or if at any meeting the chairman or vice chairman is not present within five minutes after the time appointed for holding the same and willing to act, the Directors present shall choose one of their number to be <del>e</del> Chairman of such meeting. All the provisions of Articles 103, 108, 123, 124 and 125 shall <i>mutatis mutandis</i> apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Article.

133	The Board may meet together for the despatch of business, adjourn <u>or postponed</u> and otherwise regulate its meetings and proceedings as it thinks fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall be a quorum. For the purpose of this Article an alternate Director shall be counted in a quorum separately in respect of himself (if a Director) and in respect of each Director for whom he is an alternate and his voting rights shall be cumulative and he need not use all his votes or cast all his votes in the same way. A meeting of the Board or any committee of the Board may be held by means of such telephone, <u>electronic facilities</u> or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.
134	A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Board which may be held in any part of the world, but no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Board. Notice thereof shall be given to each Director and alternate Director in person orally or in writing <u>or electronic means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website</u> or by telephone or by telex or telegram or facsimile transmission at the telephone or facsimile number or address from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine. A Director absent or intending to be .....
135	Subject to Article 107, questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the <u>e</u> Chairman of the meeting shall have a second or casting vote.

139	The meetings and proceedings of any such committee consisting of two (2) or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not replaced by any regulations imposed by the Board pursuant to Article 137.
142	<p>(a) A resolution in writing signed by all the Directors (or their respective alternate Directors) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. <u>A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his signature to such resolution in writing for the purpose of this Article; and a certificate in writing signed by a Director or the Secretary on such notification of consent shall be conclusive evidence thereof.</u> Any such resolutions in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors.</p> <p>(b) Where a Director is, on the date on which a resolution in writing is last signed by a Director, absent from the territory in which the Head Office is for the time being situated, or cannot be contacted at his last known address or contact telephone or facsimile number, or is temporarily unable to act through ill-health or disability and, in each case, his alternate (if any) is affected by any of these events, the signature of such Director (or his alternate) to the resolution shall not be required, and the resolution in writing, so long as such a resolution shall have been signed by at least two (2) Directors or their respective alternates who are entitled to vote thereon or such number of Directors as shall form a quorum, shall be deemed to have been passed at a meeting of the Board duly converted and held, .....</p>

143	(b) Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the <u>e</u> Chairman of the meeting at which the proceedings were held or by the <u>e</u> Chairman of the next succeeding meeting.
144	The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may, without prejudice to his right under any contract with the Company, be removed by the Board. Anything by the <del>Companies Law Act</del> or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically on behalf of the Board. <u>If the Secretary appointed is a corporation or other body, it may act and sign by the hand of any one or more of its directors or officers duly authorised.</u>
145	The Secretary shall attend all meetings of the Shareholders and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the <del>Companies Law Act</del> and these Articles, together with such other duties as may from time to time be prescribed by the Board.
146	A provision of the <del>Companies Law Act</del> or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of the Secretary.
147	(a) Subject to the <del>Companies Law Act</del> , the Company shall have one or more Seals as the Board may determine, and may have a Seal for use outside the Cayman

153	<p>(a) The Company in general meeting may, upon the recommendation of the Board, resolve to capitalise any sum standing to the credit of any of the Company's reserve accounts which are available for distribution (including its share premium account and capital redemption reserve fund, subject to the <del>Companies Act</del>Law) and to appropriate such sums to the holders of Shares on the Register at the close of business on the date of the relevant resolution (or .....</p> <p>(b) Subject to the <del>Companies Law Act</del>, whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the reserves or profits and undivided profits resolved to be .....</p>
154	Subject to the <del>Companies Law Act</del> and these Articles, the Company in general meeting may declare Dividends in any currency but no Dividends shall exceed the amount recommended by the Board.
156	<p>(a) No Dividend shall be declared or paid or shall be made otherwise than in accordance with the <del>Companies Law Act</del>.</p> <p>(b) Subject to the provisions of the <del>Companies Law Act</del> but without prejudice to paragraph (a) of this Article, where any asset, business or property is bought .....</p>
160	<p>(a) (i) (B) the Board, after determining the basis of allotment, shall give not less than <u>fourteen (14)</u> clear days' notice in writing to the Shareholders of the right of election accorded to them and shall send with such notice forms of election and specify the procedure; .....</p> <p>or (ii) (B) the Board, after determining the basis of allotment, shall give not less than <u>fourteen (14)</u> clear days' notice in writing to the Shareholders of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;</p>

171	The Board shall make or cause to be made such annual or other returns or filings as may be required to be made in accordance with the <del>Companies Law Act</del> .
172	The Board shall cause proper books of account to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place; and of the assets and liabilities of the Company and of all other matters required by the <del>Companies Law Act</del> necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions.
174	No Shareholder (not being a Director) or other person shall have any right of inspecting any account or book or document of the Company except as conferred by the <del>Companies Law Act</del> or ordered by a court of competent jurisdiction or authorised by the Board or the Company in general meeting.
175A	<u>The financial year of the Company shall end on 31 December each year and shall begin on 1 January each year.</u>
176	(a) The <del>Shareholders Company</del> shall at each annual general meeting <u>by Ordinary Resolution</u> appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. <u>Subject to compliance with the Listing Rules,</u> <del>t</del> The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by <del>or on the authority of the Shareholders Company</del> in the annual general meeting <u>by Ordinary Resolution, by other body that is independent of the Board or, unless prohibited by the Listing Rules, in the manner specified in the Ordinary Resolution,</u> <del>except that in any particular year the Company in general meeting may by Ordinary Resolution delegate the fixing of such remuneration to the Board and, subject to compliance with the Listing Rules, the remuneration of any Auditor appointed to fill any casual vacancy may be fixed by the Board.</del>

	<p>(b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by <del>Special</del><u>Ordinary</u> Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in <del>their</del><u>its</u> place for the remainder of the term.</p>
180	<p>(a) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the <del>Companies Law Act</del> and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.</p> <p>(b) ..... sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the <del>Companies Law Act</del> and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.</p> <p>(d) Any notice or document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid envelope or wrapper addressed to the Company or to such officer at the Head Office or Registered Office <u>or to such electronic address, or by such electronic means of transmission, as designated by the Company in accordance with Article 88.</u></p>

181	<p>(b) Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address <u>or electronic address</u> or a correct registered address <u>or electronic address</u> to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address <u>or electronic address</u> shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he <u>may obtain a copy of the relevant document, or by displaying or otherwise making available the relevant notice or document on the Company's website and stating the address within the Relevant Territory at which he may obtain a copy of the notice or document.</u> Any notice or document served in the manner so described which shall be sufficient service as regards Shareholders with no registered <u>or electronic address</u> or incorrect addresses, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address <u>or electronic address</u> for the service of notice or document on him or on any Shareholder other than the first named on the Register of members of the Company.</p>
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- (c) If on three consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the Register) at his registered address or by electronic means to his electronic address or website (in the event that the shareholder concerned has elected for service of any notice or document at this electronic address or website pursuant to Article 180(d)) but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address or electronic address (in the event that the shareholder concerned has elected for service of any notice or document at his electronic address or website pursuant to Article 180(d)) for the service of notices on him.
- (d) Notwithstanding any election by a Shareholder, if the Company is advised that the sending of any notice or other document to any electronic address supplied by a Shareholder may or might infringe the law of any relevant jurisdiction, or if the Company cannot verify the location of the server at which the electronic address of the Shareholder located, the Company may in lieu of the sending of any notice or other document to the electronic address supplied by the Shareholder concerned, place the same on the Company's website, and any such placement shall be deemed effective service on the Shareholder, and the relevant notice and document shall be deemed to be served on the Shareholder on which the same is first placed on the Company's website.
- (e) Notwithstanding any election by a Shareholder from time to time to receive any notice or document through electronic means, such Shareholder may, at any time require the Company to send to him, in addition to an electronic copy thereof a printed copy of any notice or document which he, in his capacity as Shareholder, is entitled to receive.

183	A notice or document may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at the address ( <u>including electronic address</u> ), if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, metal disorder, bankruptcy or winding up had not occurred.
184	Any person who by operation of law, transfer or other means whatsoever shall become entitled to any Share shall be bound by every notice in respect of such share which prior to his name and address being entered on the <del>Register</del> Register shall have been duly served to the person from whom he derives his title to such share.
188	Subject to the <del>Companies Law Act</del> , a resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution.
190	If the Company shall be wound up (in whatever manner) the liquidator may, with the sanction of a Special Resolution and any other sanction required by the <del>Companies Law Act</del> , divide among the Shareholders in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for .....
195	The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the <del>Companies Law Act</del> :
196	The following provisions shall have effect at any time and from time to time provided that they are not prohibited by or inconsistent with the <del>Companies Law Act</del> :

## CIRTEK HOLDINGS LIMITED

### 常達控股有限公司

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

**(Stock Code: 1433)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Cirtek Holdings Limited (the “**Company**”) will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 16 June 2023 at 2:00 p.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and the independent auditor’s report of the Company for the year ended 31 December 2022.
2. To re-elect Mr. Chan Tsz Fung as an executive director of the Company.
3. To re-elect Mr. Lee Tak Cheong as an independent non-executive director of the Company.
4. To authorise the board of directors of the Company (the “**Board**”) to fix the respective directors’ remuneration.
5. To consider and declare a final dividend of HK0.20 cents per ordinary share of the Company for the year ended 31 December 2022.
6. To re-appoint Ernst & Young as the auditor of the Company and to authorise the board of directors to fix auditor’s remuneration for the year ending 31 December 2023.
7. To consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;

## NOTICE OF AGM

- (b) the mandate in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of the issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of the issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Company’s shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.

## NOTICE OF AGM

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

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

“**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of the issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Company’s shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws.”

## NOTICE OF AGM

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

“**THAT** conditional upon the passing of the resolutions set out in items 8 and 9 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 8 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 9 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

### SPECIAL RESOLUTION

10. To consider and, if thought fit, pass with or without modification the following resolution as a special resolution:

“**THAT** the amendments to the Memorandum and Articles of Association of the Company as set out in Appendix III to the circular of the Company dated 28 April 2023 of which this notice forms part be and are hereby approved and the amended and restated Memorandum and Articles of Association (a copy of which having been produced before the meeting and signed by the chairman of the meeting for the purpose of identification) be and is hereby adopted as the new memorandum and articles of association of the Company; and any one director and/or the registered office provider of the Company be and is hereby authorised severally to do all things necessary or expedient to implement the adoption of the amended and restated Memorandum and Articles, including without limitation, attending to the necessary filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

By Order of the Board  
**Cirtek Holdings Limited**  
**CHAN Sing Ming Barry**  
*Chairman and Executive Director*

Hong Kong, 28 April 2023

*Notes:*

1. All resolutions at the AGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

## NOTICE OF AGM

2. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder 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 AGM. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder of the Company present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the AGM or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 13 June 2023 to Friday, 16 June 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Service Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 12 June 2023.
5. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the AGM), the register of members of the Company will be closed from Friday, 23 June 2023 to Monday, 26 June 2023 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 21 June 2023.
6. A circular containing further details set out in this Notice will be sent to all shareholders of the Company together with the 2022 Annual Report.
7. If a Typhoon Signal No. 8 or above is hoisted, a Black Rainstorm Warning Signal or "extreme conditions" caused by super typhoons is in force at or at any time after 7:00 a.m. on the date of the Meeting, the Meeting will be adjourned in accordance with the Articles. The Company will post an announcement on the Company's website at [www.cirtek.com](http://www.cirtek.com) and HKEXnews at [www.hkexnews.hk](http://www.hkexnews.hk) to notify its Shareholders of the date, time and place of the adjourned meeting.
8. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this Notice, the Board comprises Mr. Chan Sing Ming Barry, Ms. Law Miu Lan and Mr. Chan Tsz Fung being executive Directors; and Mr. Lam Chor Ki Dick, Mr. Lee Tak Cheong and Ms. Luk Mei Yan being independent non-executive Directors.*