
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Meilleure Health International Industry Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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



美瑞健康国际产业集团
Meilleure Health International Industry Group

MEILLEURE HEALTH INTERNATIONAL INDUSTRY GROUP LIMITED

美瑞健康國際產業集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 2327)

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES;
RE-ELECTION OF DIRECTORS;
PROPOSED PAYMENT OF FINAL DIVIDEND;
PROPOSED AMENDMENTS TO THE BYE-LAWS;
CLOSURE OF REGISTER OF MEMBERS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at Room 901–905, 9/F., China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong on Tuesday, 27 June 2023 at 11:00 a.m. is set out on pages 22 to 26 of this circular. A form of proxy for use by the Shareholders at the AGM is enclosed. Whether or not you intend to attend and vote at the AGM in person, please complete the form of proxy in accordance with the instructions set out therein and return it to the Company's Hong Kong branch share registrar, Tricor Standard 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 holding the AGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be) should you so wish.

28 April 2023

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction.....	3
Repurchase Mandate	4
General Mandate	4
Re-election of Directors	5
Proposed payment of Final Dividend.....	5
Proposed Amendments to the Amended and Restated Bye-laws	5
Annual General Meeting.....	6
Voting at the Annual General Meeting	6
Closure of Register of Members	6
Recommendation	6
Appendix I — Explanatory Statement of the Repurchase Mandate	7
Appendix II — Details of the Re-elected Directors	10
Appendix III — Proposed Amendments to the Bye-laws	13
Notice of Annual General Meeting	22

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room 901–905, 9/F., China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong on Tuesday, 27 June 2023 at 11:00 a.m. for the purposes of considering the businesses set out in the AGM Notice and, if thought fit, passing the resolutions set out therein, or any adjourned meeting (as the case may be)
“AGM Notice”	the notice for convening the AGM as set out on pages 22 to 26 in this circular
“Amendments”	the amendments and restatement of the Bye-laws
“Board”	the board of Directors
“Bye-laws”	the Bye-laws of the Company
“Company”	Meilleure Health International Industry Group Limited, an exempted company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Final Dividend”	the proposed final dividend of HK1.6 cents per Share for the year ended 31 December 2022 to the Shareholders whose names appear on the Record Date
“General Mandate”	the general mandate to allot, issue and deal with new Shares not exceeding 20% of the nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereof
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	20 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“New Bye-laws”	the new Bye-laws of the Company with the Amendments proposed to be adopted by the Shareholders at the AGM.
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan region
“Record Date”	Tuesday, 8 August 2023, being the record date for determining entitlements of the Shareholders to the Final Dividend
“Register of Members”	the principal or branch register of members of the Company maintained in Bermuda or Hong Kong respectively
“Repurchase Mandate”	the authority to repurchase fully paid up Shares of up to 10% of the nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereof
“SFC”	the Securities and Futures Commission in Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong approved by the SFC as amended, supplemented or otherwise modified from time to time
“%”	per cent

LETTER FROM THE BOARD



美瑞健康国际产业集团

Meilleure Health International Industry Group

MEILLEURE HEALTH INTERNATIONAL INDUSTRY GROUP LIMITED

美瑞健康國際產業集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 2327)

Executive Directors:

Mr. Zhou Xuzhou (*Co-Chairman*)

Dr. Zeng Wentao (*Co-Chairman*)

Ms. Zhou Wen Chuan

(Vice Chairman and Chief Executive Officer)

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Non-Executive Director:

Dr. Mao Zhenhua

*Head office and principal place of
business in Hong Kong:*

Unit 2906

Tower 1, Lippo Centre

89 Queensway

Admiralty

Hong Kong

Independent Non-Executive Directors:

Professor Chau Chi Wai, Wilton

Mr. Gao Guanjiang (resigned on 11 April 2023)

Dr. Yang Yu (appointed on 11 April 2023)

Mr. Wu Peng

28 April 2023

To the Shareholders

Dear Sir/Madam,

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES;
RE-ELECTION OF DIRECTORS;
PROPOSED PAYMENT OF FINAL DIVIDEND;
PROPOSED AMENDMENTS TO THE BYE-LAWS;
CLOSURE OF REGISTER OF MEMBERS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM regarding (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the General Mandate to the Directors; (iii) the re-election of Directors; (iv) the proposed payment of Final Dividend; and (v) the proposed amendments to the Bye-laws.

LETTER FROM THE BOARD

REPURCHASE MANDATE

At the AGM, an ordinary resolution will be proposed to grant the Repurchase Mandate to the Directors. The authority to be given under the Repurchase Mandate is restricted to the repurchase of Shares on the Stock Exchange in accordance with the Listing Rules.

In accordance with the Listing Rules, an explanatory statement of the Repurchase Mandate is set out in Appendix I of this circular in order to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM for granting the Repurchase Mandate to the Directors.

The full text of the resolution in respect of the Repurchase Mandate is set out in resolution no. 5 in the AGM Notice. As at the Latest Practicable Date, there are 4,094,548,636 Shares in issue and assuming that no new shares are allotted or issued prior to the AGM, the total number of Shares that may be repurchased under the Repurchase Mandate will be 409,454,863 Shares, calculated based on 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereto.

GENERAL MANDATE

At the AGM, an ordinary resolution will also be proposed to grant the General Mandate to the Directors. The general mandate granted to the Directors at the last annual general meeting of the Company held on 24 June 2022 will lapse at the conclusion of the AGM. The General Mandate will give the Directors the flexibility and discretion to issue new Shares. In addition, an ordinary resolution will be proposed to extend the General Mandate by adding to it the number of such Shares repurchased under the Repurchase Mandate.

The full texts of the resolutions in respect of the General Mandate and the extension of the General Mandate are set out in resolutions nos. 6 and 7 in the AGM Notice, respectively.

As at the Latest Practicable Date, there are 4,094,548,636 Shares in issue and assuming that no new shares are allotted or issued prior to the AGM, the total number of Shares that may be issued under the General Mandate will be 818,909,727 Shares, calculated based on 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereto.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Reference is made to the Company's announcement (the "Announcement") dated 11 April 2023 in relation to, among others, changes in the directorships of the Company. As disclosed in the Announcement, the following changes in the directorships of the Company took place and became effective from 11 April 2023:

- (1) Mr. Gao Guanjiang (高冠江) resigned from the position as an independent non-executive Director of the Company owing to his other business engagement and commitment that requires his more dedication.
- (2) Dr. Yang Yu (楊毓) was appointed as an independent non-executive Director of the Company; and

Pursuant to the Bye-laws, Mr. Zhou Xuzhou, Ms. Zhou Wen Chuan and Dr. Yang Yu will retire and, being eligible, will offer themselves for re-election at the AGM. Information on the retiring Directors is set out in Appendix II to this circular.

PROPOSED PAYMENT OF FINAL DIVIDEND

Subject to the approval of Shareholders at the AGM, the Board proposed to pay a final dividend of HK1.6 cents per Share for the year ended 31 December 2022 to the Shareholders whose names appear on the register of members of the Company as at the close of business on Tuesday, 8 August 2023. The final dividends are expected to be paid in Hong Kong dollars on or before Tuesday, 22 August 2023.

PROPOSED AMENDMENTS TO THE AMENDED AND RESTATED BYE-LAWS

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 "Core Standards" for shareholder protections for issuers. As such, the Board proposes the amendments for the purposes of, among others, (i) bring the existing amended and restated Bye-laws of the Company in line with amendments made to Listing Rules and applicable laws of Bermuda; and (ii) make certain minor housekeeping amendments to the existing amended and restated Bye-laws of the Company for the purpose of clarifying existing practice and making consequential amendments in line with the Proposed Amendments, subject to the passing of the special resolution, with effect from the conclusion of the AGM.

Details of the Proposed Amendments and the adoption of the New Bye-laws of the Company are set out in Appendix III to this circular.

The Company has been advised by its legal advisers that the Proposed Amendments conform to the requirements of the Listing Rules and do not contravene the laws of Bermuda, respectively. The Board considers that the Proposed Amendments are in the interests of the Company and the Shareholders as a whole. The Board confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

LETTER FROM THE BOARD

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

ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 22 to 26 of this circular and a form of proxy for use by Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the form of proxy in accordance with the instructions set out therein and return it to the Company's branch share registrar in Hong Kong, Tricor Standard 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 holding the AGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be) should you so wish.

VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to the Rule 13.39 of the Listing Rules, all votes of Shareholders at a general meeting must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to the vote at the AGM pursuant to bye-law 66 of the Bye-laws.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company for the AGM will be closed from Tuesday, 20 June 2023 to Tuesday, 27 June 2023, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance at the AGM to be held on Tuesday, 27 June 2023, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 19 June 2023.

RECOMMENDATION

The Directors are of the opinion that the resolutions to be proposed at the AGM as referred in this circular are in the best interests of the Company and the Shareholders and recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of
Meilleure Health International Industry Group Limited
Zhou Wen Chuan
Executive Director and Chief Executive Officer

This Appendix serves as an explanatory statement required by Rule 10.06(1)(b) of the Listing Rules to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM for granting the Repurchase Mandate to the Directors.

SHAREHOLDERS' APPROVAL

All proposed repurchases of Shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval.

REASONS FOR SHARE REPURCHASE

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

SHARE CAPITAL

As at the Latest Practicable Date, the Company had 4,094,548,636 Shares in issue.

Subject to the passing of the proposed ordinary resolution approving to grant the Repurchase Mandate to the Directors and on the assumptions that no new Shares are allotted or issued, no existing Shares are repurchased by the Company prior to the AGM, the exercise of the Repurchase Mandate in full would enable the Company to repurchase a maximum of 409,454,863 Shares, representing 10% of the Shares in issue as at the Latest Practicable Date.

FUNDING OF REPURCHASE

Repurchases must be funded out of funds legally available for such purpose in accordance with the Company's memorandum of association and Bye-laws and the laws of Bermuda. Bermuda laws provide that the amount of capital repaid related to a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds that would otherwise be available for distribution or dividend or the proceeds of a fresh issue of shares made for the purpose.

The exercise of the Repurchase Mandate in full might have a material adverse impact on the working capital and/or gearing level of the Company as compared with the position disclosed in the Company's annual report for the year ended 31 December 2022. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing level of the Company unless the Directors consider that such purchases are in the best interests of the Company.

DISCLOSURE OF INTERESTS

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell any Share to the Company.

No core connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell any Share to the Company nor has undertaken not to sell any of the Shares held by him/her to the Company, in the event that the Repurchase Mandate is approved by Shareholders.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the regulations set out in the Company's memorandum of association and Bye-laws and the applicable laws of Bermuda.

EFFECT OF THE 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 purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Zhou Xuzhou ("**Controlling Shareholder**") is interested in, beneficially and through controlled corporation, an aggregate of 2,262,016,761 Shares, representing approximately 55.24% of the issued share capital of the Company. If the Directors were to exercise the Repurchase Mandate in full, such Shares would represent approximately 61.38% of the then issued share capital of the Company. The Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

Pursuant to Rule 8.08 of the Listing Rules, the Company should maintain at least 25% of the issued share capital of the Company be held by the public. Based on the current shareholding of the Controlling Shareholder, if the Directors were to exercise the Repurchase Mandate in full, it would not result in the amount of Shares held by the public being reduced to less than 25%.

SHARE REPURCHASES BY THE COMPANY

The Company did not repurchase any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

SHARE PRICES

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

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	0.395	0.350
May	0.375	0.315
June	0.355	0.330
July	0.345	0.285
August	0.300	0.255
September	0.325	0.300
October	0.315	0.260
November	0.305	0.260
December	0.305	0.285
2023		
January	0.320	0.295
February	0.315	0.275
March	0.305	0.270
April (Up to the Latest Practicable Date)	0.295	0.280

Mr. Zhou Xuzhou (“**Mr. Zhou**”), aged 67, was appointed as an Executive Director on 30 August 2013, was appointed as the chairman of the Company on 23 September 2013 and was re-designated to the co-chairman of the Company on 20 June 2019. He is the chairman of the Nomination Committee of the Company and a member of the Strategic Committee of the Company.

Mr. Zhou obtained a master’s degree from Wuhan University in 1985. Mr. Zhou is primarily responsible for leading the strategic planning and financial planning of the Group. Mr. Zhou is the father of Ms. Zhou Wen Chuan.

Save as disclosed, Mr. Zhou has no relationship with any other directors, senior management, substantial or controlling shareholders of the Company.

Other than holding the directorship in the Company, Mr. Zhou is also the director and shareholder of U-Home Group International Limited, U-Home Group Investment Limited and Zhongjia U-Home Investment Limited. These companies were incorporated in the British Virgin Islands, which hold an aggregate of 52.10% of the Shares of the Company. In addition, Mr. Zhou is the director of the subsidiaries of the Company namely, Meilleure Hemp International Holdings Limited, Meilleure Hemp Holding Limited, Meilleure Group Development Company Limited, Meilleure Property Management and Consultancy Company Limited, Meilleure Health Investment Limited, U-Home International Enterprises Limited, Nanjing Tuoyu Property Management Co., Ltd.* (南京拓宇置業管理有限公司), Wuhu Meilleure Health Management Co., Ltd.* (蕪湖美瑞健康管理有限公司), Nanjing Mei Jia Rui Business Information Consulting Co., Ltd.* (南京美加瑞商務信息諮詢有限公司), Wuhu Jinmeng Health Management Co., Ltd.* (蕪湖金萌健康管理有限公司), U-Home Oceania Pty Limited, Jiwa International Limited, and Base Affirm International Limited.

Save as disclosed herein, Mr. Zhou does not hold any other positions within the Group, and save for the Company, Mr. Zhou has not hold any directorship in any listed public company in the last three year.

Mr. Zhou has entered into a service contract with the Company for a term of three years commencing from 30 August 2022 to 29 August 2025. He will be entitled to an annual remuneration of HK\$800,000, which is subject to annual review with reference to his duties and responsibilities as well as the prevailing market conditions by the Board.

As at the Latest Practicable Date, Mr. Zhou had interest in 2,262,016,761 Shares, representing 55.24% interest in the total issued Shares within the meaning of Part XV of the SFO. Amongst which, 964,172,530 Shares were held by U-Home Group International Limited, 499,653,000 Shares were held by U-Home Group Investment Limited, 669,404,761 shares were held by Zhongjia U-Home Investment Limited, and 128,786,470 Shares were held by Mr. Zhou personally. The entire issued share capital of each of U-Home Group International Limited, U-Home Group Investment Limited and Zhongjia U-Home Investment Limited was held by him personally.

Ms. Zhou Wen Chuan (“Ms. Zhou”), aged 39, was appointed as an Executive Director on 30 August 2013 and the Chief Executive Officer of the Company on 23 September 2013.

Ms. Zhou obtained a master’s degree in Business Administration from the Chinese University of Hong Kong in 2011. Also, she obtained a master’s degree in Science and a dual bachelor’s degree in Food Nutrition and Health from the University of British Columbia in 2008 and 2007, respectively. Ms. Zhou is currently a PhD student. Ms. Zhou is the daughter of Mr. Zhou Xuzhou.

Save as disclosed, Ms. Zhou has no relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

Other than holding the directorship in the Company, Ms. Zhou is also the director of Meillere Hemp International Holdings Limited, Meilleure Group Development Company Limited, Meilleure Enterprise Development Company Limited, Meilleure Property Management and Consultancy Company Limited, U-Home International Enterprises Limited, Meilleure Group Health Service Company Limited, Meilleure Healthcare Company Limited, U-Home Oceania Pty Limited, Australia Hemp Health Pty Ltd, Meilleure Hemp Health Europe SA, Green Gold Health SA, Meilleure Hemp Holding Limited, Meipro Biological Technology Company Limited, Jiwa International Limited, Base Affirm International Limited, Shenzhen Jibenfenxi Aesthetic Medical Clinic* (深圳肌本分析醫療美容診所), U-Seraphim Company Limited and U-home Solar SA, subsidiaries of the Company. Ms. Zhou is the director of Shenzhen Wingor Biotechnology Co., Ltd.* (深圳市茵冠生物科技有限公司), a joint venture of the Company. She is also the director of Beijing Mei Ai Kang Technology Co., Ltd.* (北京美艾康科技有限公司), an associate of the Company.

Save as disclosed above and as far as the Directors are aware, Ms. Zhou does not hold any other position in the Company nor did she hold any directorship in any listed public company in the last three years.

Ms. Zhou has entered into a service contract with the Company for a term of three years commencing from 30 August 2022 to 29 August 2025. She will be entitled to an annual remuneration of HK\$1,200,000 as determined by the Board, subject to annual review with reference to her duties and responsibilities as well as the prevailing market conditions.

As at the Latest Practicable Date, Ms. Zhou had interest in 31,938,000 Shares and 9,000,000 share options of the Company. Ms. Zhou is deemed to be interested in 40,938,000 Shares, representing 1.00% in the total issued Shares within the meaning of Part XV of the SFO.

Dr. Yang Yu (“Dr. Yang”), aged 60, was appointed as an independent non-executive Director on 11 April 2023. He is the chairman of the remuneration committee of the Company and a member of the audit committee of the Company.

Dr. Yang has obtained a doctorate in management and holds a senior economist qualification. From 2000 to 2015, he successively served as the vice-president of Henan Branch, the president of Hebei Branch and the president of Jiangsu Branch of China Construction Bank, respectively. From 2015 to 2022, Dr. Yang successively served as the vice-president of China CITIC Bank Corporation Limited (a company listed on the Stock Exchange, stock code: 998), the chairman of China CITIC Bank International Limited, the president of CITIC International Financial Holdings Limited and the chairman of CITIC International Assets Management Limited.

Dr. Yang has no relationship with any Directors, senior management, substantial or controlling shareholders of the Company, and he is not a director of any other members of the Group.

Save as disclosed above and as far as Dr. Yang is aware, Dr. Yang did not hold directorships of other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Dr. Yang has entered into a letter of appointment with the Company for a term of one year commencing on 11 April 2023 and ending on 10 April 2024. Dr. Yang has not received any director’s fee.

As at the Latest Practicable Date, Dr. Yang Yu did not have, directly or indirectly, and was not deemed to have any interests in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company which are required to be disclosed pursuant to Part XV of the SFO.

There is nothing which needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor is there anything which needs to be brought to the attention of the Shareholders in connection with the above retiring Directors.

** For identification purposes only*

The following are the New Bye-laws with the proposed Amendments to the Bye-laws marked up. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the New Bye-laws.

Before Amendment	After Amendment (Revision)	After Amendment (Clean)
<p>“Act”</p> <p>the Companies Act 1981 of Bermuda.</p>	<p>“Act”</p> <p>the Companies Act 1981 of Bermuda <u>(as amended)</u>.</p>	<p>“Act”</p> <p>the Companies Act 1981 of Bermuda (as amended).</p>
<p>2. In these Bye-laws, unless there be something within the subject or context inconsistent with such construction:</p> <p>...</p> <p>(h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Byelaw 59;</p>	<p>2. In these Bye-laws, unless there be something within the subject or context inconsistent with such construction:</p> <p>...</p> <p>(h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting <u>held in accordance with these Bye-laws</u> of which Notice has been duly given in accordance with Byelaw 59;</p>	<p>2. In these Bye-laws, unless there be something within the subject or context inconsistent with such construction:</p> <p>...</p> <p>(h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting held in accordance with these Bye-laws of which Notice has been duly given in accordance with Byelaw 59;</p>

Before Amendment	After Amendment (Revision)	After Amendment (Clean)
<p>(j) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;</p> <p>(k) a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Bye-laws or the Statutes;</p>	<p><u>(i) a resolution shall be an extraordinary resolution when it has been passed by a majority of not less than two-thirds of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting held in accordance with these Bye-laws of which Notice has been duly given in accordance with Byelaw 59;</u></p> <p>(j) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its <u>respective</u> duly authorised representative or, where proxies are allowed, by proxy at a general meeting <u>held in accordance with these Bye-laws</u> of which Notice has been duly given in accordance with Bye-law 59;</p> <p>(k) a special resolution <u>and an extraordinary resolution</u> shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Bye-laws or the Statutes;</p>	<p>(i) a resolution shall be an extraordinary resolution when it has been passed by a majority of not less than two-thirds of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting held in accordance with these Bye-laws of which Notice has been duly given in accordance with Byelaw 59;</p> <p>(j) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting held in accordance with these Bye-laws of which Notice has been duly given in accordance with Bye-law 59;</p> <p>(k) a special resolution and an extraordinary resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Bye-laws or the Statutes;</p>

Before Amendment	After Amendment (Revision)	After Amendment (Clean)
<p>9. Subject to Sections 42 and 43 of the Act, these Bye-laws, and to any special rights conferred on the holders of any shares or attaching to any class of shares, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder if so authorised by its memorandum of association, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution of the Members determine. Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.</p>	<p>9. Subject to Sections 42 and 43 of the Act, these Bye-laws, and to any special rights conferred on the holders of any shares or attaching to any class of shares, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder if so authorised by its memorandum of association, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution of the Members determine. Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.</p>	<p>9. Subject to Sections 42 and 43 of the Act, these Bye-laws, and to any special rights conferred on the holders of any shares or attaching to any class of shares, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder if so authorised by its memorandum of association, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution of the Members determine.</p>

Before Amendment	After Amendment (Revision)	After Amendment (Clean)
<p>56. An annual general meeting of the Company shall be held in each year other than the year in which its statutory meeting is convened at such time (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) and place as may be determined by the Board.</p>	<p>56. <u>Subject to the Act, an annual meeting of the Company shall in each financial year hold a general meeting as it annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it. The annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any) and place as may be determined by the Board.</u>An annual general meeting of the Company shall be held in each year other than the year in which its statutory meeting is convened at such time (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) and place as may be determined by the Board.</p>	<p>56. Subject to the Act, an annual meeting of the Company shall in each financial year hold a general meeting as it annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it. The annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any) and place as may be determined by the Board.</p>

Before Amendment	After Amendment (Revision)	After Amendment (Clean)
<p>58. The Board may whenever it thinks fit call special general meetings, and Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Act.</p>	<p>58. The Board may whenever it thinks fit call special general meetings, and Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business <u>or resolution</u> specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Act.</p>	<p>58. The Board may whenever it thinks fit call special general meetings, and Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Act.</p>

Before Amendment	After Amendment (Revision)	After Amendment (Clean)
<p>59. (1) An annual general meeting must be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days. All other general meetings (including a special general meeting) must be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the law, if it is so agreed:</p> <p>...</p>	<p>59. (1) An annual general meeting <u>of the Company</u> must be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days. All other general meetings (including a special general meeting) must be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the law, if it is so agreed:</p> <p>...</p>	<p>59. (1) An annual general meeting of the Company must be called by Notice of not less than twenty-one (21) clear days. All other general meetings (including a special general meeting) must be called by Notice of not less than fourteen (14) clear days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the law, if it is so agreed:</p> <p>...</p>
<p>Not applicable</p>	<p>62. (2) <u>All Members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u></p>	<p>62. (2) All Members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</p>

Before Amendment	After Amendment (Revision)	After Amendment (Clean)
<p>84. (2) Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including, where the show of a hand is allowed, the right to vote individually on a show of hands.</p>	<p>84. (2) Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including, where the show of a hand is allowed, the right to vote <u>and the right to speak individually on a show of hands.</u></p>	<p>84. (2) Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including the right to vote and the right to speak.</p>

Before Amendment	After Amendment (Revision)	After Amendment (Clean)
<p>86. (2) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director so appointed by the Board shall hold office only until the next general meeting of the Company and shall then be eligible for re-election at that meeting.</p>	<p>86. (2) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director so appointed by the Board shall hold office only until the next<u>first annual</u> general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election at that meeting.</p>	<p>86. (2) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director so appointed by the Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.</p>
<p>156. (1) Subject to Section 88 of the Act, at the annual general meeting or at a subsequent special general meeting in each year, the Members shall appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the Members appoint another auditor. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company. ...</p>	<p>156. (1) Subject to Section 88 of the Act, at the annual general meeting or at a subsequent special general meeting in each year, the Members shall <u>by ordinary resolution</u> appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the Members appoint another auditor. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company. ...</p>	<p>156. (1) Subject to Section 88 of the Act, at the annual general meeting or at a subsequent special general meeting in each year, the Members shall by ordinary resolution appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the Members appoint another auditor. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company. ...</p>

Before Amendment	After Amendment (Revision)	After Amendment (Clean)
(3) The Members may, at any general meeting convened and held in accordance with these Bye-laws, by special resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.	(3) The Members may, at any general meeting convened and held in accordance with these Bye-laws, by <u>extraordinary</u> resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.	(3) The Members may, at any general meeting convened and held in accordance with these Bye-laws, by extraordinary resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.
158. The remuneration of the Auditor shall be fixed by the Company in general meeting or in such manner as the Members may determine.	158. The remuneration of the Auditor shall be fixed by the Company in general meeting <u>by ordinary resolution</u> or in such manner as the Members may determine.	158. The remuneration of the Auditor shall be fixed by the Company in general meeting by ordinary resolution or in such manner as the Members may determine.
When articles are added to or deleted from the Articles, the number of the other articles shall be increased or decreased accordingly.		

NOTICE OF ANNUAL GENERAL MEETING



美瑞健康国际产业集团

Meilleure Health International Industry Group

MEILLEURE HEALTH INTERNATIONAL INDUSTRY GROUP LIMITED

美瑞健康國際產業集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 2327)

NOTICE IS HEREBY GIVEN that the annual general meeting of Meilleure Health International Industry Group Limited (the “**Company**”) will be held at Room 901–905, 9/F., China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong on 27 June 2023 at 11:00 a.m. (the “**AGM**”) for the following purposes:

AS ORDINARY BUSINESS

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 December 2022.
2. To declare and approve a final dividend of HK1.6 cents per Share in respect of the year ended 31 December 2022.
3. To re-elect retiring directors of the Company and to authorise the board of directors of the Company to fix their remuneration.
4. To re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without amendments, each of the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

5. “**THAT:**
- (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (c) of this resolution) of all the powers of the Company to repurchase shares of HK\$0.01 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirement of the Rules Governing the Listing Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of the shares to be repurchased during the Relevant Period pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the nominal amount of the share capital of the Company in issue on the date of passing of this resolution; 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 expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. “THAT:

- (a) subject to paragraphs (b) and (c) of this resolution, the granting of an unconditional general mandate to the directors of the Company during the Relevant Period (as defined in paragraph (d) of this resolution) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the unconditional general mandate under paragraph (a) of this resolution shall not extend the Relevant Period save the directors of the Company may during the Relevant Period make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) during the Relevant Period which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the general mandate in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) of this resolution) or (ii) any scrip dividend 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 bye-laws of the Company or (iii) any share option scheme of the Company or (iv) the exercise of any rights of subscription or conversion under any existing warrants, bonds, debentures, notes and other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the nominal amount of the share capital of the Company in issue on the date of passing of this resolution; and
- (d) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting; and

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of shares in the Company, open for a period fixed by the directors to the holders of shares, whose names appear on the register of members of the Company 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 or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

7. “**THAT** conditional upon the passing of resolutions nos. 5 and 6 as set out in the notice convening the meeting of which this resolution forms part, the general mandate referred to in resolution no. 6 as set out in the notice convening the meeting of which this resolution forms part be and is hereby extended by the addition to the aggregate nominal amount of share capital 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 an amount representing the aggregate nominal amount of shares in the capital of the Company purchased by the Company since the granting of the said general mandate pursuant to the exercise by the directors of the Company of the powers of the Company to purchase such shares provided that such amount shall not exceed 10% of the nominal amount of the share capital of the Company in issue on the date of passing of this resolution.”

SPECIAL RESOLUTION

8. “**THAT** the amendments to the Bye-laws of the Company (the “**Bye-laws**”) 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 Bye-laws be and is hereby adopted as the new Bye-laws of the Company.”

By Order of the Board
Meilleure Health International Industry Group Limited
Zhou Wen Chuan
Executive Director and Chief Executive Officer

Hong Kong, 28 April 2023

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's branch share registrars in Hong Kong, Tricor Standard Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be).
3. The register of members of the Company will be closed from Tuesday, 20 June 2023 to Tuesday, 27 June 2023 (both days inclusive) for the purpose of determining entitlement of the shareholders of the Company to attend and vote at the aforesaid meeting, during which period no transfer of the Shares will be effected. In order to qualify for attending and voting at the aforesaid meeting, all transfers of the Shares accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Tricor Standard Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4: 30 p.m. on Monday, 19 June 2023.
4. In order to determine the entitlement of the shareholders to receive the proposed final dividend, if approved, the register of members of the Company will be closed from Monday, 7 August 2023 to Tuesday, 8 August 2023, no transfer of the Shares will be registered on that day. In order to be eligible to receive the proposed final dividend, all transfers of the Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's share registrar in Hong Kong, Tricor Standard Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4: 30 p.m. on Friday, 4 August 2023.