
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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Suncorp
SunCorp Technologies Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 1063)

**RE-ELECTION OF DIRECTORS,
GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-APPOINTMENT OF AUDITORS,
PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the board of directors of the Company is set out on pages 3 to 7 of this circular.

A notice convening the 2023 annual general meeting of the Company to be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Hong Kong on Friday, 23 June 2023 at 4:30 p.m. is set out on pages 39 to 43 of this circular.

Whether or not you intend to attend the annual general meeting or any adjourned meeting thereof, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Delivery of a form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so desire and in such event, the form of proxy previously submitted shall be deemed to be revoked.

22 May 2023

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RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 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.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Hong Kong on Friday, 23 June 2023 at 4:30 p.m. or any adjournment thereof
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company currently in force with amendments thereto from time to time
“Company”	SunCorp Technologies Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1063)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	16 May 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Bye-laws”	the amended and restated bye-laws proposed to be adopted by the Company with immediate effect after the close of the AGM following the passing of the relevant special resolution, as set out in Appendix III to this circular
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the existing Bye-laws as set out in Appendix III to this circular
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.006 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



SunCorp Technologies Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1063)

Executive Directors:

Mr. Zhu Yuqi

Mr. Chow Hei Yin Terry

Independent non-executive Directors:

Mr. Man Yuan

Mr. Ma Kin Ling

Ms. Huang Zhi

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Head office and principal place

of business in Hong Kong:

Unit 2305, 23/F, The Center

99 Queen's Road Central

Hong Kong

22 May 2023

To the Shareholders,

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS,
GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-APPOINTMENT OF AUDITORS,
PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information on resolutions to be proposed at the AGM relating to (i) the re-election of Directors who will retire at the AGM; (ii) the granting of general and unconditional mandates to the Directors for the issue and repurchase of the Shares; (iii) the re-appointment of auditors of the Company; (iv) the Proposed Amendments to the existing Bye-laws; and (v) notice of the AGM at which resolutions will be proposed to consider and, if thought fit, approve the AGM matters.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

The Board currently consists of five Directors, namely Mr. Zhu Yuqi, Mr. Chow Hei Yin Terry, Mr. Man Yuan, Mr. Ma Kin Ling and Ms. Huang Zhi.

Pursuant to Bye-law 87(1) of the Bye-laws, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. It is further provided in Bye-law 87(2) that the Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Accordingly, Mr. Zhu Yuqi and Ms. Huang Zhi shall retire by rotation and being eligible, offer themselves for re-election at the AGM.

Bye-law 88 of the Bye-laws provides that no person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting, unless not less than seven (7) days before the date appointed for the meeting there shall have been lodged at the office of the Company a notice in writing signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

As at the Latest Practicable Date, the biographical details for each of the above retiring Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the printing of this circular, the Company will issue a supplementary circular to inform Shareholders of the details of the additional candidate proposed.

GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the last annual general meeting of the Company held on 24 June 2022, ordinary resolutions were passed for the granting of general mandates to the Directors, *inter alia*, (a) to allot, issue and deal with new Shares up to a maximum of 20% of the aggregate number of the issued shares of the Company as at 24 June 2022; and (b) to repurchase Shares in accordance with the Listing Rules up to a maximum of 10% of the aggregate total no. of the issued shares of the Company as at 24 June 2022. The general mandate has not been utilized as at the Latest Practicable Date.

LETTER FROM THE BOARD

At the AGM, separate ordinary resolutions will be proposed to seek the approval of the Shareholders to grant to the Directors general and unconditional mandates to:

- (a) allot, issue and otherwise deal with the Shares up to a maximum of 20% of the aggregate number of the issued shares of the Company as at the date of passing of the resolution approving the mandate and to allot and issue further Shares to include the aggregate total no. of such Shares (if any) repurchased by the Company pursuant to the repurchase mandate referred to in paragraph (b) below (the “**Proposed Issue Mandate**”); and
- (b) repurchase Shares up to a maximum of 10% of the aggregate number of the issued shares of the Company as at the date of passing of the resolution approving the mandate (the “**Proposed Repurchase Mandate**”).

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,538,536,566 Shares. On the basis that no further Shares are issued or repurchased following the Latest Practicable Date and prior to the date of the AGM, the Company will be allowed to issue a maximum of 307,707,313 new Shares under the Proposed Issue Mandate and to repurchase a maximum of 153,853,656 Shares under the Proposed Repurchase Mandate, representing not more than 20% and 10% of the issued shares of the Company, respectively, as at the date of passing of such resolutions.

With reference to the Proposed Issue Mandate and the Proposed Repurchase Mandate (together the “**New Mandates**”), the Directors, as at the date hereof, wish to state that they have no immediate plans to issue or repurchase any Shares pursuant to the New Mandates.

An explanatory statement in relation to the Proposed Repurchase Mandate to repurchase Shares is set out in Appendix II of this circular containing the particulars required by the Listing Rules to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the Proposed Repurchase Mandate.

RE-APPOINTMENT OF AUDITORS

McMillian Woods (Hong Kong) CPA Limited 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 Board, proposed to re-appoint McMillian Woods (Hong Kong) CPA Limited as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

LETTER FROM THE BOARD

PROPOSED AMENDMENT TO THE EXISTING 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 to amend the Bye-laws for the purposes of, among others, (i) bringing the Bye-laws in line with amendments made to the Listing Rules and the applicable laws of Bermuda; and (ii) making certain other housekeeping amendments to the Bye-laws.

The Board proposes to adopt the New Bye-laws in substitution for, and to the exclusion of, the existing Bye-laws, with effect from the close of the AGM (or any adjournment thereof) at which the relevant special resolution is passed.

The full text of the New Bye-laws (with mark-ups showing changes from the existing Bye-laws) is set out in Appendix III to this circular. The Chinese translation of the New Bye-laws is for reference only. In case of any discrepancy between the English version and its Chinese translation, the English version shall prevail.

The proposed adoption of the New Bye-laws is subject to the approval of the Shareholders by way of a special resolution at the AGM. The legal advisers to the Company as to Hong Kong laws and Bermuda laws have respectively confirmed that the New Bye-laws conform with the applicable requirements under the Listing Rules and are not inconsistent with the applicable laws of Bermuda. The Company confirms that there is nothing unusual about the New Bye-laws for a Bermuda incorporated company listed on the Stock Exchange.

NOTICE OF AGM

The notice of the AGM is set out on pages 39 to 43 of this circular. There is a form of proxy for use at the AGM accompanying this circular. Whether or not you intend to attend the AGM or any adjourned meeting thereof, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Delivery of a form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so desire and in such event, the instrument appointing a proxy shall be deemed to be revoked.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

GENERAL

The English text of this circular shall prevail over the Chinese text.

RECOMMENDATION

The Directors believe that the re-election of Directors, the granting of the New Mandates, the re-appointment of auditors of the Company and the Proposed Amendments to the existing Bye-laws are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of each of the resolutions set out in the notice of the AGM.

By Order of the Board
SunCorp Technologies Limited
Zhu Yuqi
Executive Director

The biographical and other details of Mr. Zhu Yuqi and Ms. Huang Zhi standing for re-election at the AGM are set out below:

Mr. Zhu Yuqi (“**Mr. Zhu**”), aged 31, was appointed as an executive Director on 12 September 2018.

Mr. Zhu is currently an assistant to general manager of a company located in Shenzhen, the PRC.

As at the Latest Practicable Date, Mr. Zhu did not (i) have any relationship with the Directors, senior management, or substantial/controllers shareholders of the Company nor hold any other position with the Company and any member of the Group; (ii) hold any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iii) have any interest in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Zhu has not entered into any service agreement and has no fixed term of service with the Company. Mr. Zhu will hold office until he retires by rotation from the Board and will be eligible for re-election at the AGM in accordance with the provisions of the Bye-laws. Mr. Zhu is entitled to receive (a) a director’s fee of HK\$180,000 per annum (no bonus payments and other forms of remuneration or benefits) which is determined by the Board based on his duties and responsibilities with the Company and with the reference to the Company’s performance, profitability, remuneration benchmarked in the industry and the prevailing market conditions; and (b) all reasonable out of pocket expenses properly incurred by Mr. Zhu in connection with the performance of his duties as executive Director.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Huang Zhi (“**Ms. Huang**”), aged 35, was appointed as an independent non-executive Director on 31 March 2021.

Ms. Huang graduated from Changsha University majoring in communication engineering. She has over 10 years of management and business development experience in communication and electronics industry. Prior to joining the Group, Ms. Huang had held senior management position in sizable company in the People’s Republic of China and she was mainly responsible for strategic planning, business development and operational management.

As at the Latest Practicable Date, Ms. Huang did not (i) have any relationship with the Directors, senior management, or substantial/controllers shareholders of the Company nor hold any other position with the Company and any member of the Group; (ii) hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (iii) have any interest in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Ms. Huang has not entered into any service agreement and has no fixed term of service with the Company. Ms. Huang will hold office until she retires by rotation from the Board and will be eligible for re-election at the AGM in accordance with the provisions of the Bye-laws. Ms. Huang is entitled to receive (a) a director’s fee of HK\$60,000 per annum (no bonus payments and other forms of remuneration or benefits) which is determined by the Board based on her duties and responsibilities with the Company and with the reference to the Company’s performance, profitability, remuneration benchmarked in the industry and the prevailing market conditions; and (b) all reasonable out of pocket expenses properly incurred by Ms. Huang in connection with the performance of her duties as independent non-executive Director.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX II EXPLANATORY STATEMENT ON REPURCHASE MANDATE

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolutions to be proposed at the AGM in relation to the Proposed Repurchase Mandate.

1. Share Capital

As at the Latest Practicable Date, the issued share capital of the Company was HK\$9,231,219.40 comprising 1,538,536,566 Shares.

Subject to the passing of the relevant ordinary resolution to approve the grant of the Proposed Repurchase Mandate and on the basis that no further Shares are issued and no Shares are repurchased prior to the AGM, the Company would be allowed under the Proposed Repurchase Mandate to purchase a maximum of 153,853,656 Shares, being 10% of the issued shares of the Company as at the Latest Practicable Date.

2. Reasons for Share Repurchase

The Directors believe that the grant of the Proposed Repurchase Mandate is in the best interests of the Company and the Shareholders as it will give the Company additional flexibility. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

3. Funding of Repurchase

In repurchasing the Shares under the Proposed Repurchase Mandate, the Company will apply funds which shall be funds legally available for such purpose in accordance with its memorandum of association and the Bye-laws of the Company, the laws of Bermuda and other applicable laws. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of the capital paid up on the relevant shares, or the funds of the company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the company that would otherwise be available for dividend or distribution or out of the share premium account of the company before the shares are repurchased.

The Company is empowered by its memorandum of association and the Bye-laws of the Company to repurchase its Shares.

APPENDIX II EXPLANATORY STATEMENT ON REPURCHASE MANDATE

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

4. Intention of Dealings

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any close associates of the Directors, who have any present intention to sell any Shares to the Company in the event that the Proposed Repurchase Mandate is granted.

No core connected persons (as defined in the Listing Rules) have notified the Company that he/she/it has a present intention to sell Shares to the Company, nor has he/she/it undertaken not to do so in the event that the Proposed Repurchase Mandate is granted.

5. Market Price of Shares

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

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2022		
May	0.740	0.415
June	0.470	0.405
July	0.415	0.375
August	0.420	0.355
September	0.400	0.295
October	0.380	0.315
November	0.350	0.250
December	0.300	0.175
2023		
January	0.305	0.250
February	0.325	0.250
March	0.295	0.250
April	0.260	0.202
May (up to the Latest Practicable Date)	0.260	0.226

APPENDIX II EXPLANATORY STATEMENT ON REPURCHASE MANDATE

6. Undertaking of Directors

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

7. Takeovers Code

If, on the exercise of the power to repurchase Shares pursuant to the Proposed Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or 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 for all Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, no substantial shareholder (as defined under the Listing Rules) having interests in 5% or more of the issued share capital of the Company.

The Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchase of Shares pursuant to the Repurchase Mandate and have no intention to exercise the Proposed Repurchase Mandate to such an extent as would result in the amount of Shares held by the public being reduced to less than 25%.

8. Share repurchase made by the Company

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

The following are the proposed amendments to the Bye-laws. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the new Bye-laws. If the serial numbering of the provisions of the Bye-laws changed due to the addition, deletion or re-arrangement of certain provisions made in these amendments, the serial numbering of the provisions of the Bye-laws as so amended shall be changed accordingly, including cross-references.

Note: The Bye-laws is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

Bye-law No.	Provision in the new Bye-laws (changes marked-up against provisions in the existing Bye-laws)
Cover Page	<p style="text-align: center;"> <u>AMENDED AND RESTATED</u> BYE-LAWS OF <u>SUNCORP TECHNOLOGIES LIMITED</u> Suncorp Technologies Limited (adopted at a Special General Meeting held on 19th April, 1994) (Amendments adopted by pursuant to a Special Resolution special resolutions of the Members passed on 23 June 2023 28 August 2002, 6 June 2003, 25 May 2004, 24 May 2005, 26 May 2006, 2 June 2009 and 29 May 2017) </p>

1.	<p>In these Bye-laws, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.</p> <table border="1"> <thead> <tr> <th data-bbox="469 427 758 459"><u>WORD</u></th> <th data-bbox="772 427 1342 459"><u>MEANING</u></th> </tr> </thead> <tbody> <tr> <td data-bbox="469 485 758 517">“Act”</td> <td data-bbox="772 485 1342 555">The Companies Act 1981 of Bermuda, as amended from time to time.</td> </tr> <tr> <td data-bbox="469 580 758 612">“Board” or “Directors”</td> <td data-bbox="772 580 1342 774">the <u>board</u> Board of <u>directors</u> Directors of the Company <u>as constituted from time to time or (as context may require) the majority of Directors present and voting at a meeting of the Directors at which a quorum is present.</u></td> </tr> <tr> <td data-bbox="469 800 758 832">“Companies Act”</td> <td data-bbox="772 800 1342 870"><u>the Companies Act 1981 of Bermuda as may from time to time be amended.</u></td> </tr> <tr> <td data-bbox="469 895 758 927">“Company”</td> <td data-bbox="772 895 1342 966"><u>Suncorp Technologies Limited (formerly known as H B International Holdings Limited).</u></td> </tr> <tr> <td data-bbox="469 991 758 1023">“Director”</td> <td data-bbox="772 991 1342 1061"><u>Such person or persons appointed to the Board from time to time.</u></td> </tr> <tr> <td data-bbox="469 1087 758 1157">“Designated Stock Exchange”</td> <td data-bbox="772 1087 1342 1364">a stock exchange which is an appointed stock exchange for the purposes of the <u>Companies Act</u> in respect of which the shares of the Company are listed or quoted and where such appointed stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company.</td> </tr> <tr> <td data-bbox="469 1389 758 1421">“HK\$”</td> <td data-bbox="772 1389 1342 1459"><u>Hong Kong dollars, the legal currency of Hong Kong.</u></td> </tr> <tr> <td data-bbox="469 1485 758 1517">“Register”</td> <td data-bbox="772 1485 1342 1602">the principal register and where applicable, any branch register of Members of the Company to be kept pursuant to the provisions of the <u>Companies Act</u>.</td> </tr> <tr> <td data-bbox="469 1627 758 1659">“share”</td> <td data-bbox="772 1627 1342 1659"><u>share in the capital of the Company.</u></td> </tr> <tr> <td data-bbox="469 1685 758 1717">“Statutes”</td> <td data-bbox="772 1685 1342 1838">the <u>Companies Act</u> and every other act of the Legislature of Bermuda for the time being in force applying to or affecting the Company, its memorandum of association and/or these Bye-laws.</td> </tr> </tbody> </table> <p data-bbox="469 1864 1342 1896">* Subsequently renamed as Suncorp Technologies Limited on 20 September 1999.</p>	<u>WORD</u>	<u>MEANING</u>	“Act”	The Companies Act 1981 of Bermuda, as amended from time to time.	“Board” or “Directors”	the <u>board</u> Board of <u>directors</u> Directors of the Company <u>as constituted from time to time or (as context may require) the majority of Directors present and voting at a meeting of the Directors at which a quorum is present.</u>	“Companies Act”	<u>the Companies Act 1981 of Bermuda as may from time to time be amended.</u>	“Company”	<u>Suncorp Technologies Limited (formerly known as H B International Holdings Limited).</u>	“Director”	<u>Such person or persons appointed to the Board from time to time.</u>	“Designated Stock Exchange”	a stock exchange which is an appointed stock exchange for the purposes of the <u>Companies Act</u> in respect of which the shares of the Company are listed or quoted and where such appointed stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company.	“HK\$”	<u>Hong Kong dollars, the legal currency of Hong Kong.</u>	“Register”	the principal register and where applicable, any branch register of Members of the Company to be kept pursuant to the provisions of the <u>Companies Act</u> .	“share”	<u>share in the capital of the Company.</u>	“Statutes”	the <u>Companies Act</u> and every other act of the Legislature of Bermuda for the time being in force applying to or affecting the Company, its memorandum of association and/or these Bye-laws.
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“share”	<u>share in the capital of the Company.</u>																						
“Statutes”	the <u>Companies Act</u> and every other act of the Legislature of Bermuda for the time being in force applying to or affecting the Company, its memorandum of association and/or these Bye-laws.																						

2.	(h)	a resolution shall be a <u>Special Resolution</u> 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 <u>specifying the intention to propose the resolution as a Special Resolution</u> has been duly given pursuant to Bye-law 59;
	(i)	a resolution shall be an <u>Ordinary Resolution</u> 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 <u>held in accordance with these Bye-laws and</u> of which Notice has been duly given pursuant to Bye-law 59;
	(j)	a resolution shall be an <u>Extraordinary Resolution</u> when it has been passed by a majority of not less than two-thirds of the votes cast by such Members as, being entitled so to do, vote in person or by duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting held in accordance with these Bye-laws and of which notice, <u>specifying the intention to proposed the resolution as an extraordinary resolution</u> , has been duly given in accordance with Bye-law 59;
	(k)(j)	a <u>Special Resolution</u> special resolution or an <u>Extraordinary Resolution</u> shall be effective for any purpose for which an <u>Ordinary Resolution</u> ordinary resolution is expressed to be required under any provision of these Bye-laws or the Statutes;
	(l)(k)	references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.

3.	(1)	The <u>authorised</u> share capital of the Company shall be at the date on which these Bye-laws come into effect is HK\$600,000,000 divided into <u>100,000,000,000</u> shares of a par value of <u>HK\$0.006040</u> each.
	(2)	Subject to the <u>Companies Act</u> , the Company's memorandum of association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, any power of the Company to purchase or otherwise acquire its own shares shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit.
	(3)	Neither the Company nor any of its subsidiaries shall directly or indirectly give financial assistance to a person who is acquiring or proposing to acquire shares in the Company for the purpose of that acquisition whether before or at the same time as the acquisition takes place or afterwards PROVIDED that nothing in this Bye-law shall prohibit transactions permitted by the <u>Companies Act</u> .
4.	(d)	The Company may from time to time by <u>Ordinary Resolution</u> ordinary resolution in accordance with Section 45 of the <u>Companies Act</u> : sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association (subject, nevertheless, to the <u>provisions of the Companies Act</u>), and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;
6.		The Company may from time to time by <u>Special Resolution</u> special resolution , subject to any confirmation or consent required by law, reduce its-issued share capital or, save for the use of share premium as expressly permitted by the <u>Companies Act</u> , any share premium account or other undistributable reserve in any manner permitted by law.
8.		Subject to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Company may by <u>Ordinary Resolution</u> ordinary resolution determine or, if there has not been any such determination or so far as the same shall not make specific provision, as the Board may determine.

9.	<p>Subject to Sections 42 and 43 of the <u>Companies Act</u>, any preference shares may be issued or converted into shares that, <u>upon the happening of at a specified event determinable date or upon a given date or either at the option of the Company or the holder,</u> if so authorised by <u>the its-memorandum of association of the Company</u>, at the option of the holder, are liable to be redeemed on such terms and in such manner as the Company <u>may determine by Ordinary Resolution</u> before the issue or conversion may by ordinary resolution of the Members determine.</p>	
10.	<p>Subject to the <u>Companies Act</u> and without prejudice to Bye-law 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares, of. that class, from time to time (whether or not the Company is being, wound up)- be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a <u>Special Resolution</u> special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Bye-laws relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:</p>	
	(a)	<p>the necessary quorum (other than at an adjourned meeting) shall be <u>not less than two persons holding or representing by proxy (or in the case of a Member being a corporation, by its duly authorised representative)</u> not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, <u>not less than two (2) holders present in person (or in the case of a Member being a corporation, by its duly authorised representative)</u> or by proxy (whatever the number of shares held by them) shall be a quorum; <u>and</u></p>
	(b)	<p>every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him; <u>and</u></p>
	(c)	<p><u>any holder of shares of the class present in person or by proxy or by a duly authorised corporate representative may demand a poll.</u></p>

12.	(1)	Subject to the <u>Companies Act</u> and these Bye-laws and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of <u>Members</u> members for any purpose whatsoever.
13.	The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the <u>conditions and requirements of the Companies Act</u> . Subject to the <u>Companies Act</u> , the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.	
15.	Subject to the <u>Companies Act</u> and these the Bye-laws, the Board may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Board considers fit to impose.	
20.	(2)	The fee referred to in paragraph (1) above shall be an amount not exceeding <u>HK\$2</u> or such other maximum amount as the Designated Stock Exchange may from time to time determine provided that the Board may at any time determine a lower amount for such fee.

21.	<p>If a share certificate shall be damaged or defaced or alleged to have been lost, stolen or destroyed a new certificate representing the same shares may be issued to the relevant <u>Member</u> member upon request and on payment of such fee as the Designated Stock Exchange may determine to be the maximum payable or such lesser sum as the Board may determine and, subject to compliance with such terms (if any) as to evidence and indemnity and- to payment of the costs and reasonable out-of-pocket expenses of the Company in investigating such evidence and preparing such indemnity as the Board may think fit and, in case of damage or defacement, on delivery of the old certificate to the Company provided always that where share warrants have been issued, no new share warrant shall be issued to replace one that has been lost unless the Directors are satisfied beyond reasonable doubt that the original has been destroyed.</p>
22.	<p>The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien on every share (not being a fully paid share) registered in the name of a Member (whether or not jointly with other Members) for all amounts of money presently payable by such Member or his estate to the Company whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such <u>Member</u> member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such Member or his estate and any other person, whether a Member of the Company or not. The Company's lien on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The Board may at any time, generally or in any particular case, waive any lien that has arisen or declare any share exempt in whole or in part, from the provisions of this Bye-law.</p>
23.	<p>Subject to these Bye-laws, the Company may sell in such manner as the Board determines any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged nor until the expiration of fourteen <u>(14)</u> clear days after a notice in writing, stating and demanding payment of the sum presently payable, or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving notice of the intention to sell in default, has been served on the registered holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.</p>

25.	Subject to these Bye-laws and to the terms of allotment, the Board may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium), and each Member shall (subject to being given at least fourteen (14) clear days' Notice specifying the time and place of payment) pay to the Company as required by such notice the amount called on his shares. A call may be extended, postponed or revoked in whole or in part as the Board determines but no <u>Member</u> member shall be entitled to any such extension, postponement or revocation except as a matter of grace and favour.	
37.	Until cancelled in accordance with the requirements of the <u>Companies Act</u> , a forfeited share shall be the property of the Company and may be sold, re-allotted or otherwise disposed of to such person, upon such terms and in such manner as the Board determines, and at any time before a sale, re-allotment or disposition the forfeiture may be annulled by the Board on such terms as the Board determines.	
39.	A declaration by a Director or the Secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and such declaration shall (subject to the execution of an instrument of transfer by the Company if necessary) constitute a good title to the share, and the person to whom the share is disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the consideration (if any), nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture, sale or disposal of the share. When any share shall have been forfeited, notice of the declaration shall be given to the <u>Member</u> member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the register, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or make any such entry.	
43.	(2)	Subject to the <u>provisions</u> of the <u>Companies Act</u> , the Company may <u>establish and maintain</u> keep an overseas or local or other branch register of Members resident in any place, and the Board may make and vary such regulations as it determines in respect of the keeping of any such register and maintaining a Registration Office in connection therewith.

44.	The Register and branch register of Members, as the case may be, shall be open to inspection between 10 a.m. and 12 noon on every business day by members of the public without charge at the Office or such other place in Bermuda at which the Register is kept in accordance with the <u>Companies Act</u> . The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares in accordance with the applicable laws and rules of the Designated Stock Exchange.	
45.	(a)	determining the Members entitled to receive any dividend, distribution, allotment or issue and such record date may be on, or at any time not more than <u>thirty (30)</u> days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made;
48.	(1)	The Board may, in its absolute discretion, and without giving any reason therefore herefore , refuse to register a transfer of any share (not being a fully paid up share) to a person of whom it does not approve, or any share issued under any share incentive scheme for employees upon which a restriction on transfer imposed thereby still subsists, and it may also, without prejudice to the foregoing generality, refuse to register a transfer of any share to more than four (4) joint holders or a transfer of any share (not being a fully paid up share) on which the Company has a lien.
	(3)	The Board in so far as permitted by any applicable law may, in its absolute discretion, at any time and from time to time transfer any share upon the Register to any branch register or any share on any branch register to the Register or any other branch register. In the event of any such transfer, the <u>Member</u> shareholder requesting such transfer shall bear the cost of effecting the transfer unless the Board otherwise determines.

	(4)	Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement it shall, without giving any reason therefore therefor , be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place in Bermuda at which the Register is kept in accordance with the <u>Companies Act</u> .
49.	(c)	the instrument of transfer is lodged at the Office or such other place in Bermuda at which the Register is kept in accordance with the <u>Companies Act</u> or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and
53.		Subject to Section 52 of the <u>Companies Act</u> , any person becoming entitled to a share in consequence of the death or bankruptcy or winding-up of a Member may, upon such evidence as to his title being produced as may be required by the Board, elect either to become the holder of the share or to have some person nominated by him registered as the transferee thereof. If he elects to become the holder he shall notify the Company in writing either at the Registration Office or Office, as the case may be, to that effect. If he elects to have another person registered he shall execute a transfer of the share in favour of that person. The provisions of these Bye-laws relating to the transfer and registration of transfers of shares shall apply to such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by such Member.

55.	(2)	The Company shall have the power to sell, in such manner as the Board thinks fit, any shares of a Member who is untraceable, but no such sale shall be made unless:
	(2)(a)	all cheques or warrants in respect of dividends of the shares in question, being not less than three in total number, for any sum payable in cash to the holder of such shares in respect of them sent during the relevant period in the manner authorised by the Bye-laws of the Company have remained uncashed;
	(2)(b)	so far as it is aware at the end of the relevant period, the Company has not at any time during the relevant period received any indication of the existence of the Member who is the holder of such shares or of a person entitled to such shares by death, bankruptcy or operation of law; and
	(2)(c)	<p>the Company, if so required by the rules governing the listing of shares on the Designated Stock Exchange, has given notice to, and caused advertisement in newspapers in accordance with the requirements of, the Designated Stock Exchange to be made of its intention to sell such shares in the manner required by the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.</p> <p>For the purpose of the foregoing, the “relevant period” means the period commencing twelve (12) years before the date of publication of the advertisement referred to in paragraph (c) of this Bye-law and ending at the expiry of the period referred to in that paragraph.</p>
56.	An Subject to the Companies Act, <u>an</u> annual general meeting of the Company shall be held in each <u>financial</u> year other than the year of incorporation 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.	
57.	<u>All</u> Each general meeting, other than annual general <u>meetings</u> meeting , shall be called a special general meeting. <u>All general meetings of the Company (including an annual general meeting, any adjourned or postponed meeting)</u> General meetings may be held in any part of the world as may be determined by the Board <u>in its absolute discretion</u> .	

58.	<p>The Board may whenever it thinks fit convene a call-special general meeting meetings, and <u>Member(s)</u> 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 specified in such requisition and to add resolutions to the agenda of the special general meeting so concerned</u>; 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 <u>himself (themselves)</u> may do so in accordance with the provisions of Section 74(3) of the <u>Companies Act</u>.</p>	
59.	(1)	<p>An annual general meeting shall be called by Notice of not less than at least twenty-one (21) clear days and not less than twenty (20) clear business days <u>days' Notice</u>, and any special-other general meeting at which of the passing of a special resolution is to be considered <u>Company other than an annual general meeting</u> shall be called by Notice of not less than twenty one (21) clear days and not less than ten (10) clear business days. All other special general meetings may be called by Notice of not less than at least fourteen (14) clear days and not less than ten (10) clear business days <u>days' Notice</u>, but if permitted by <u>the Companies Act and the rules of the Designated Stock Exchange</u>, a general meeting may be called by shorter notice if it is so agreed:</p>

61.	(1)	All business shall be deemed special that is transacted at a special general meeting, and also all business that is transacted at an annual general meeting, with the exception of sanctioning dividends, the reading, considering and adopting of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet, the election of Directors and appointment of Auditors and other officers in the place of those retiring, the fixing of the remuneration of the Auditors, and the voting of <u>ordinary</u> remuneration or extra remuneration to the Directors.
	(2)	<u>All Members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the rules of the Designated Stock Exchange to abstain from voting to approve the matter under consideration.</u>
	(3)(2)	No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person (or by proxy or (in the case of a <u>Member member</u> being a corporation) by its duly authorised representative) <u>or by proxy and entitled to vote shall form a quorum for a general meeting</u> for all purposes.
62.		If within thirty (30) minutes (or such longer time not exceeding one (1) hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.
65.		If an amendment is proposed to any resolution under consideration but is in good faith ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a <u>Special Resolution</u> 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.

66.	Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person (or in the case of a Member being a corporation, <u>is present</u> by its duly authorised representative <u>under the Companies Act</u>), or by proxy shall have one (1) vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll.	
66A.	(b)	the detailed procedures for conducting a poll and then answer any questions from <u>Members</u> members whenever voting by way of poll is required.
78.	Any Member entitled to attend and vote at a meeting of <u>the Company or a meeting of the holders of any class of shares in the Company</u> shall be 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 one or more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a <u>duly authorised representative representing a Member</u> which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise, including the right to vote and the right to speak.	
79.	The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person <u>duly</u> authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.	

84.	(2)	<p>Where that Member and/or warrant holder is a recognized clearing house (within the meaning of the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong) or its nominee(s), and, in each case, being a corporation, it may appoint by resolution of its directors or other governing body <u>authorise such person or persons as it thinks fit to act as its representative(s), at any general meeting of the Company, members' meetings or any meetings of any class of Members members and/or warrant holders or any meeting of creditors, and each of those representatives shall enjoy rights equivalent to the rights of other Members, provided that, if more than one representative person is so appointed authorised, the appointment authorisation must specify the number and class of shares and/or warrants in respect of which each such representative person is so appointed authorised. A</u> The <u>person so authorised under the provisions of this Bye-law</u> will be deemed to have been duly authorised without the need of producing any documents of title, notarized authorization and/or further evidence for substantiating the facts that it is duly authorised and will be entitled to exercise the same <u>rights and powers</u> power <u>as if such person was it were an individual member and/or a warrant holder of the Company the registered holder of the shares of the Company or warrants held by the clearing house (or its nominee(s)) in respect of the number and class of shares or warrants specified in the relevant authorisation, including the right to vote and the right to speak.</u></p>
85.	(1)	<p>Subject to the <u>Companies Act</u>, a resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all persons for the time being entitled to receive notice of and to attend and vote at general meetings of the Company shall, for the purposes of these Bye-laws, be treated as a resolution duly passed at a general meeting of the Company and, where relevant, as a <u>Special Resolution</u> special resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last Member to sign, and where the resolution states a date as being the date of his signature thereof by any Member the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant Members.</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 the any -maximum number determined from time to time by the Members in general meeting. Any Director so appointed by the Board <u>to fill a casual vacancy or as an addition to the Board</u> shall hold office only until the <u>first annual next following</u> -general meeting of the Company <u>after his appointment</u> and shall then be <u>subject to eligible</u> for re-election at that meeting .
	(4)	Subject to any provision to the contrary in these Bye-laws The Members may, at any general meeting convened and held in accordance with these Bye-laws, by <u>Ordinary Resolution</u> ordinary resolution remove <u>any a</u> -Director (<u>including a managing director or other executive director</u>) at any time before the expiration of his period of office notwithstanding anything in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim <u>which such Director may have</u> for damages <u>for under any breach of any contract between him and the Company such agreement</u>) provided that the <u>Notice</u> notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal. <u>The Company may elect another person instead of such Director and any person so elected shall be subjected to retirement by rotation pursuant to Bye-law 87.</u>
	(6)	The Company may from time to time in general meeting by <u>Ordinary Resolution</u> ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall never be less than two (2).
89.	(3)	without special leave of absence from the Board, is absent from meetings of the Board for six (6) consecutive months, and his alternate Director, if any, shall not during such period have attended in his stead and the Board resolves that his office be vacated;
	(5)	is prohibited by law from being a Director; or
	(6)	<u>receives notice in writing signed by not less than two-thirds in number (or, if that is not a round number, the nearest lower round number) of the Directors (including himself) then in office; or</u>
	(6) (7)	ceases to be a Director by virtue of any provision of the Statutes or is removed from office pursuant to these Bye-laws.

91.	Notwithstanding Bye-laws 96, 97, 98 and 99, an executive <u>Director</u> director appointed to an office under Bye-law 90 hereof shall receive such remuneration (whether by way of salary, commission, participation in profits or otherwise or by all or any of those modes) and such other benefits (including pension and/or gratuity and/or other benefits on retirement) and allowances as the Board may from time to time determine, and either in addition to or in lieu of his remuneration as a Director.	
93.	An alternate Director shall only be a Director for the purposes of the <u>Companies Act</u> and shall only be subject to the provisions of the <u>Companies Act</u> insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed in the alternative and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.	
94.	Every person acting as an alternate Director shall have one vote for each Director for whom he acts as alternate (in addition to his own vote if he is also a Director). If his appointor is for the time being absent from Hong Kong or otherwise not available or unable to act, the signature of an alternate Director to any resolution in writing of the Board or a committee of the Board of which his appointor is a <u>Member</u> member shall, unless the notice of his appointment provides to the contrary, be as effective as the signature of his appointor.	
100.	(a)	hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his office of Director for such period and, subject to the relevant provisions of the <u>Companies Act</u> , upon such terms as the Board may determine. Any remuneration (whether by way of salary, commission, participation in profits or otherwise) paid to any Director in respect of any such other office or place of profit shall be in addition to any remuneration provided for by or pursuant to any other Bye-law;

	<p>(c) continue to be or become a Director-director, managing director, joint managing director, deputy managing director, executive Director-director, manager or other officer or member of any other company promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and (unless otherwise agreed) no such Director shall be accountable for any remuneration, profits or other benefits received by him as a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of or from his interests in any such other company. Subject as otherwise provided by these Bye-laws the Directors may exercise or cause to be exercised 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 directors, managing directors, joint managing directors, deputy managing directors, executive directors, managers or other officers of such company) or voting or providing for the payment of remuneration to the director, managing director, joint managing director, deputy managing director, executive director, manager or other officers of such other company and any Director may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or about to be, appointed a director, 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 manner aforesaid.</p>
101.	<p>Subject to the <u>Companies Act</u> and to these Bye-laws, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Bye-law 102 herein.</p>

103.	(1)(v)	any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which the Director and his associate(s) are not in aggregate beneficially interested in five (5) -per cent. <u>(5%)</u> , or more of the issued shares or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of any of his associates is derived); or
	(2)	A company shall be deemed to be a company in which a Director and/or his associate(s) owns five (5) -per cent. <u>(5%)</u> , or more if and so long as (but only if and so long as) he and/or his associates, (either directly or indirectly) are the holders of or beneficially interested in five (5) -per cent. <u>(5%)</u> , or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his/their interest or that of any of his associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder.
	(3)	Where a company in which a Director and/or his associate(s) holds five (5) -per cent. <u>(5%)</u> , or more is/are materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.
104.	(3)(c)	To resolve that the Company be discontinued in Bermuda and continued in a named country or jurisdiction outside Bermuda subject to the provisions of the <u>Companies Act</u> .
110.		The Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the <u>Companies Act</u> , to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

113.	(1)	Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject to such prior charge, and shall not be entitled, by notice to the <u>Members</u> members or otherwise, to obtain priority over such prior charge.
	(2)	The Board shall cause a proper register to be kept, in accordance with the provisions of the <u>Companies Act</u> , of all charges specifically affecting the property of the Company and of any series of debentures issued by the Company and shall duly comply with the requirements of the <u>Companies Act</u> in regard to the registration of charges and debentures therein specified or otherwise.
121.		The meetings and proceedings of any committee consisting of two or more <u>Members</u> members shall be governed by the provisions contained in these Bye-laws for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations imposed by the Board under the last preceding Bye-law.
127.	(1)	The officers of the Company shall consist of the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the <u>Companies Act</u> and these Bye-laws.
	(4)	<p>Where the Company appoints and maintains a resident representative ordinarily resident in Bermuda in accordance with the <u>Companies Act</u>, the resident representative shall comply with the provisions of the <u>Companies Act</u>.</p> <p>The Company shall provide the resident representative with such documents and information as the resident representative may require in order to be able to comply with the provisions of the <u>Companies Act</u>.</p> <p>The resident representative shall be entitled to have notice of, attend and be heard at any Directors' meetings or general meetings of the Company.</p>
128.	(2)	The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the <u>Companies Act</u> or these Bye-laws or as may be prescribed by the Board.

131.	A provision of the <u>Companies Act</u> or of these Bye-laws 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.	
132.	(4)	In this Bye-law “Officer” has the meaning ascribed to it in Section 92A(7) of the <u>Companies Act</u> .
137.	Subject to the <u>Companies Act</u> , the Company in General Meeting may from time to time declare dividends in any currency to be paid to the Members but no dividend shall be declared in excess of the amount recommended by the Board. The Company in general meeting may also make a distribution to the Members out of any contributed surplus (as ascertained in accordance with the <u>Companies Act</u>).	
145.	Whenever the Board or the Company in general meeting have resolved that a dividend be paid or declared, the Board may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of the Company or any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may issue certificates in respect of fractions of shares, disregard fractional entitlements or round the same up or down, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments, shall be made to any <u>Members</u> members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend, and such appointment shall be effective and binding on the Members. The Board may resolve that no such assets shall be made available to Members with registered addresses in any particular territory or territories where, in the absence of a registration statement or other special formalities, such distribution of assets would or might, in the opinion of the Board, be unlawful or impracticable and in such event the only entitlement of the Members aforesaid shall be to receive cash payments as aforesaid. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.	

146.	(2)(b)	The Board may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (1) of this Bye-law, with full power to the Board to make such provisions as it thinks fit in the case of shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the <u>Members</u> members concerned). The Board may authorise any person to enter into on behalf of all Members interested, an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made pursuant to such authority shall be effective and binding on all concerned.
	(3)	The Company may upon the recommendation of the Board by <u>Ordinary Resolution</u> ordinary resolution resolve in respect of any one particular dividend of the Company that notwithstanding the provisions of paragraph (1) of this Bye-law a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid up without offering any right to shareholders to elect to receive such dividend in cash in lieu of such allotment.
148.		The Company may, upon the recommendation of the Board, at any time and from time to time pass an <u>Ordinary Resolution</u> ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including the profit and loss account) whether or not the same is available for distribution and accordingly that such amount be set free for distribution among the Members or any class of <u>Members</u> members who would be entitled thereto if it were distributed by way of dividend and in the same proportions, on the footing that the same is not paid in cash but is applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such Members respectively or in paying up in full unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such <u>Members</u> members , or partly in one way and partly in the other, and the Board shall give effect to such resolution provided that, for the purposes of this Bye-law and subject to Section 40(2A) of the <u>Companies Act</u> , a share premium account and any reserve or fund representing unrealised profits, may be applied only in paying up in full unissued shares of the Company to be allotted to such Members credited as fully paid. In carrying sums to reserve and in applying the same the Board shall comply with the provisions of the <u>Companies Act</u> .

150.	The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the <u>Companies Act</u> :
(3)	The provision of this Bye-law as to the establishment and maintenance of the Subscription Rights Reserve shall not be altered or added to in any way which would vary or abrogate, or which would have the effect of varying or abrogating the provisions for the benefit of any warrant holder or class of warrant holders under this Bye-law without the sanction of a <u>Special Resolution</u> special resolution of such warrant holders or class of warrant holders.
150A.	The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the <u>Companies Act</u> :
(3)	The provision of this Bye-law as to the establishment and maintenance of the Conversion Rights Reserve shall not be altered or added to in any way which would vary or abrogate, or which would have the effect of varying or abrogating, the provisions for the benefit of any holder of the debt instrument or class of holder of the debt instrument under this Bye-law without the sanction of a <u>Special Resolution</u> special resolution of such holder of the debt instruments or class of holder of the debt instruments.
151.	The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the <u>Companies Act</u> or necessary to give a true and fair view of the Company's affairs and to explain its transactions.
152.	The accounting records shall be kept at the <u>Registered Office</u> or, subject to the <u>Companies Act</u> , at such other place or places as the Board decides and shall always be open to inspection by the Directors of the Company. No Member (other than a Director of the Company) shall have any right of inspecting any accounting record or book or document of the Company except as conferred by law or authorised by the Board or the Company in general meeting.

153.	Subject to Section 88 of the <u>Companies Act</u> and Bye-law 153A, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and laid before the Company in general meeting in accordance with the requirements of the <u>Companies Act</u> provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.	
154.	(1)	Subject to Section 88 of the <u>Companies Act</u> , at the annual general meeting or at a subsequent special general meeting in each year, the Members shall appoint <u>by Ordinary Resolution at general meeting</u> an <u>Auditor</u> to audit the accounts of the Company and such <u>Auditor</u> shall hold office until the Members appoint another <u>Auditor</u> . Such <u>Auditor</u> 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 <u>Auditor</u> of the Company.
	(2)	Subject to Section 89 of the <u>Companies Act</u> , a person, other than a retiring Auditor, shall not be capable of being appointed Auditor at an annual general meeting unless notice in writing of an intention to nominate that person to the office of Auditor has been given not less than twenty-one (21) days before the annual general meeting and furthermore, the Company shall send a copy of any such notice to the retiring Auditor.
	(3)	Subject to the <u>Companies Act</u> , the Members may, at any general meeting convened and held in accordance with these Bye-laws, by <u>Extraordinary Resolution</u> special resolution remove the <u>Auditor(s)</u> Auditor at any time before the expiration of his term of office and shall by <u>Ordinary Resolution</u> ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.
155.	Subject to Section 88 of the <u>Companies Act</u> , the accounts of the Company shall be audited at least once in every year.	
156.	The remuneration of the Auditor shall be fixed by the <u>Members</u> Company in general meeting <u>by Ordinary Resolution</u> or in such manner as the Members may determine.	

159.	<p>The statement of income and expenditure and the balance sheet provided for by these Bye-laws Laws shall be examined by the Auditor and compared by him with the books, accounts and vouchers relating thereto; and he shall make a written report thereon stating whether such statement and balance sheet are drawn up so as to present fairly the financial position of the Company and the results of its operations for the period under review and, in case information shall have been called for from Directors or officers of the Company, whether the same has been furnished and has been satisfactory. The financial statements of the Company shall be audited by the Auditor in accordance with generally accepted auditing standards. The Auditor shall make a written report thereon in accordance with generally accepted auditing standards and the report of the Auditor shall be submitted to the Members in general meeting. The generally accepted auditing standards referred to herein may be those of a country or jurisdiction other than Bermuda. If so, the financial statements and the report of the Auditor should disclose this fact and name such country or jurisdiction.</p>
160.	<p>Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the <u>Companies Act</u>) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the <u>Member</u> member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above provided that such means is permitted by the rules of the Designated Stock Exchange. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</p>

164.	(1)	<u>Subject to Bye-law 164(2), the Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.</u>
	(2)	A resolution that the Company be wound up by the court or be wound up voluntarily shall be <u>passed by way of a Special Resolution special resolution.</u>
165.	If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a <u>Special Resolution special resolution</u> and any other sanction required by the <u>Companies Act</u> , divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of properties of one kind or shall consist of properties to be divided as aforesaid of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.	
167.	No Bye-law Law shall be rescinded, altered or amended and no new Bye-law Law shall be made until the same has been approved by a resolution of the Directors and confirmed by a <u>Special Resolution special resolution of the Members</u> . A <u>Special Resolution special resolution</u> shall be required to alter the provisions of the memorandum of association or to change the name of the Company.	
168.	No Member shall be entitled to require discovery of, or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the <u>Members members of the Company</u> to communicate to the public.	

NOTICE OF THE AGM



SunCorp Technologies Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1063)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of SunCorp Technologies Limited (the “**Company**”) will be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Hong Kong on Friday, 23 June 2023 at 4:30 p.m. for the following purposes:

ORDINARY RESOLUTIONS AS ORDINARY BUSINESS

1. To receive, consider and adopt the audited consolidated financial statements for the year ended 31 December 2022 and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company.
2. (a) To re-elect Mr. Zhu Yuqi as a executive Director; and
(b) To re-elect Ms. Huang Zhi as an independent non-executive Director.
3. To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
4. To re-appoint McMillian Woods (Hong Kong) CPA Limited as the auditors of the Company and to authorize the Board to fix their remuneration.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without modification) as ordinary resolutions:

5. “**THAT:**
 - (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (“**Shares**”) and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

NOTICE OF THE AGM

- (b) the directors be and hereby authorized during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) an issue of Shares upon the exercise of rights of subscription or conversion attaching to any warrants or securities issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by shareholders of the Company; or
 - (iii) an issue of Shares upon the exercise of any options granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or
 - (iv) an issue of Shares as scrip dividends or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws of the Company, shall not in total exceed of twenty per cent (20%) of the aggregate number of Shares in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; 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 passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors under this Resolution; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company, the Companies Act 1981 of Bermuda or any applicable laws of Bermuda to be held.

NOTICE OF THE AGM

“**Right Issue**” means an offer of Shares or warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to shareholders of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or any class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose and, subject to and in accordance with the applicable laws and the requirements of the Rules Governing the Listing of 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 number of Shares to be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors under this Resolution; or
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company, the Companies Act 1981 of Bermuda or any applicable laws of Bermuda to be held.”

NOTICE OF THE AGM

7. “**THAT** conditional upon the passing of Resolutions 5 and 6 set out in the notice convening this meeting, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares in the Company pursuant to Resolution 5 set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate number of the Shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate, an amount representing the aggregate number of Shares which has been purchased by the Company under the authority granted pursuant to Resolution 6 set out in the notice convening this meeting, provided that such number of Shares so repurchased shall not exceed 10% of the aggregate of the Shares in issue as at the date of this Resolution.”

SPECIAL RESOLUTION

To consider as special business and, if thought fit, pass with or without modifications, the following resolution as a special resolution:

8. “**THAT:**
- (a) the proposed amendments to the existing bye-laws of the Company (the “**Proposed Amendments**”) be and are hereby approved;
 - (b) the amended and restated bye-laws of the Company which incorporate the Proposed Amendments (a copy of which has been produced to this meeting and marked “A” and for the purpose of identification, initialed by the chairman of the AGM), be and is hereby approved and adopted as the new bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect after the close of this meeting; and
 - (c) any Director or company secretary of the Company be and is hereby authorized to do all such acts and things and execute all such documents and make all such arrangements as he/she shall, in his/her absolute discretion, deem necessary or expedient in connection with the implementation of or giving effect to the aforesaid adoption of the amended and restated bye-laws of the Company.”

By Order of the Board
SunCorp Technologies Limited
Wong Sin Fai Cynthia
Company Secretary

Hong Kong, 22 May 2023

NOTICE OF THE AGM

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head office and principal place of business in Hong Kong:

Unit 2305, 23/F
The Center
99 Queen's Road Central
Hong Kong

Notes:

1. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 19 June 2023 to Friday, 23 June 2023 (both days inclusive), during which period no transfers of shares will be registered. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the branch share registrar of the Company, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong by 4:00 p.m. on Friday, 16 June 2023.
2. A form of proxy for used for the AGM is enclosed.
3. Any member 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. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company.
4. The instrument appointing a proxy must be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized.
5. In order 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 certified copy of such power or authority, must be deposited at the office of the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
6. Where there are joint holders of any share any one of such holders may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto but if more than one of such joint holders be present at any meeting personally or by proxy, then one of such holders whose name stands first on the register of members of the Company shall alone be entitled to vote in respect thereof.
7. Delivery of a form of proxy will not preclude a shareholder of the Company from attending and voting in person at the AGM or any adjournment thereof should you so desire and in such event, the instrument appointing a proxy shall be deemed to be revoked.
8. If Typhoon Signal No. 8 or above is hoisted, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 10:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the website of the Company at www.suncorptech.com.hk and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.