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

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

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**中國汽車內飾集團有限公司**

**CHINA AUTOMOTIVE INTERIOR DECORATION HOLDINGS LIMITED**

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

**(Stock Code: 0048)**

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO REPURCHASE SHARES AND  
ISSUE NEW SHARES, PROPOSED AMENDMENTS TO THE  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an AGM of China Automotive Interior Decoration Holdings Limited to be held at Portion 2, 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong at 10:30 a.m. on 28 June 2023, Wednesday is set out on pages 39 to 44 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of China Automotive Interior Decoration Holdings Limited in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

25 May 2023

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## CONTENTS

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	<i>Pages</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Appendix I – Details of Directors Proposed to be Re-elected</b> .....	9
<b>Appendix II – Explanatory Statement on the Repurchase Mandate</b> .....	12
<b>Appendix III – Particulars of Proposed Amendments to the Memorandum and Articles of Association</b> .....	16
<b>Notice of Annual General Meeting</b> .....	39

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong at 10:30 a.m. on 28 June 2023, Wednesday, the notice of which is set out on pages 39 to 44 of this circular
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Business Day”	means a day on which the Stock Exchange is open for the business of dealing in securities
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	China Automotive Interior Decoration Holdings Limited, an exempted company incorporated in Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange
“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 People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the total number of the issued share capital of the Company at the date of the resolution approving such mandate
“Latest Practicable Date”	19 May 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities

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## DEFINITIONS

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“Memorandum and Articles of Association”	the memorandum and articles of association of the Company, as amended from time to time
“Option(s)”	the option(s) to subscribe for Shares on terms determined by the Directors pursuant to the Share Option Scheme or any other share option scheme of the Company
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares not exceeding 10% of the total number of the issued share capital of the Company at the date of the resolution approving such mandate
“Scheme Mandate Limit”	the maximum number of Options that may be granted by the Company pursuant to the Share Option Scheme
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	share(s) of HK\$0.025 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases, as amended from time to time
“%”	per cent

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LETTER FROM THE BOARD

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中國汽車內飾集團有限公司

CHINA AUTOMOTIVE INTERIOR DECORATION HOLDINGS LIMITED

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

**(Stock Code: 0048)**

*Executive Directors:*

Mr. Zhuang Yuejin

Mr. Wong Ho Yin

Ms. Xiao Suni

*Independent non-executive Directors:*

Mr. Mak Wai Ho

Ms. Ng Li La, Adeline

Ms. Zhu Chunyan

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Hong Kong Principal Place of Business:*

Workshop Nos. 25,

6/F Corporation Park,

11 On Lai Street,

Shatin, Hong Kong

25 May 2023

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO REPURCHASE SHARES AND  
ISSUE NEW SHARES, PROPOSED AMENDMENTS TO THE  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM relating to (i) the re-election of Directors due to retire at the AGM; (ii) the granting of the Repurchase Mandate to the Directors to repurchase fully paid up Shares by the Company; (iii) the granting of the Issue Mandate to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with new Shares; (iv) the extension of

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## LETTER FROM THE BOARD

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the Issue Mandate by a number representing the total number of any Shares repurchased under the Repurchase Mandate; and (v) the Proposed Amendments to the Memorandum and Articles of Association.

### RE-ELECTION OF DIRECTORS

The Board currently consists of six Directors, namely Mr. Zhuang Yuejin, Mr. Wong Ho Yin, Ms. Xiao Suni, Mr. Mak Wai Ho, Ms. Ng Li La, Adeline and Ms. Zhu Chunyan.

Pursuant to Article 84(1) of the Articles of Association, Mr. Wong Ho Yin, Ms. Xiao Suni, Mr. Mak Wai Ho and Ms. Zhu Chunyan shall retire by rotation at the AGM. All the retiring Directors are eligible for re-elections and have agreed to offer themselves for re-election at the AGM.

Mr. Mak Wai Ho has been appointed as an independent non-executive Director for more than nine years since September 2011. Pursuant to Code B.2.3 of the code provisions of Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 of the Listing Rules, (a) having served the Company for more than nine years could be relevant to the determination of an independent non-executive director's independence and (b) if an independent non-executive director has served more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders.

Mr. Mak has extensive experience in the finance and accounting fields. He provides a wide range of expertise and experience which can meet the requirement of Group's business and his participant in the Board brings independent judgment on issues relating to the Group's strategy, performance, conflicts of interest and management process to ensure that the interest of the Shareholders have been duly considered.

The Company has received from Mr. Mak a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. Mr. Mak has not engaged in any executive management of the Group. Taking into consideration of his independent scope of works in the past years, the Board considers Mr. Mak to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years. Accordingly, Mr. Mak shall be subject to retirement rotation and re-election by way of a separate resolution to be approved by the Shareholders at the AGM.

Ms. Zhu Chunyan has been appointed as an independent non-executive Director since September 2016. Ms. Zhu has extensive experience in corporate finance and management. She provides a wide range of expertise and experience which can meet the requirement of Group's business and his participant in the Board brings independent judgment on issues relating to the Group's strategy, performance, conflicts of interest and management process to ensure that the interest of the Shareholders have been duly considered.

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## LETTER FROM THE BOARD

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The Company has received from Ms. Zhu Chunyan a confirmation of her independence pursuant to Rule 3.13 of the Listing Rules. Ms. Zhu has not engaged in any executive management of the Group. Taking into consideration of her independent scope of works in the past years, the Board considers Ms. Zhu to be independent under the Listing Rules. Accordingly, Ms. Zhu shall be subject to retirement rotation and re-election by way of a separate resolution to be approved by the Shareholders at the AGM.

Details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

### **REPURCHASE MANDATE TO REPURCHASE SHARES**

At the annual general meeting of the Company held on 29 June 2022, resolution was passed giving a general mandate to the Directors to exercise the powers of the Company to repurchase the Shares. Such mandate will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the total number of the issued share capital of the Company at the date of passing the resolution in relation to the Repurchase Mandate. At the Latest Practicable Date, the issued share capital of the Company comprised 175,115,104 Shares. The maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate at the date of passing of the resolution approving the Repurchase Mandate will be 17,511,510 Shares.

The Repurchase Mandate will end on (i) the conclusion of the next annual general meeting of the Company following the passing of the Repurchase Mandate; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association to be held; or (iii) the revocation or variation of the Repurchase Mandate by ordinary resolution of Shareholders in general meeting, whichever is the earliest.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE NEW SHARES

At the annual general meeting of the Company held on 29 June 2022, resolution was passed giving a general mandate (the “Old Issue Mandate”) to the Directors to allot, issue and deal with additional Shares. The Old Issue Mandate will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed to approve the granting of the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares in the share capital of the Company up to 20% of the total number of the issued share capital of the Company at the date of passing the resolution in relation to the Issue Mandate. At the Latest Practicable Date, the issued share capital of the Company comprised 175,115,104 Shares. Subject to the passing of ordinary resolution and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of the resolution approving the Issue Mandate, the Company will be allowed to issue a maximum of 35,023,020 Shares.

Subject to the passing of the aforesaid ordinary resolutions in relation to the Repurchase Mandate and the Issue Mandate, an ordinary resolution will also be proposed to authorise the Directors to extend the Issue Mandate to issue and allot Shares in a number not exceeding the total number of the Shares repurchased by the Company pursuant to the Repurchase Mandate.

The Issue Mandate and its extension will end on (i) the conclusion of the next annual general meeting of the Company following the passing of the Issue Mandate; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association to be held; or (iii) the revocation or variation of the Issue Mandate by ordinary resolution of Shareholders in general meeting, whichever is the earliest.

### RESPONSIBILITY STATEMENT

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



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## LETTER FROM THE BOARD

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### PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION

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 Memorandum and Articles of Association for the purposes of, among others, (i) bringing the Memorandum and Articles of Association in line with amendments made to the Listing Rules and applicable laws of the Cayman Islands; and (ii) making certain other housekeeping amendments to the Articles of Association.

Details of the Proposed Amendments (marked-up against the existing Articles of Association) are set out in Appendix III to this circular. The Chinese translation is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail. The Proposed Amendments are subject to the approval of the Shareholder by way of special resolution at the AGM. Prior to the passing of the special resolution at the AGM, the existing Memorandum and Articles of Association shall remain valid.

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments conform with the applicable requirements under the Listing Rules and are not inconsistent with the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands incorporated company listed on the Stock Exchange.

The Board considered that the Proposed Amendments are in the interest of the Company and the Shareholders. The resolution in relation thereto will be proposed at the AGM as a special resolution.

### ANNUAL GENERAL MEETING

The notice convening the AGM is set out on pages 39 to 44 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for the holding of the AGM. Such form of proxy for use at the AGM is also published on the websites of the Company and the Stock Exchange. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

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## LETTER FROM THE BOARD

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### PROCEDURES FOR VOTING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by way of poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matters to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders.

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.

### RECOMMENDATION

The Directors consider that the proposed resolutions for the re-election of Directors, the granting of the Repurchase Mandate, the Issue Mandate, the extension of the Issue Mandate, the Proposed Amendments to the Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

By Order of the Board of  
**China Automotive Interior Decoration Holdings Limited**  
**Zhuang Yuejin**  
*Chairman*

The following are the particulars of the Directors proposed to be re-elected at the AGM:

**1. Mr. Wong Ho Yin (黃浩然), aged 53**

Mr. Wong Ho Yin was appointed as an executive Director and company secretary on 30 June 2011. He graduated from Hong Kong Polytechnic University with a Master of Corporate Governance Degree and a Bachelor of Arts Degree in Accountancy. He is a member of the Hong Kong Institute of Certified Public Accountants and a member of both the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries. Mr. Wong has extensive experience in accounting and corporate compliance.

Mr. Wong has entered into a service agreement with the Company for a term of one year and is subject to retirement and re-election at the AGM in accordance with the Articles of Association. His emoluments are determined with reference to his duties and responsibilities with the Company and the Company's remuneration policy. Mr. Wong is entitled to receive a monthly salary of HK\$165,000 subject to review by the remuneration committee of the Company with reference to his performance, duties and responsibilities from time to time and determined by the Board under the authority given by the Shareholders.

Save as disclosed above, Mr. Wong has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

At the Latest Practicable Date, Mr. Wong held an interest in 1,670,000 Options which were granted by the Company and owns 790,000 shares of the Company. Save as disclosed herein, Mr. Wong has no interests in the Shares within the meaning of Part XV of the SFO. He is independent from and not related to any other Directors, senior management or substantial shareholders of the Company.

Save as disclosed above, there is no other information to be disclosed pursuant to Rules 13.51(2) of the Listing Rules in respect of Mr. Wong and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

**2. Ms. Xiao Suni (肖蘇妮), aged 39**

Ms. Xiao Suni was appointed as an executive Director on 14 October 2014. She has over 10 years of experience in the field of international trading and marketing. She holds a Bachelor of Arts degree from Nanjing Army Command College, the PRC with major in English. Prior to joining the Group, she worked for a door-window manufacturer in the PRC as foreign trade manager, in which her responsibilities focused on overall management of foreign sales and marketing.

Ms. Xiao has entered into an appointment letter with the Company for a term of one year and is subject to retirement and re-election at the AGM in accordance with the Articles of Association. Her emoluments are determined with reference to her duties and responsibilities with the Company and the Company's remuneration policy. Ms. Xiao is entitled to receive a monthly fee of HK\$10,000 subject to review by the remuneration committee of the Company with reference to her performance, duties and responsibilities from time to time and determined by the Board under the authority given by the Shareholders.

Save as disclosed above, Ms. Xiao has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

At the Latest Practicable Date, Ms. Xiao held an interest in 1,670,000 Options which were granted by the Company and owns 790,000 Shares of the Company. Save as disclosed above, Ms. Xiao has no interests in the Shares within the meaning of Part XV of the SFO. She is independent from and not related to any other Directors, senior management or substantial shareholders of the Company.

Save as disclosed above, there is no other information to be disclosed pursuant to Rules 13.51(2) of the Listing Rules in respect of Ms. Xiao and there are no other matters that need to be brought to the attention of the Shareholders in relation to her re-election.

### **3. Mr. Mak Wai Ho (麥偉豪), aged 50**

Mr. Mak Wai Ho, was appointed as an independent non-executive Director on 9 September 2011. He was graduated from the Hong Kong University of Science and Technology with a Bachelor degree in Business Administration in Finance. He is a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and a practising member of the Hong Kong Institute of Certified Public Accountants. He is a practising certified public accountant and has more than 20 years of experience in finance, accounting and auditing.

Mr. Mak has entered into an appointment letter with the Company for a term of one year and is subject to retirement and re-election at the AGM in accordance with the Articles of Association. His emoluments are determined with reference to his duties and responsibilities with the Company and the Company's remuneration policy. Mr. Mak is entitled to receive a monthly fee of HK\$10,000 subject to review by the remuneration committee of the Company with reference to his performance, duties and responsibilities from time to time and determined by the Board under the authority given by the Shareholders.

Save as disclosed above, Mr. Mak has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

At the Latest Practicable Date, Mr. Mak has no interests in the Shares within the meaning of Part XV of the SFO. He is independent from and not related to any other Directors, senior management or substantial Shareholders of the Company.

Save as disclosed above, there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in respect of Mr. Mak and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

#### **4. Ms. Zhu Chunyan (朱春燕), aged 46**

Ms. Zhu Chunyan was appointed as an independent non-executive Director on 2 September 2016. Ms. Zhu was graduated from Xiangtan University, China, with a bachelor's degree majoring in finance and accounting in July 1999. Prior to joining the Group, she worked for a sizable travel related services company in the PRC as an accountant and gained extensive knowledge in corporate finance and management.

Ms. Zhu has entered into a service agreement with the Company for a term of one year and is subject to retirement and re-election at the AGM in accordance with the Articles of Association. Her emoluments are determined with reference to her duties and responsibilities with the Company and the Company's remuneration policy. Ms. Zhu is entitled to receive a monthly fee of HK\$8,000 subject to review by the remuneration committee of the Company with reference to her performance, duties and responsibilities from time to time and determined by the Board under the authority given by the Shareholders.

Save as disclosed above, Ms. Zhu has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

At the Latest Practicable Date, Ms. Zhu owns 790,000 Shares of the Company. Save as disclose herein, Ms. Zhu has no interests in the Shares within the meaning of the Part XV of the SFO. At the Latest Practicable Date, Ms. Zhu. She is independent from and not related to any other Directors, senior management or substantial Shareholders of the Company.

Save as disclosed above, there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in respect of Ms. Zhu and there are no other matters that need to be brought to the attention of the Shareholders in relation to her re-election.

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM for approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

### **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

### **2. SHARE CAPITAL**

At the Latest Practicable Date, the issued share capital of the Company comprised 175,115,104 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 17,511,510 Shares, being 10% of the Shares in issue at the Latest Practicable Date.

### **3. REASONS FOR REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to repurchase Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and its Shareholders as a whole as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company and the Shareholders as a whole.

#### 4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the laws of the Cayman Islands. Any repurchase of Shares will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the purchase or, if authorized by the Articles of Association and subject to the Companies Law, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Law, out of capital. In accordance with the laws of the Cayman Islands, the shares so repurchased would be treated as cancelled.

The Directors consider that the exercise of the Repurchase Mandate in full will not have a material adverse impact on the working capital or gearing level of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 31 December 2022). The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. MARKET PRICES

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

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2022</b>		
May	0.650	0.400
June	0.650	0.500
July	0.780	0.500
August	0.560	0.520
September	0.560	0.425
October	0.550	0.400
November	0.465	0.385
December	0.580	0.415
<b>2023</b>		
January	0.440	0.365
February	0.430	0.380
March	0.460	0.355
April	0.360	0.275
May (up to the Latest Practicable Date)	0.435	0.270

## 6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Articles of Association and the laws of the Cayman Islands.

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



No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, nor have undertaken not to do so, in the event that the Repurchase Mandate is granted by the Shareholders.

#### **7. TAKEOVERS CODE AND THE PUBLIC FLOAT REQUIREMENT**

If a Shareholder's proportionate interest in the voting capital of the Company increases as a result of a share repurchase, such increase will be treated as an acquisition for the purposes of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Takeovers Code.

At the Latest Practicable Date, to the best knowledge and belief of the Company, there was no substantial shareholder. In the event that the Repurchase Mandate is exercised in full, such increase is not expected to give rise to an obligation on them to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors will not exercise the Repurchase Mandate to such an extent as a result of such repurchase, the number of Shares held by the public would fall below 25% of the total number of Shares in issue. The Directors do not have any present intention (i) to repurchase Shares to an extent which will result in the number of Shares held by the public being reduced to less than 25% and (ii) to trigger any event under the Takeovers Code.

#### **8. SHARE REPURCHASES MADE BY THE COMPANY**

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) during the 6 months preceding the Latest Practicable Date.

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

*Note:* The Memorandum and Articles of Association 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.

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
<b>Memorandum of Association</b>	
Heading	THE COMPANIES <del>ACT</del> <u>LAW</u> (REVISED) EXEMPTED COMPANY LIMITED BY SHARES  <u>AMENDED AND RESTATED</u>  MEMORANDUM OF ASSOCIATION  OF  CHINA AUTOMOTIVE INTERIOR DECORATION HOLDINGS LTD. <u>中國汽車內飾集團有限公司</u>
1.	The name of the Company is CHINA AUTOMOTIVE INTERIOR DECORATION HOLDINGS LTD <u>中國汽車內飾集團有限公司</u> .
2.	The Registered Office of the Company shall be at the offices of <u>Conyers Eoan</u> -Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.
4.	Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by <del>Section 27(2) of the Companies Law</del> <u>Cayman Islands Companies Act (as Revised)</u> .

**APPENDIX III**

**PARTICULARS OF PROPOSED AMENDMENTS  
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

8.	The <u>authorized</u> share capital of the Company is HK\$ <u>1,000,000,000</u> <del>380,000</del> divided into <u>40,000,000,000</u> <del>3,800,000</del> shares of a nominal or par value of HK\$ <u>0.025</u> each.
9.	The Company may exercise the power contained in the <u>Cayman Islands Companies Act (as Revised)</u> <del>Companies Law</del> to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction.
<b>Articles of Association</b>	
Cover Page	<p style="text-align: center;">The Companies <u>Act Law</u>-(<u>As Revised</u>)</p> <p style="text-align: center;"><u>Exempted</u> Company Limited by Shares</p> <p style="text-align: center;"><u>AMENDED AND RESTATED</u></p> <p style="text-align: center;">ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;">China Automotive Interior Decoration Holdings Limited</p> <p style="text-align: center;">中國汽車內飾集團有限公司</p> <p style="text-align: center;">(<u>adopted by</u> <del>Conditionally adopted pursuant to a</del> <u>Special Resolution</u> <del>special resolution</del> passed on <u>28 June 2023</u> <del>13 September, 2010</del> with effect from <u>29 September, 2010</u>)</p>
Table of Contents	<p><u>FINANCIAL YEAR</u> <span style="float: right;"><u>167</u></span></p>
1.	The regulations in Table A in the Schedule to the Companies <u>Act Law</u> -( <u>as Revised</u> ) do not apply to the Company.

APPENDIX III

PARTICULARS OF PROPOSED AMENDMENTS  
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

<p>2. (1)</p>	<p>In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.</p> <table border="0"> <thead> <tr> <th data-bbox="406 385 694 410">WORD</th> <th data-bbox="715 385 842 410">MEANING</th> </tr> </thead> <tbody> <tr> <td data-bbox="406 442 518 468">“Articles”</td> <td data-bbox="715 442 1348 540">these Articles <u>of Association</u> in their present form <u>and all supplementary, or as supplemented or amended or substituted articles for the time to time being in force.</u></td> </tr> <tr> <td data-bbox="406 572 662 597">“Board” or “Directors”</td> <td data-bbox="715 572 1348 742">the board of <u>Directors, as constituted from time to time or as the context may require, directors of the Company or the directors a majority of the Directors present and voting at a meeting of Directors directors of the Company at which a quorum is present.</u></td> </tr> <tr> <td data-bbox="406 774 598 800">“clearing house”</td> <td data-bbox="715 774 1348 902">a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted <u>with the permission of the Company on a stock exchange in such jurisdiction.</u></td> </tr> <tr> <td data-bbox="406 934 598 959">“Companies Act”</td> <td data-bbox="715 934 1348 998">the Companies Act (as Revised) of the Cayman Islands as <u>amended from time to time.</u></td> </tr> <tr> <td data-bbox="406 1029 678 1055">“Companies Ordinance”</td> <td data-bbox="715 1029 1348 1093">the Companies Ordinance, Cap. 622 of the Laws of Hong Kong as <u>amended from time to time.</u></td> </tr> <tr> <td data-bbox="406 1125 518 1151">“Director”</td> <td data-bbox="715 1125 1348 1189">such person or persons as shall be appointed to the Board <u>from time to time.</u></td> </tr> <tr> <td data-bbox="406 1221 550 1247">“Hong Kong”</td> <td data-bbox="715 1221 1348 1285"><u>Hong Kong Special Administrative Region of the People’s Republic of China.</u></td> </tr> <tr> <td data-bbox="406 1317 486 1342">“HK\$”</td> <td data-bbox="715 1317 1348 1381"><u>Hong Kong dollars, the legal currency for the time being of Hong Kong.</u></td> </tr> <tr> <td data-bbox="406 1412 486 1438">“Law”</td> <td data-bbox="715 1412 1348 1476">The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.</td> </tr> <tr> <td data-bbox="406 1508 678 1572">“<u>Ordinary</u> ordinary <u>Resolution</u> resolution”</td> <td data-bbox="715 1508 1348 1768">a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, <u>by proxy or,</u> in the case of any Member being a corporation, by its duly authorised representative <u>or, where proxies are allowed, by proxy</u> at a general meeting <u>held in accordance with these Articles and</u> of which Notice has been duly given in accordance with Article 59.</td> </tr> </tbody> </table>	WORD	MEANING	“Articles”	these Articles <u>of Association</u> in their present form <u>and all supplementary, or as supplemented or amended or substituted articles for the time to time being in force.</u>	“Board” or “Directors”	the board of <u>Directors, as constituted from time to time or as the context may require, directors of the Company or the directors a majority of the Directors present and voting at a meeting of Directors directors of the Company at which a quorum is present.</u>	“clearing house”	a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted <u>with the permission of the Company on a stock exchange in such jurisdiction.</u>	“Companies Act”	the Companies Act (as Revised) of the Cayman Islands as <u>amended from time to time.</u>	“Companies Ordinance”	the Companies Ordinance, Cap. 622 of the Laws of Hong Kong as <u>amended from time to time.</u>	“Director”	such person or persons as shall be appointed to the Board <u>from time to time.</u>	“Hong Kong”	<u>Hong Kong Special Administrative Region of the People’s Republic of China.</u>	“HK\$”	<u>Hong Kong dollars, the legal currency for the time being of Hong Kong.</u>	“Law”	The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.	“ <u>Ordinary</u> ordinary <u>Resolution</u> resolution”	a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, <u>by proxy or,</u> in the case of any Member being a corporation, by its duly authorised representative <u>or, where proxies are allowed, by proxy</u> at a general meeting <u>held in accordance with these Articles and</u> of which Notice has been duly given in accordance with Article 59.
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	<p><u>“Relevant Period”</u></p> <p>the period commencing from the date on which any of the securities of the Company first become listed on the Stock Exchange of Hong Kong Limited to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time trading of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed).</p> <p><u>“Special special- Resolution-resolution”</u></p> <p>a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or by proxy or, in the case of such Members which as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting held in accordance with these Articles and of which Notice specifying the intention to propose the resolution as a special resolution has been duly given in accordance with Article 59;</p> <p>a special resolution shall be effective for any purpose for which an <u>Ordinary Resolution</u> <del>ordinary resolution</del> is expressed to be required under any provision of these Articles or the Statutes.</p> <p><u>“Statutes”</u></p> <p>the <u>Companies Act</u> <del>Law</del> and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles.</p>
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## APPENDIX III

PARTICULARS OF PROPOSED AMENDMENTS  
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

2.	(i)	Sections 8 and 19 of the Electronic Transactions <del>Act</del> <u>Law</u> (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.
3.	(1)	The <del>authorised</del> share capital of the Company at the date of <del>adoption of on which these Articles comes into effect shall be divided into</del> <u>is</u> <del>HK\$1,000,000,000 consisting of 40,000,000,000 shares of a par value of HK\$0.025</del> <u>\$0.10</u> each.
	(2)	Subject to the <del>Companies Act</del> <u>Law</u> , the Company's Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the <del>Companies Act</del> <u>Law</u> . The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the <del>Companies Act</del> <u>Law</u> .
4.	The Company may from time to time by <del>Ordinary Resolution</del> <u>ordinary resolution</u> in accordance with the <del>Companies Act</del> <u>Law</u> alter the conditions of its Memorandum of Association to:	
	(d)	sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Company's Memorandum of Association (subject, nevertheless, to the <del>Companies Act</del> <u>Law</u> ), and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;
6.	The Company may from time to time by <del>Special Resolution</del> <u>special resolution</u> , subject to any confirmation or consent required by the <del>Companies Act</del> <u>Law</u> , reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.	

APPENDIX III

PARTICULARS OF PROPOSED AMENDMENTS  
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

8.	(1)	Subject to the provisions of the <u>Companies Act</u> <del>Law</del> and the Company's Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Board may determine.
	(2)	Subject to the provisions of the <u>Companies Act</u> <del>Law</del> , the rules of any Designated Stock Exchange and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.
10.		<p><del>Subject to the Companies Act Law</del> and without prejudice to Article 8, all or any of the special rights for the time being attached to <del>the shares or</del> any class of shares <u>in the capital of the Company</u> may, unless otherwise provided by the terms of issue of the shares of that class, <u>from class from time to time (whether or not the Company is being wound up)</u> be varied, modified or abrogated <del>either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution</del> Special Resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting <del>all</del> the provisions of these Articles relating to general meetings of the Company shall, <i>mutatis mutandis</i>, apply, but so that:</p> <p>(a) the necessary quorum (other than at an adjourned meeting) shall be <del>two persons</del> <u>not less than two (2) Members present in person</u> (or, in the case of a Member being a corporation, <u>by its</u> duly authorized representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum; and</p> <p>(b) every holder of shares of the class shall be entitled on a poll to one <u>(1)</u> vote for every such share held by him.</p>

**APPENDIX III**

**PARTICULARS OF PROPOSED AMENDMENTS  
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

12.	(1)	Subject to the <u>Companies Act</u> <del>Law</del> , these Articles, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.
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>Companies Act</u> <del>Law</del> . Subject to the <u>Companies Act</u> <del>Law</del> , 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> <del>Law</del> and these Articles, the Board may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Board considers fit to impose.	
17.	(2)	Where a share stands in the names of two <u>(2)</u> or more persons, the person first named in the Register shall as regards service of notices and, subject to the provisions of these Articles, all or any other matters connected with the Company, except the transfer of the shares, be deemed the sole holder thereof.
19.	Share certificates shall be issued within the relevant time limit as prescribed by the <u>Companies Act</u> <del>Law</del> or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.	



APPENDIX III

PARTICULARS OF PROPOSED AMENDMENTS  
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

44.	<p>The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours on every business day by Members without charge or by any other person, upon a maximum payment of <u>HK\$2.50</u> or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the <u>Companies Act</u> <del>Law</del> or, if appropriate, upon a maximum payment of <u>HK\$1.00</u> or such lesser sum specified by the Board at the Registration Office. 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 or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. <u>The Company may close any Register maintained in Hong Kong in a manner which complies with section 632 of the Companies Ordinance.</u></p>	
48.	(3)	<p>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> <del>shareholder</del> requesting such transfer shall bear the cost of effecting the transfer unless the Board otherwise determines.</p>
	(4)	<p>Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the <u>Companies Act</u> <del>Law</del>.</p>
49.	(c)	<p>the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the <u>Companies Act</u> <del>Law</del> or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and</p>

APPENDIX III

PARTICULARS OF PROPOSED AMENDMENTS  
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

55.	(1)	Without prejudice to the rights of the Company under paragraph (2) of this Article, the Company may cease sending cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two (2) consecutive occasions. However, the Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.
	(2)(a)	all cheques or warrants in respect of dividends of the shares in question, being not less than three (3) 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 Articles have remained uncashed;
56.	<del>At all times during the Relevant Period, An annual general meeting of the Company shall be held in each financial year other than the year of the Company's adoption of these Articles (within hold a period of not more than fifteen (15) months after the holding of the last preceding general meeting as its annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles, unless a in addition to any other meeting in that financial year and shall specify the meeting as such in the notice calling it. Each annual general meeting shall be held within six (6) months after the end of the Company's financial year (or any longer period that would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board and at such time and place as the Board shall appoint.</del>	
57.	<del>All Each general meetings-meeting, other than an annual general meetings-meeting, shall be called an extraordinary general meetings-meeting. General meetings may be held in any part of the world as may be determined by the Board.</del>	
58.	<del>The Board may, whenever it thinks fit call, convene an extraordinary general meeting-meetings. Any An extraordinary general meeting shall also be convened on the requisition of one or more Members holding, on at the date of deposit of the requisition, not less than one tenth of the paid up a minority stake in the total number of issued shares in the capital of the Company carrying the right of, and the minimum stake required to do this shall not be less than ten per cent. (10%) of the voting at general meeting-rights (on a one vote per share basis) in the issued share capital of the Company. Such Member(s) shall at all times have also be entitled to add resolutions to the right, by written agenda for the extraordinary general meeting so concerned. Such requisition shall be made in writing to the Board or the Secretary of the Company, for the purpose of requiring to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and. Such such-meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit, the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</del>	

APPENDIX III

PARTICULARS OF PROPOSED AMENDMENTS  
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

59.	(1)	<p>An annual general meeting <u>of the Company</u> shall be called by <del>Notice of not less than at least</del> <u>twenty-one (21) clear days' Notice</u>, and <del>not less than twenty (20) clear business days and any extraordinary</del> <u>a general meeting at which the passing of a special resolution is to be considered of the Company, other than an annual general meeting</u>, shall be called by <del>Notice of not less than twenty one (21) clear days and not less than ten (10) clear business days. All other extraordinary general meetings may be called by Notice of not less than at least</del> <u>fourteen (14) clear days' Notice and not less than ten (10) clear business days</u>, but if permitted by the rules of the <del>Designated Stock Exchange</del>, <u>a general meeting may be called, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called</u>, subject to the <del>Law Companies Act</del>, if it is so agreed:</p>
	(a)	<p>in the case of a meeting called as <del>the an</del> <u>an annual general meeting</u>, by all the Members entitled to attend and vote thereat <u>or their proxies</u>; and</p>
	(b)	<p>in the case of any other meeting, by a majority in number of the Members having <del>a the</del> <u>the right to attend and vote at the meeting</u>, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.</p>
	(2)	<p>The <del>Notice notice</del> shall specify the <u>place, the day, the hour-time and the agenda place</u> of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business, <u>(as defined in Article 61)</u>, the general nature of the business. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.</p>
60.	<p>The accidental omission to give Notice of a meeting or (in cases where instruments of proxy <u>or notice of appointment of corporate representative</u> are sent out with the Notice) to send such instrument of proxy to, or the non-receipt of such Notice or such instrument of proxy by, any person entitled to receive such Notice <u>of the relevant meeting</u> shall not invalidate any resolution passed or <u>any the</u> proceedings at <u>such that</u> meeting.</p>	

APPENDIX III

PARTICULARS OF PROPOSED AMENDMENTS  
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

61.	(1)	All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business <u>shall be deemed special</u> that is transacted at an annual general meeting, with the exception of <u>the following, which shall be deemed ordinary business</u> :
	(b)	<u>the consideration and adoption of the accounts and balance sheets-sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheets sheet;</u>
	(d)	<u>the appointment and removal of Auditors (where special notice of the intention for such appointment is not required by the Law) and other officers;</u>
	(e)	<u>the fixing of, or the determining of the method of fixing of the remuneration of the Auditors, and the voting of remuneration or extra remuneration to the Directors and the Auditors;</u>
	(f)	<u>the granting of any mandate or authority to the Board Directors to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than twenty per cent. (20%) (or such other percentage as may from time to time be specified in the rules of the Designated Stock Exchange) in nominal value of its then existing issued share capital and the number of any securities repurchased pursuant to paragraph (g) of this Article; and</u>
	(g)	<u>the granting of any mandate or authority to the Board Directors to repurchase securities of the Company.</u>
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-special resolution</u> , no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.	
68.	On a poll, votes may be given either personally or by proxy.	

**APPENDIX III**

**PARTICULARS OF PROPOSED AMENDMENTS  
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

70.	All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the <u>Companies Act Law</u> . In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.	
73.	(2)	<u>Each Member has the right to speak and the right to vote at a general meeting (except where that Member is required, by the rules of the Designated Stock Exchange, to abstain from voting to approve the matter under consideration).</u> Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.
75.	Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two <u>(2)</u> or more shares may appoint 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 Member 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 <u>if he was or they were an individual Member</u> .	
76.	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 facts.	

APPENDIX III

PARTICULARS OF PROPOSED AMENDMENTS  
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

81.	(2)	<p>If a clearing house (or its nominee(s)), being a corporation, is a Member, it may <u>appoint one or more proxies or authorise such person or persons</u> as it thinks fit to act as its <u>representative or representatives</u> at any <u>general meeting of the Company, or at any meeting of any class of Members or any meeting of creditors</u>, and each of those proxies or representatives <u>shall enjoy rights equivalent to the rights of other Members</u>, provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. <u>A Each person so authorised pursuant to under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the which he represents as that clearing house (or its nominee(s)) could exercise as if such person was a Member who is an individual, including, the right to vote and the right to speak.</u></p>
82.	<p>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 Articles, be treated as a resolution duly passed at a general meeting of the Company and, where relevant, as a <u>Special Resolution</u> <del>special resolution</del> 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>	

APPENDIX III

PARTICULARS OF PROPOSED AMENDMENTS  
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

83.	(2)	Subject to the Articles and the <u>Companies Act Law</u> , the Company may by <u>Ordinary Resolution</u> <del>ordinary resolution</del> elect any person to be a Director either to fill a casual vacancy on the Board, or as an <u>additional Director</u> <del>addition</del> to the existing Board.
	(3)	The <u>Board Directors</u> shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an <u>additional Director</u> <del>addition</del> to the existing Board <u>but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Members in general meeting.</u> Any Director appointed by the Board to fill a casual vacancy <del>shall hold office under the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the</del> <u>on the Board or as an additional</u> <del>addition</del> Director to the existing Board shall hold office <del>only</del> <u>until the next following first</u> annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election. <u>Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.</u>
	(5)	The Members may, at any general meeting convened and held in accordance with these Articles, by <u>Ordinary Resolution</u> <del>ordinary resolution</del> remove <u>any a</u> Director <u>(including a managing director or other executive director)</u> at any time before the expiration of his <u>term period</u> of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages <del>under any such agreement for any breach of any contract between the Company and such Director</del> <u>and may by Ordinary Resolution elect another person in his stead.</u> Any Director so appointed shall be subject to retirement by rotation pursuant to Article 84.
	(6)	A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (5) above may be filled by the election or appointment by <u>Ordinary Resolution</u> <del>ordinary resolution</del> the Members at the meeting at which such Director is removed.
	(7)	The Company may from time to time in general meeting by <u>Ordinary Resolution</u> <del>ordinary resolution</del> increase or reduce the number of Directors but so that the number of Directors shall never be less than two (2).

APPENDIX III

PARTICULARS OF PROPOSED AMENDMENTS  
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

84.	(1)	Notwithstanding any other provisions in the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), 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 at an annual general meeting at least once every three <u>(3)</u> years.
86.	(3)	without special leave of absence from the Board, is absent from meetings of the Board for six <u>(6)</u> 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; <del>or</del>
	(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>
	<u>(7)</u> <del>(6)</del>	ceases to be a Director by virtue of any provision of the Statutes or is removed from office pursuant to these Articles.
90.	An alternate Director shall only be a Director for the purposes of the <u>Companies Act Law</u> and shall only be subject to the provisions of the <u>Companies Act Law</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 <i>mutatis mutandis</i> as if he were a Director but he shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by Notice to the Company from time to time direct.	
98.	Subject to the <u>Companies Act Law</u> and to these Articles, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatsoever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Article 99 herein.	



101.	(2)	Any person contracting or dealing with the Company in the ordinary course of business shall be entitled to rely on any written or oral contract or agreement or deed, document or instrument entered into or executed as the case may be by any two <u>(2)</u> of the Directors acting jointly on behalf of the Company and the same shall be deemed to be validly entered into or executed by the Company as the case may be and shall, subject to any rule of law, be binding on the Company.
	(3)	(c) to resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the <u>Companies Act Law</u> .
	(4)	<p>Except as would, if the Company were a company incorporated in Hong Kong, be permitted by <del>Section 157H of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)</del> as in force at the date of adoption of these Articles, and except as permitted under the <u>Companies Act Law</u>, the Company shall not directly or indirectly:</p> <p>(i) make a loan to a Director or a director of any holding company of the Company or to any of their respective associates (as defined by the rules, where applicable, of the Designated Stock Exchange);</p> <p>(ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director; or</p> <p>(iii) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.</p> <p>Article 101(4) shall only have effect for so long as the shares of the Company are listed on The Stock Exchange of Hong Kong Limited.</p>

**APPENDIX III**

**PARTICULARS OF PROPOSED AMENDMENTS  
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

102.	<p>The Board may establish any regional or local boards or agencies for managing any of the affairs of the Company in any place, and may appoint any persons to be members of such local boards, or any managers or agents, and may fix their remuneration (either by way of salary or by commission or by conferring the right to participation in the profits of the Company or by a combination of two (2) or more of these modes) and pay the working expenses of any staff employed by them upon the business of the Company. The Board may delegate to any regional or local board, manager or agent any of the powers, authorities and discretions vested in or exercisable by the Board (other than its powers to make calls and forfeit shares), with power to sub-delegate, and may authorise the members of any of them to fill any vacancies therein and to act notwithstanding vacancies. Any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person appointed as aforesaid, and may revoke or vary such delegation, but no person dealing in good faith and without notice of any such revocation or variation shall be affected thereby.</p>	
103.	<p>The Board may by power of attorney appoint under the Seal any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him. Such attorney or attorneys may, if so authorised under the Seal of the Company, execute any deed or instrument under their personal seal with the same effect as the affixation of the Company's Seal.</p>	
107.	<p>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 Law</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.</p>	
110.	(2)	<p>The Board shall cause a proper register to be kept, in accordance with the provisions of the <u>Companies Act Law</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 Law</u> in regard to the registration of charges and debentures therein specified and otherwise.</p>

**APPENDIX III**

**PARTICULARS OF PROPOSED AMENDMENTS  
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

118.	The meetings and proceedings of any committee consisting of two (2) or more members shall be governed by the provisions contained in these Articles 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 Article.	
121.	The Board may from time to time appoint a general manager, a manager or managers of the Company and may fix his or their remuneration either by way of salary or commission or by conferring the right to participation in the profits of the Company or by a combination of two (2) or more of these modes and pay the working expenses of any of the staff of the general manager, manager or managers who may be employed by him or them upon the business of the Company.	
124.	(1)	The officers of the Company shall consist of a chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the <u>Companies Act Law</u> and these Articles.
125.	(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 Law</u> or these Articles or as may be prescribed by the Board.
127.	A provision of the <u>Companies Act Law</u> or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.	
128.	The Company shall cause to be kept in one or more books at its Office a Register of Directors and Officers in which there shall be entered the full names and addresses of the Directors and Officers and such other particulars as required by the <u>Companies Act Law</u> or as the Directors may determine. The Company shall send to the Registrar of Companies in the Cayman Islands a copy of such register, and shall from time to time notify to the said Registrar of any change that takes place in relation to such Directors and Officers as required by the <u>Companies Act Law</u> .	

APPENDIX III

PARTICULARS OF PROPOSED AMENDMENTS  
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

130.	(1)	<p>The Company shall have one or more Seals, as the Board may determine. For the purpose of sealing documents creating or evidencing securities issued by the Company, the Company may have a securities seal which is a facsimile of the Seal of the Company with the addition of the word “Securities” on its face or in such other form as the Board may approve. The Board shall provide for the custody of each Seal and no Seal shall be used without the authority of the Board or of a committee of the Board authorised by the Board in that behalf. Subject as otherwise provided in these Articles, any instrument to which a Seal is affixed shall be signed autographically by one (1) Director and the Secretary or by two (2) Directors or by such other person (including a Director) or persons as the Board may appoint, either generally or in any particular case, save that as regards any certificates for shares or debentures or other securities of the Company the Board may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature. Every instrument executed in manner provided by this Article shall be deemed to be sealed and executed with the authority of the Board previously given.</p>
133.	<p>Subject to the <u>Companies Act Law</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.</p>	
134.	<p>Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an <u>Ordinary Resolution</u> <del>ordinary resolution</del> dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the <u>Companies Act Law</u>.</p>	
139.	<p>Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two (2) or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders.</p>	

APPENDIX III

PARTICULARS OF PROPOSED AMENDMENTS  
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

142.	(3)	The Company may upon the recommendation of the Board by <u>Ordinary Resolution</u> <del>ordinary resolution</del> resolve in respect of any one particular dividend of the Company that notwithstanding the provisions of paragraph (1) of this Article a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid up without offering any right to <u>Members</u> <del>shareholders</del> to elect to receive such dividend in cash in lieu of such allotment.
	(4)	The Board may on any occasion determine that rights of election and the allotment of shares under paragraph (1) of this Article shall not be made available or made to any <u>Members</u> <del>shareholders</del> with registered addresses in any territory where, in the absence of a registration statement or other special formalities, the circulation of an offer of such rights of election or the allotment of shares would or might, in the opinion of the Board, be unlawful or impracticable, and in such event the provisions aforesaid shall be read and construed subject to such determination. 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.
143.	(1)	The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided by the provisions of these Articles, the Board may apply the share premium account in any manner permitted by the <u>Companies Act</u> <del>Law</del> . The Company shall at all times comply with the provisions of the <u>Companies Act</u> <del>Law</del> in relation to the share premium account.

APPENDIX III

PARTICULARS OF PROPOSED AMENDMENTS  
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

144.	<p>The Company may, upon the recommendation of the Board, at any time and from time to time pass an <u>Ordinary Resolution</u> <del>ordinary resolution</del> 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 a share premium account and capital redemption reserve and 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 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 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 Article, a share premium account and any capital redemption 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.</p>				
146.	<p>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> <del>Law</del>:</p> <table border="1" data-bbox="391 1038 1364 1759"> <tr> <td data-bbox="391 1038 528 1336">(3)</td> <td data-bbox="528 1038 1364 1336"> <p>The provision of this Article 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 Article without the sanction of a <u>Special Resolution</u> <del>special resolution</del> of such warrant holders or class of warrant holders.</p> </td> </tr> <tr> <td data-bbox="391 1336 528 1759">(4)</td> <td data-bbox="528 1336 1364 1759"> <p>A certificate or report by the auditors for the time being of the Company as to whether or not the Subscription Rights Reserve is required to be established and maintained and if so the amount thereof so required to be established and maintained, as to the purposes for which the Subscription Rights Reserve has been used, as to the extent to which it has been used to make good losses of the Company, as to the additional nominal amount of shares required to be allotted to exercising warrant holders credited as fully paid, and as to any other matter concerning the Subscription Rights Reserve shall (in the absence of manifest error) be conclusive and binding upon the Company and all warrant holders and <u>Members</u> <del>shareholders</del>.</p> </td> </tr> </table>	(3)	<p>The provision of this Article 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 Article without the sanction of a <u>Special Resolution</u> <del>special resolution</del> of such warrant holders or class of warrant holders.</p>	(4)	<p>A certificate or report by the auditors for the time being of the Company as to whether or not the Subscription Rights Reserve is required to be established and maintained and if so the amount thereof so required to be established and maintained, as to the purposes for which the Subscription Rights Reserve has been used, as to the extent to which it has been used to make good losses of the Company, as to the additional nominal amount of shares required to be allotted to exercising warrant holders credited as fully paid, and as to any other matter concerning the Subscription Rights Reserve shall (in the absence of manifest error) be conclusive and binding upon the Company and all warrant holders and <u>Members</u> <del>shareholders</del>.</p>
(3)	<p>The provision of this Article 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 Article without the sanction of a <u>Special Resolution</u> <del>special resolution</del> of such warrant holders or class of warrant holders.</p>				
(4)	<p>A certificate or report by the auditors for the time being of the Company as to whether or not the Subscription Rights Reserve is required to be established and maintained and if so the amount thereof so required to be established and maintained, as to the purposes for which the Subscription Rights Reserve has been used, as to the extent to which it has been used to make good losses of the Company, as to the additional nominal amount of shares required to be allotted to exercising warrant holders credited as fully paid, and as to any other matter concerning the Subscription Rights Reserve shall (in the absence of manifest error) be conclusive and binding upon the Company and all warrant holders and <u>Members</u> <del>shareholders</del>.</p>				

APPENDIX III

PARTICULARS OF PROPOSED AMENDMENTS  
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

147.	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> <del>Law</del> or necessary to give a true and fair view of the Company's affairs and to explain its transactions.	
152.	(1)	<u>The Members shall at</u> <del>At the annual</del> general meeting <u>by Ordinary Resolution</u> <del>or at a subsequent extraordinary general meeting in each year;</del> <del>the Members shall</del> appoint <u>an auditor</u> <del>one or more firms of auditors</del> to audit the accounts of the Company and <del>such auditor shall</del> hold office until the <u>conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed.</u> Such auditor may be a Member but no Director or officer or employee of the Company <u>or employee of any Director,</u> shall, during his continuance in office, be eligible to act as an auditor of the Company.
	(2)	The Members may, at any general meeting convened and held in accordance with these Articles, by <u>Special Resolution</u> <del>special resolution</del> remove the Auditor at any time before the expiration of his term of office and shall by <u>Ordinary Resolution</u> <del>ordinary resolution</del> at that meeting appoint another Auditor in his stead for the remainder of his term.
153.	Subject to the <u>Companies Act</u> , <del>Law</del> the accounts of the Company shall be audited at least once in every year.	
154.	The remuneration of the Auditor shall be fixed by the <u>Members</u> <del>Company</del> in a general meeting <u>by Ordinary Resolution,</u> or in such manner as the Members may determine.	
155.	If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall <del>fill the vacancy and fix the remuneration of the Auditor so appointed</del> <u>any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of any Auditor so appointed under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members at such remuneration to be determined by the Members under Article 154.</u>	
162.	(2)	<u>Subject to the Companies Act, a</u> <del>A</del> resolution that the Company be wound up by the court or be wound up voluntarily shall be a <u>Special Resolution</u> <del>special resolution</del> .

APPENDIX III

PARTICULARS OF PROPOSED AMENDMENTS  
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

163.	(2)	<p>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</u><del>special resolution</del> and any other sanction required by the <u>Companies Act</u><del>Law</del>, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of properties of one kind or shall consist of properties to be divided as aforesaid of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.</p>
165.	<p>No Article shall be rescinded, altered or amended and no new Article shall be made until the same has been approved by a <u>Special Resolution</u><del>special resolution</del> <del>of the Members</del>. A <u>Special Resolution</u><del>special resolution</del> shall be required to alter the provisions of the memorandum of association <u>of the Company</u> or to change the name of the Company.</p>	
166.	<p>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</u><del>members of the Company</del> to communicate to the public.</p>	
<p><u>FINANCIAL YEAR</u></p>		
167.	<p><u>The Directors shall determine the financial year of the Company and may change it from time to time. Unless they determine otherwise, the financial year end of the Company shall be the 31st day of December in each calendar year.</u></p>	



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## NOTICE OF ANNUAL GENERAL MEETING

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**中國汽車內飾集團有限公司**  
**CHINA AUTOMOTIVE INTERIOR DECORATION HOLDINGS LIMITED**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 0048)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of China Automotive Interior Decoration Holdings Limited (the “Company”) will be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong at 10:30 a.m. on 28 June 2023, Wednesday to consider and, if thought fit, pass with or without amendments, the following as ordinary resolutions:

#### AS ORDINARY BUSINESS

1. To consider and approve the audited consolidated financial statements of the Company together with its subsidiaries and the reports of the directors of the Company (the “Directors”) and the auditors of the Company for the year ended 31 December 2022.
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
  - (A) to re-elect Mr. Wong Ho Yin as an executive Director.
  - (B) to re-elect Ms. Xiao Suni as an executive Director.
  - (C) to re-elect Mr. Mak Wai Ho as an independent non-executive Director.
  - (D) to re-elect Ms. Zhu Chunyan as an independent non-executive Director.
3. To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.
4. To re-appoint Elite Partners CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration for the year ending 31 December 2023.

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## NOTICE OF ANNUAL GENERAL MEETING

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### AS SPECIAL BUSINESS

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

#### Ordinary Resolutions

5. (A) **“THAT**

- (i) subject to paragraph (iii) 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 capital of the Company and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (as amended from time to time) (the “Listing Rules”), be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (iii) the total number of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined), or (b) the exercise of options under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees and Directors and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company, or (c) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company; or (d) an issue of shares of the Company as scrip dividend or similar arrangement in accordance with the memorandum and articles of association of the Company, shall not exceed 20% of the total number of the share capital of the Company in issue at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iv) for the purpose of this resolution: “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
- (a) the conclusion of the next annual general meeting of the Company;
  - (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
  - (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.

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

(B) **“THAT**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase or otherwise acquire shares in the capital of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Hong Kong Securities and Futures Commission (“SFC”) for this purpose, subject to and in accordance with all applicable rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time and are applicable laws in this regard be and is hereby generally and unconditionally approved;
- (ii) the total number of shares of the Company which are authorized to be purchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of the share capital of the Company in issue at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(iii) for the purpose of this resolution: “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.”

(C) **“THAT**

conditional upon the passing of the resolutions set out in paragraphs 5(A) and 5(B) of the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to the resolution set out in paragraph 5(A) of the notice convening this meeting be and is hereby extended by the addition thereto a number of shares representing the total number of shares of the Company purchased or otherwise acquired by the Company pursuant to the authority granted to the Directors under the resolution set out in paragraph 5(B) above, provided that such number shall not exceed 10% of the total number of the issued share capital of the Company at the date of passing this resolution.”

To consider as special business and, if thought fit, pass with or without amendments, the following as special resolutions:

### Special Resolutions

6. **“THAT:**

- (i) the proposed amendments to the existing memorandum and articles of association of the Company (the “Proposed Amendments”) be and are hereby approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the amended and restated memorandum and articles of association of the Company (the “New Memorandum and Articles of Association”), which incorporate all of the Proposed Amendments, a copy of which has been produced to this meeting and marked “A”, and initialed by the chairman of the meeting for the purposes of identification, be and is hereby approved and adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company with immediate effect; and
- (iii) any one of the Directors and Company Secretary of the Company be and is hereby authorized and instructed to do all such acts and things as may be necessary or expedient in order to effect and implement the adoption of the New Memorandum and Articles of Association and to make such filing in Hong Kong that is necessary in connection with this resolution, and the Company’s registered office provider be and is hereby authorize and instructed to make such filing with the Registrar of Companies in the Cayman Islands that is necessary in connection with this resolution.”

By Order of the Board of  
**China Automotive Interior Decoration Holdings Limited**  
**Zhuang Yuejin**  
*Chairman*

Hong Kong, 25 May 2023

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (1) Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on behalf of him. A proxy need not be a shareholder of the Company.
- (2) A form of proxy for the AGM is enclosed. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which the form is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof.
- (3) Where there are joint registered holders of any share, any one of such persons 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 the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (4) Completion and delivery of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the AGM or any adjourned meeting or upon the poll concerned and, in such event, the instrument appointing a proxy will be deemed to be revoked.
- (5) The register of members of the Company will be closed from 23 June 2023 to 28 June 2023 (both days inclusive), during which period no transfer of shares in the Company shall be registered. In order to qualify for the AGM, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on 21 June 2023.
- (6) A circular containing, among others things, an explanatory statement relating to the proposed resolution no. 4(B) above has been despatched to the shareholders of the Company.
- (7) At the date of this notice, the executive Directors are Mr. Zhuang Yuejin, Mr. Wong Ho Yin and Ms. Xiao Suni, and the independent non-executive Directors are Mr. Mak Wai Ho, Ms. Ng Li La, Adeline and Ms. Zhu Chunyan.