
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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Kin Shing Holdings Limited
建成控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1630)

**PROPOSALS FOR (1) ADOPTION OF
AUDITED CONSOLIDATED FINANCIAL STATEMENTS
AND REPORTS OF DIRECTORS AND AUDITORS,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) RE-APPOINTMENT OF AUDITORS,
(4) GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES,
(5) PROPOSED ADOPTION OF NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF 2023 ANNUAL GENERAL MEETING**

A notice convening the 2023 annual general meeting (“**2023 AGM**”) of Kin Shing Holdings Limited to be held at 16/F., Tower 5, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 18 August 2023 at 10:30 a.m. is set out on pages 54 to 58 of this circular.

Whether or not you are able to attend the 2023 AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company’s Hong Kong branch share registrar and transfer office, 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 later than 48 hours (i.e. 10:30 a.m. on Wednesday, 16 August 2023) before the time appointed for holding the 2023 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2023 AGM or any adjournment thereof should you so wish.

20 July 2023

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DEFINITIONS

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

“2023 AGM”	the 2023 annual general meeting of the Company to be held at 16/F., Tower 5, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 18 August 2023 at 10:30 a.m.
“2023 Annual Report”	the annual report of the Company for the financial year ended 31 March 2023 despatched to the Shareholders together with this circular
“Amendments”	the proposed amendments to the Existing M&A, details of which are set out in Appendix III to this circular
“Articles”	the articles of association of the Company as amended from time to time
“Auditors”	the auditors of the Company for the time being
“Board”	the board of directors
“Close Associate(s)”	has the meaning as defined in the Listing Rules
“Company”	Kin Shing Holdings Limited 建成控股有限公司, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed and traded on the Stock Exchange (Stock code: 1630)
“Companies Act”	the Companies Act, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Controlling Shareholder”	has the meaning as defined in the Listing Rules
“core connected person(s)”	has the meaning as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“Existing M&A”	the existing amended and restated memorandum and articles of association of the Company

DEFINITIONS

“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“HK\$” and “HK cents”	Hong Kong dollars and Hong Kong cents, respectively, 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 exercise the power of the Company to allot, issue or otherwise deal with unissued Shares with an aggregate nominal value not exceeding 20% of the aggregate number of issued shares of the Company as at the date of passing of the relevant resolution at the 2023 AGM
“Latest Practicable Date”	13 July 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Date”	16 June 2017
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“M&A” or “Memorandum and Articles of Association”	the memorandum and articles of association of the Company, as amended, supplemented and/or otherwise modified from time to time
“New M&A” or “New Memorandum and Articles of Association”	the new second amended and restated memorandum and articles of association of the Company proposed to be adopted at the 2023 AGM
“PRC”	the People’s Republic of China, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares on the Stock Exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution at the 2023 AGM
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning as defined in the Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“%”	Per cent.

LETTER FROM THE BOARD

Kin Shing Holdings Limited **建成控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1630)

Executive Directors:

Mr. Leung Chi Kit (Chairman)
Ms. Tso Yuk Ching
Mr. Chow Dik Cheung (Chief Executive Officer)
Mr. Chan Sik Mau

Independent Non-executive Directors:

Mr. Lam Kai Yeung
Mr. Wong Yuk Lun, Alan
Mr. Lam Wai Hung

Registered office:

Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

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

Unit D, 9/F
Billion Plaza 2
10 Cheung Yue Street
Cheung Sha Wan
Kowloon
Hong Kong

20 July 2023

Dear Shareholders

**PROPOSALS FOR (1) ADOPTION OF
AUDITED CONSOLIDATED FINANCIAL STATEMENTS
AND REPORTS OF DIRECTORS AND AUDITORS,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) RE-APPOINTMENT OF AUDITORS,
(4) GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES,
(5) PROPOSED ADOPTION OF NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF 2023 ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the 2023 AGM and to provide you with details of the resolutions to be proposed at the 2023 AGM including (i) the adoption of audited consolidated financial statements and the reports of the Directors and the Auditors; (ii) the proposed re-election of the retiring Directors; (iii) the proposed re-appointment of the Auditors; (iv) the granting of the Issue Mandate; (v) the granting of the Repurchase Mandate; (vi) the granting of the Extension Mandate; and (vii) the adoption of New M&A, and seek your approval of the resolutions relating to these matters at the 2023 AGM.

LETTER FROM THE BOARD

RESOLUTION (1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS FOR THE YEAR ENDED 31 MARCH 2023

The audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 March 2023 together with the Reports of the Directors and the Auditors, are set out in the 2023 Annual Report which has been uploaded to the Company's website (www.kinshingholdings.com.hk) and the Hong Kong Exchanges and Clearing Limited's website (www.hkexnews.hk) on 20 July 2023. The audited consolidated financial statements have been reviewed by the audit committee of the Company (the "**Audit Committee**").

RESOLUTION (2) RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of seven Directors, namely Mr. Leung Chi Kit, Ms. Tso Yuk Ching, Mr. Chow Dik Cheung, Mr. Chan Sik Mau, Mr. Wong Yuk Lun, Alan, Mr. Lam Wai Hung and Mr. Lam Kai Yeung.

Pursuant to Article 108(a) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation. A retiring Director shall be eligible for re-election.

Accordingly, Mr. Leung Chi Kit, Ms. Tso Yuk Ching, Mr. Chow Dik Cheung, Mr. Chan Sik Mau, Mr. Wong Yuk Lun, Alan, Mr. Lam Wai Hung and Mr. Lam Kai Yeung shall retire from office as Directors at the 2023 AGM of the Company, being eligible, offer themselves for re-election.

The nomination committee of the Company (the "**Nomination Committee**") which has reviewed the re-election of Directors recommended that the re-election of Mr. Leung Chi Kit, Ms. Tso Yuk Ching, Mr. Chow Dik Cheung and Mr. Chan Sik Mau as Executive Directors ("**ED**") and the re-election of Mr. Wong Yuk Lun, Alan, Mr. Lam Wai Hung and Mr. Lam Kai Yeung as Independent Non-executive Directors ("**INED**") be proposed for Shareholders' approval in the 2023 AGM.

The nominations were made in accordance with the Nomination Policy of the Company and the objective criteria for the nominations include but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, with due regard for the benefits of diversity as set out under the Board Diversity Policy of the Company.

LETTER FROM THE BOARD

In recommending Mr. Leung Chi Kit, Ms. Tso Yuk Ching, Mr. Chow Dik Cheung and Mr. Chan Sik Mau to stand for re-election as EDs and Mr. Wong Yuk Lun, Alan, Mr. Lam Wai Hung and Mr. Lam Kai Yeung to stand for re-election as INEDs, the Nomination Committee has considered the following background and attributes of the nominees concerned:

- (a) Mr. Leung Chi Kit has over 35 years of experience in formwork works and related construction works in Hong Kong.
- (b) Ms. Tso Yuk Ching has over 13 years of experience in business management.
- (c) Mr. Chow Dik Cheung has over 20 years of experience in the engineering and construction industry. He obtained (i) a Bachelor's Degree of Engineering in Mechatronic Engineering from the City University of Hong Kong in November 1999; (ii) a Certificate in a Construction Safety Supervisor Course from the Construction Industry Training Authority in October 2001; (iii) a Bachelor's Degree of Engineering in Building Engineering (Construction Engineering and Management) from the City University of Hong Kong in November 2008; and (iv) a Professional Diploma in Occupational Safety & Health from the School of Continuing Education Hong Kong Baptist University in September 2011.
- (d) Mr. Chan Sik Mau has over 35 years of experience in formwork works and construction work in Hong Kong.
- (e) Mr. Wong Yuk Lun, Alan has over 22 years of experience in merger and acquisitions, financial management, taxation, audit and non-audit services. Mr. Wong obtained a Bachelor's Degree in Accounting and Financial Management from the University of Sunderland in 2010.
- (f) Mr. Lam Wai Hung is a member of the Association of Chartered Certified Accountants. He has over 16 years of experience in related to financial management, corporate finance, merger and acquisitions, investor relationship and corporate governance. Mr. Lam holds a Bachelor of Accounting and Finance Degree from Leeds Metropolitan University.
- (g) Mr. Lam Kai Yeung is (i) a fellow of the Association of Chartered Certified Accountants; (ii) a fellow of the Hong Kong Institute of Certified Public Accountants; and (iii) a Certified Dealmaker in China. Mr. Lam obtained a Bachelor's Degree of Accounting from the Xiamen University in July 1990 and a Master's Degree in Business Administration from the Oxford Brookes University in the United Kingdom in July 2010. Mr. Lam is a licensed person for type 4 (advising on securities) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance ("SFO").

LETTER FROM THE BOARD

The Nomination Committee considered that in view of their diverse and different educational background and professional knowledge and experience in the construction industry, structural engineering, accounting, legal, business administration/management and finance, the appointments of Mr. Leung Chi Kit, Ms. Tso Yuk Ching, Mr. Chow Dik Cheung and Mr. Chan Sik Mau as EDs and the appointments of Mr. Wong Yuk Lun, Alan, Mr. Lam Wai Hung and Mr. Lam Kai Yeung as INEDs will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Company's business.

The Nomination Committee has also assessed the independence of all the INEDs. All the INEDs of the Company satisfy the Independence Guidelines set out in Rule 3.13 of the Listing Rules and each has provided to the Company an annual written confirmation of his independence.

The biographical details of abovementioned Directors proposed to be re-elected at the 2023 AGM are set out in Appendix II to this circular.

RESOLUTION (3) RE-APPOINTMENT OF AUDITORS

The Board (which agreed with the view of the Audit Committee of the Company) recommended that, subject to the approval of the Shareholders at the 2023 AGM, HLB Hodgson Impey Cheng Limited be re-appointed as the Auditors of the Company for 2023.

RESOLUTION (4) ISSUE MANDATE

At the 2023 AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to allot, issue and deal with unissued Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the 2023 AGM. As at the Latest Practicable Date, a total of 1,500,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the 2023 AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 300,000,000 Shares.

LETTER FROM THE BOARD

RESOLUTION (5) REPURCHASE MANDATE

At the 2023 AGM, an ordinary resolution will also be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, the Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the 2023 AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the 2023 AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 150,000,000 Shares.

An explanatory statement containing information regarding the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

RESOLUTION (6) EXTENSION MANDATE

In addition, subject to the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2023 AGM to authorise the Directors to extend the Issue Mandate to allot and issue Shares by an amount of Shares representing the aggregate nominal value of Shares of the Company purchased or repurchased by the Company pursuant to the authority granted to the Directors under the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing the resolution for approving the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the 2023 AGM; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Act or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

LETTER FROM THE BOARD

RESOLUTION (7) PROPOSED ADOPTION OF THE NEW M&A

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. Furthermore, the Company proposes to modernise and provide flexibility to the Company in relation to the conduct of general meetings. As such, the Board proposes the Amendments for the purposes of, among others, (i) allowing a general meeting to be held by way of communication facilities; (ii) bringing the Existing M&A in line with the amendments made to the Listing Rules and the applicable laws of the Cayman Islands; and (iii) making certain minor housekeeping amendments to the Articles, subject to the passing of the special resolution by the Shareholders, with effect from the conclusion of the 2023 AGM. Details of the proposed Amendments are set out in Appendix III of this circular. The Company has been advised by its Hong Kong and Cayman legal advisers that the proposed Amendments conform to the requirements of the Listing Rules and conform to the laws of the Cayman Islands, respectively. The Company also confirms that there is nothing unusual about the proposed Amendments for a company listed on the Stock Exchange.

THE 2023 ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the 2023 AGM is set out on pages 54 to 58 of this circular. At the 2023 AGM, resolutions will be proposed to approve, among other matters, adoption of the audited consolidated financial statements of the Company for the year ended 31 March 2023 together with the reports of the Directors and the Auditors, the granting of the Issue Mandate, the granting of the Repurchase Mandate, the granting of the Extension Mandate, the re-election of retiring Directors, the re-appointment of Auditors and the adoption of New M&A.

A form of proxy for use at the 2023 AGM is enclosed with this circular. Whether or not you are able to attend the 2023 AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company’s Hong Kong branch share registrar and transfer office, 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 later than 48 hours (i.e. 10:30 a.m. on Wednesday, 16 August 2023) before the time appointed for holding the 2023 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2023 AGM or any adjournment thereof should you so wish.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the 2023 AGM shall be conducted by way of poll and the results of the 2023 AGM will be announced by the Company in compliance with the Listing Rules.

LETTER FROM THE BOARD

VOTING AT THE 2023 ANNUAL GENERAL MEETING

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 poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the 2023 AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results of the 2023 AGM will be made by the Company after the 2023 AGM, in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors believe that the proposed granting of the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of retiring Directors, the re-appointment of the Auditors and the adoption of New M&A are in the best interests of the Company and the Shareholders. The Directors believe that an exercise of the Issue Mandate and the Extension Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company. The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be exercised when the Directors believe that such repurchase of Shares will benefit the Company and the Shareholders. An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and/or gearing position of the Company compared with that as at 31 March 2022, being the date of its latest audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital requirements or the gearing levels of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of all resolutions to be proposed at the 2023 AGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company for the 2023 AGM will be closed from Tuesday, 15 August 2023 to Friday, 18 August 2023, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the 2023 AGM or any adjournment thereof, all completed transfers forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. All transfer forms must be lodged no later than 4:30 p.m. on Monday, 14 August 2023.

LETTER FROM THE BOARD

RESPONSIBILITY OF DIRECTORS

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement contained herein misleading.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

LANGUAGE

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

Yours faithfully,
For and on behalf of the Board of
Kin Shing Holdings Limited
Leung Chi Kit
Chairman and Executive Director

This Appendix I includes an explanatory statement as required under the Listing Rules to provide the requisite information to you for consideration of the Repurchase Mandate.

1. LISTING RULES FOR REPURCHASES OF SHARES

Subject to certain restrictions, the Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their securities on the Stock Exchange and on any other stock exchange on which securities of the Company are listed and such exchange is recognized by the Securities and Futures Commission of Hong Kong.

Among such restrictions, the Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution in a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,500,000,000 Shares.

Subject to the passing of the proposed resolution in respect of granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the 2023 AGM, the Directors would be authorised under the Repurchase Mandate to repurchase a maximum of 150,000,000 Shares, which represents 10% of the entire issued share capital of the Company as at the date of passing the resolution.

3. REASONS FOR THE REPURCHASE OF SHARES

The Directors believe that it is in the best interests of the Company and its Shareholders for the granting of the Repurchase Mandate. Repurchases of shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders.

4. FUNDING AND IMPACT OF REPURCHASES

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with its Articles, the Listing Rules and the Cayman Companies Law and other applicable laws, rules and regulations.

Taking into account the current financial position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position disclosed in its latest published audited consolidated financial statements as at 31 March 2023. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Group.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, none of the Directors, any of their Close Associates has any present intention, in the event that the proposed Repurchase Mandate is granted by the shareholders and exercised, to sell their Shares to the Company pursuant to the Repurchase Mandate. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell his/her/its Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

6. SHARE PRICES

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

	Shares prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
June	0.100	0.074
July	0.092	0.075
August	0.098	0.075
September	0.093	0.076
October	0.086	0.071
November	0.094	0.073
December	0.089	0.067
2023		
January	0.080	0.068
February	0.088	0.063
March	0.074	0.060
April	0.070	0.061
May	0.068	0.051
June	0.072	0.049
July (up to the Latest Practicable Date)	0.068	0.057

7. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or the group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholder's or the group of Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 32 of the Takeovers Code for all the Shares not ready owned by such Shareholder or group of Shareholder.

APPENDIX I**EXPLANATORY STATEMENT ON
SHARE REPURCHASE MANDATE**

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued share capital of the Company. Their respective interest as at the Latest Practicable Date is shown under the column “Approximate % of the issued share capital before a possible exercise of the Repurchase Mandate” while the respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolutions in relation to the Repurchase Mandate to be proposed at the 2023 AGM (and assuming that the issued share capital of the Company remains unchanged up to the date of the 2023 AGM) is shown under the column “Approximate % of the issued share capital should the Repurchase Mandate be exercised in full”:

Name	Capacity/Nature of Interest	Position	Number of Shares/ Shares held	Approximate % of the issued share capital before a possible exercise of the Repurchase Mandate	Approximate % of the issued share capital should the Repurchase Mandate be exercised in full
Mr. Leung Chi Kit <i>(Notes 1 and 3)</i>	Interest in controlled corporation; interests held jointly with other people	Long	1,125,000,000	75%	83%
Ms. Tso Yuk Ching <i>(Note 2)</i>	Family interest	Long	1,125,000,000	75%	83%
Mr. Chow Siu Yu <i>(Note 1)</i>	Interest in controlled corporation; interests held jointly with other people	Long	1,125,000,000	75%	83%
Five Continental Enterprise Limited (“Five Continental”) <i>(Notes 2 and 3)</i>	Beneficial owner; interests held jointly with other people	Long	1,125,000,000	75%	83%

APPENDIX I

**EXPLANATORY STATEMENT ON
SHARE REPURCHASE MANDATE**

Name	Capacity/Nature of Interest	Position	Number of Shares/ Shares held	Approximate % of the issued share capital before a possible exercise of the Repurchase Mandate	Approximate % of the issued share capital should the Repurchase Mandate be exercised in full
Ample Cheer Limited ("Ample Cheer") (Note 4)	Interest in controlled corporation	Long	1,125,000,000	75%	83%
Best Forth Limited ("Best Forth") (Note 4)	Interest in controlled corporation	Long	1,125,000,000	75%	83%
Chu Yuet Wah ("Mrs. Chu") (Note 4)	Interest in controlled corporation	Long	1,125,000,000	75%	83%
Kingston Finance Limited ("Kingston") (Note 4)	Interest in controlled corporation	Long	1,125,000,000	75%	83%

The above are calculated based on 1,500,000,000 shares in issue as at the Latest Practicable Date.

Notes:

- On 5 August 2016, Mr. Leung Chi Kit, Ms. Tso Yuk Ching and Mr. Chow Siu Yu entered into a Concert Parties Confirmatory Deed (as defined in the Prospectus dated 31 May 2017) to acknowledge and confirm, among other things, that they are parties acting in concert in respect of (i) Leung Pui Form Mould & Engineering Co., Limited ("**Leung Pui**") and Ho Yip Construction Company Limited ("**Ho Yip**") since the incorporation of Leung Pui and Ho Yip and (ii) each of the members of our Group upon the Listing Date and will continue so as of and after the date of the Concert Parties Confirmatory Deed. As such, pursuant to the parties acting in concert arrangement, each of Mr. Leung, Ms. Tso and Mr. Chow is deemed to be interested in 75% of the issued share capital of our Company.

2. Five Continental is owned as to 85% by Mr. Leung Chi Kit and 15% by Mr. Chow Siu Yu, who is the uncle of the Executive Director Mr. Chow Dik Cheung. As Ms. Tso Yuk Ching is the spouse of Mr. Leung, Ms. Tso Yuk Ching is deemed to be interested in the shares of Five Continental held by Mr. Leung. Accordingly, Mr. Leung is deemed to be interested in the Shares held by Five Continental under the SFO.
3. On 17 July 2018, Five Continental pledged 1,125,000,000 Shares in favour of Kingston, an independent third party, as a security of a loan granted to Five Continental in the amount of HK\$500,000,000.
4. Based on the notices of disclosure of interest filed by Ample Cheer, Best Forth, Mrs. Chu and Kingston on 17 July, 2018, Mrs. Chu, Ample Cheer and Best Forth are deemed to be interested in 1,125,000,000 shares of the Company in which Kingston has an interest.

On the basis of the current shareholdings of the above Shareholders, an exercise of the Repurchase Mandate will not result in any party becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The exercise of the Repurchase Mandate in full would result in insufficient public float of the Company, the Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

8. SHARE REPURCHASE MADE BY THE COMPANY

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

9. UNDERTAKING OF THE BOARD

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

**APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE 2023 ANNUAL GENERAL MEETING**

The following are the particulars of the Directors proposed to be re-elected at the 2023 AGM:

1. Mr. Leung Chi Kit – Executive Director

Mr. Leung Chi Kit (梁志杰) (“**Mr. Leung**”), aged 63, is the spouse of Ms. Tso Yuk Ching and is one of the founders of the Group. He is an Executive Director and the Chairman of the Board. Mr. Leung attained his secondary school education in 1973 in the PRC. Mr. Leung has over 35 years of experience in formwork works and related construction works in Hong Kong. Mr. Leung is primarily responsible for formulation of overall business development strategy, overall management and administration and major business decisions of our Group. Prior to establishing our Group in March 1994, Mr. Leung worked in several construction companies in Hong Kong and was responsible for formwork works and related construction works. Leveraging on his experience gained in the industry, he started to venture his own business as a construction contractor in 1981.

Mr. Leung obtained a fellowship award from Social Enterprise Research Academy in May 2018. He has been appointed as the Vice President of Hong Kong China Chamber of Commerce since 30 August 2018. On 6 January 2019, Mr. Leung obtained the top ten Outstanding Chinese Business Enterprise Elite Awards from Hong Kong China Chamber of Commerce.

Mr. Leung has entered into a service agreement with the Company with an initial fixed term of 3 years commencing from the Listing Date renewable automatically until terminated by not less than three months’ notice served by either party on the other expiring at the end of the initial term or any time thereafter. The Company may terminate the service agreement with Mr. Leung by giving not less than three months’ notice in writing at any time during the service period and is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of the Company. Mr. Leung is entitled to a Director’s emolument (excluding payment pursuant to any discretionary benefits or bonus, granting of share options, or other fringe benefits) of HK\$2,592,000 per annum, which is determined by reference to his duties and responsibilities and market conditions and to be authorised by the Shareholders at the Annual General Meeting. In addition, Mr. Leung is entitled to a discretionary bonus if so recommended by the remuneration committee of the Company (the “**Remuneration Committee**”) and approved by the Board having regard to the operating results of the Group and his performance as an Executive Director, provided that he shall abstain from voting and not be counted in the quorum in respect of any resolution of the Board approving the amount of annual emolument, management bonus and other benefits payable to him.

**APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE 2023 ANNUAL GENERAL MEETING**

Save as disclosed above and being the chairman of the Nomination Committee, Mr. Leung did not hold any directorships in other listed companies in the past three years and does not have any relationship with any other Directors, senior management, substantial shareholders or Controlling Shareholders of the Company or any associates of any of them.

Save as disclosed in Appendix I, as at the Latest Practicable Date, Mr. Leung did not have any interest in Shares within the meaning of Part XV of the SFO.

2. Ms. Tso Yuk Ching – Executive Director

Ms. Tso Yuk Ching (曹玉清), aged 63, is the spouse of Mr. Leung Chi Kit. She is an Executive Director of the Company, the sole director of Kin Wo Form Mould Engineering Limited (“**Kin Wo**”) and has been the general manager (administration) of Leung Pui Form Mould & Engineering Co. Limited (“**Leung Pui**”) since March 2016. Prior to joining the Company, Mrs. Leung has over 13 years of experience in business management while she acted as the director in Kin Wo. She has been involved in assisting Mr. Leung in the management of Leung Pui since its incorporation. Starting from June 2009, Mrs. Leung contributed further in the management of Leung Pui by advising on its administrative matters. Her duties include overseeing human resources matters, as well as co-ordinating among different departments to ensure sufficiency of office support for the operation of Leung Pui.

Ms. Tso has entered into a service agreement with the Company with an initial fixed term of 3 years commencing from the Listing Date renewable automatically until terminated by not less than three months’ notice served by Ms. Tso on the other expiring at the end of the initial term or any time thereafter. The Company may terminate the service agreement with Ms. Tso by giving not less than three months’ notice in writing at any time during the service period and is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of the Company. Ms. Tso is entitled to a Director’s emolument (excluding payment pursuant to any discretionary benefits or bonus, granting of share options, or other fringe benefits) of HK\$1,890,000 per annum, which is determined by reference to her duties and responsibilities and market conditions and to be authorised by the Shareholders at the Annual General Meeting. In addition, Ms. Tso is entitled to a discretionary bonus if so recommended by the Remuneration Committee of the Company and approved by the Board having regard to the operating results of the Group and her performance as an Executive Director, provided that she shall abstain from voting and not be counted in the quorum in respect of any resolution of the Board approving the amount of annual emolument, management bonus and other benefits payable to her.

**APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE 2023 ANNUAL GENERAL MEETING**

Save as disclosed above, Ms. Tso did not hold any directorships in other listed companies in the past three years and does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company or any associates of any of them.

As at the Latest Practicable Date, Ms. Tso does not have any interest in Shares within the meaning of Part XV of the SFO.

3. Mr. Chow Dik Cheung – Executive Director

Mr. Chow Dik Cheung (周迪將) (“**Mr. Chow**”), aged 47, is the nephew of Mr. Chow Siu Yu, one of the controlling shareholders of the Company and is an Executive Director and the Chief Executive Officer of the Company. He has over 20 years of experience in the engineering and construction industry. Mr. Chow is responsible for making major operation decisions for the Department of Commerce, Department of Safety and Department of Project Management. Mr. Chow obtained his Bachelor’s Degree of Engineering in Mechatronic Engineering from the City University of Hong Kong in November 1999. He obtained a Certificate in Construction Safety Supervisor Course from the Construction Industry Training Authority in October 2001. Mr. Chow obtained his Bachelor’s Degree of Engineering in Building Engineering (Construction Engineering and Management) from the City University of Hong Kong in November 2008. He further obtained a Professional Diploma in Occupational Safety & Health from the School of Continuing Education, Hong Kong Baptist University in September 2011. Mr. Chow joined our Group in May 2000 as a quantity surveyor.

Mr. Chow has entered into a service agreement with the Company with an initial fixed term of 3 years commencing from the Listing Date renewable automatically until terminated by not less than three months’ notice served by either party on the other expiring at the end of the initial term or any time thereafter. The Company may terminate the service agreement with Mr. Chow by giving not less than three months’ notice in writing at any time during the service period and is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of the Company. Mr. Chow is entitled to a Director’s emolument (excluding payment pursuant to any discretionary benefits or bonus, granting of share options, or other fringe benefits) of HK\$832,320 per annum, which is determined by reference to his duties and responsibilities and market conditions and to be authorised by the Shareholders at the Annual General Meeting. In addition, Mr. Chow is entitled to a discretionary bonus if so recommended by the Remuneration Committee of the Company and approved by the Board having regard to the operating results of the Group and his performance as a Executive Director, provided that he shall abstain from voting and not be counted in the quorum in respect of any resolution of the Board approving the amount of annual emolument, management bonus and other benefits payable to him.

**APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE 2023 ANNUAL GENERAL MEETING**

Save as disclosed above, Mr. Chow did not hold any directorships in other listed companies in the past three years and does not have any relationship with any other Directors, senior management, substantial shareholders or Controlling Shareholders of the Company or any associates of any of them.

As at the Latest Practicable Date, Mr. Chow does not have any interest in Shares within the meaning of Part XV of the SFO.

4. Mr. Chan Sik Mau – Executive Director

Mr. Chan Sik Mau (陳錫茂), aged 68, is an Executive Director of the Company. He has over 35 years of experience in formwork works and construction work in Hong Kong. He has been working with Mr. Leung Chi Kit since 1996 and assisted Mr. Leung since the incorporation of our Group. Starting from January 2004, he was employed by Leung Pui as a site agent. Based on his experience and understanding of our Group, he has been assigned to manage several major construction sites and provide advice and execute the business strategy of our Group.

Mr. Chan has entered into a service agreement with the Company with an initial fixed term of 3 years commencing from the Listing Date renewable automatically until terminated by not less than three months' notice served by either party on the other expiring at the end of the initial term or any time thereafter. The Company may terminate the service agreement with Mr. Chan by giving not less than three months' notice in writing at any time during the service period and is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of the Company. Mr. Chan is entitled to a Director's emolument (excluding payment pursuant to any discretionary benefits or bonus, granting of share options, or other fringe benefits) of HK\$832,320 per annum, which is determined by reference to his duties and responsibilities and market conditions and to be authorised by the Shareholders at the Annual General Meeting. In addition, Mr. Chan is entitled to a discretionary bonus if so recommended by the Remuneration Committee of the Company and approved by the Board having regard to the operating results of the Group and his performance as an Executive Director, provided that he shall abstain from voting and not be counted in the quorum in respect of any resolution of the Board approving the amount of annual emolument, management bonus and other benefits payable to him.

Save as disclosed above, Mr. Chan did not hold any directorships in other listed companies in the past three years and does not have any relationship with any other Directors, senior management, substantial shareholders or Controlling Shareholders of the Company or any associates of any of them.

**APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE 2023 ANNUAL GENERAL MEETING**

As at the Latest Practicable Date, Mr. Chan does not have any interest in Shares within the meaning of Part XV of the SFO.

5. Mr. Wong Yuk Lun, Alan – Independent Non-executive Director

Mr. Wong Yuk Lun, Alan (黃玉麟), aged 48, has been appointed as an independent non-executive Director on 16 December 2021. Mr. Wong obtained a Bachelor's Degree in Accounting and Financial Management from the University of Sunderland in 2010. Mr. Wong had worked for various accounting firms and commercial companies and has over 22 years of experience in merger and acquisitions, financial management, taxation, audit and non-audit services.

Mr. Wong is currently an executive director of NOVA Group Holdings Limited (“NOVA”) (stock code: 1360) since 15 July 2020, and he has been appointed as the chairman of the board, chief executive officer, the chairman of the nomination committee, a member of remuneration committee, an authorised representative and process agent of NOVA, all of which took effect on 6 April 2023, the issued shares of which are listed on the Stock Exchange.

Mr. Wong has been appointed as a non-executive director of TFG International Group Limited (stock code: 542) with effect from 3 March 2023, the issued shares of which are listed on the Stock Exchange.

Mr. Wong has also served as an independent non-executive director of (i) Smart City Development Holdings Limited (stock code: 8268, formerly known as Deson Construction International Holdings Limited, a company listed on the GEM of the Stock Exchange); (ii) Huisheng International Holdings Limited (stock code: 1340, a company listed on the Main Board of the Stock Exchange); and (iii) Temir Corp. (stock code: TMRR, a company listed on OTCQB Venture Market).

Mr. Wong was an independent non-executive director of Titan Invo Technology Limited (formerly known as TUS International Limited) (stock code: 872, a company listed on the Main Board of the Stock Exchange) from 2 September 2014 to 17 July 2020.

**APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE 2023 ANNUAL GENERAL MEETING**

Mr. Wong has entered into a letter of appointment with the Company from 16 December 2021 with no fixed term of service, subject to retirement by rotation and re-election at annual general meetings in accordance with the articles of association of the Company and the Listing Rules. Pursuant to the aforesaid letter of appointment, Mr. Wong will be entitled to a Director's fee and allowances of HK\$180,000 per annum, which was determined with reference to his background, duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market situation and to be authorised by the Shareholders at the Annual General Meeting.

Save as disclosed above and being the chairman of the Remuneration Committee, Mr. Wong did not hold any directorships in other listed companies in the past three years and does not have any relationship with any other Directors, senior management, substantial shareholders or Controlling Shareholders of the Company or any associates of any of them.

As at the Latest Practicable Date, Mr. Wong does not have any interest in Shares within the meaning of Part XV of the SFO.

6. Mr. Lam Wai Hung – Independent Non-executive Director

Mr. Lam Wai Hung (林偉雄), aged 43, has been appointed as an independent non-executive Director on 31 December 2021. Mr. Lam holds a Bachelor of Accounting and Finance Degree from Leeds Metropolitan University and is a member of the Association of Chartered Certified Accountants. He had been working in various companies listed on the Stock Exchange, and was responsible for works related to financial management, corporate finance, merger and acquisition, investor relationship and corporate governance.

Mr. Lam is currently an executive director of NOVA Group Holdings Limited (Stock code: 1360).

Mr. Lam is currently an independent non-executive director of Smart City Development Holdings Limited (Stock code: 8268, formerly known as Deson Construction International Holdings Limited) which was listed on the GEM of the Stock Exchange. Mr. Lam was an independent non-executive director of Jimu Group Limited (Stock code: 8187, a company listed on the GEM of the Stock Exchange) from 25 May 2021 to 14 January 2022.

Mr. Lam was an executive director of Ming Lam Holdings Limited (formerly known as Sino Haijing Holdings Limited) ("Ming Lam") (Stock Code: 1106, a company previously listed on the Main Board of the Stock Exchange) from 19 March 2015 to 4 September 2020. Mr. Lam was informed that Ming Lam was ordered to be wound up and an official receiver was appointed as the provisional liquidator by the High Court of Hong Kong on 31 August 2020. Mr. Lam confirmed that he was not a party of such winding up proceedings and is not aware of any actual or potential claim that has been or will be made against him as a result of the above.

**APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE 2023 ANNUAL GENERAL MEETING**

Mr. Lam previously served as company secretary and authorised representative of Titan Petrochemicals Group Limited (Stock code: 1192, a company listed on the Main Board of the Stock Exchange) from 18 January 2021 to 10 January 2023. The Bermuda Court ordered Titan to be liquidated; joint and several provisional liquidators were appointed on 11 August 2021. By judgment dated 9 August 2022, the Court of Appeal for Bermuda (the “**Court of Appeal**”) had set aside the Winding-Up Order.

Mr. Lam has entered into a letter of appointment with the Company from 31 December 2021 with no fixed term of service, subject to retirement by rotation and re-election at annual general meetings in accordance with the articles of association of the Company and the Listing Rules. Pursuant to the aforesaid letter of appointment, Mr. Lam will be entitled to a Director’s fee and allowances of HK\$180,000 per annum, which was determined with reference to his background, duties and responsibilities with the Company, the Company’s remuneration policy and the prevailing market situation and to be authorised by the Shareholders at the Annual General Meeting.

Save as disclosed above, Mr. Lam did not hold any directorships in other listed companies in the past three years and does not have any relationship with any other Directors, senior management, substantial shareholders or Controlling Shareholders of the Company or any associates of any of them.

As at the Latest Practicable Date, Mr. Lam does not have any interest in Shares within the meaning of Part XV of the SFO.

7. Mr. Lam Kai Yeung – Independent Non-executive Director

Mr. Lam Kai Yeung (林繼陽), aged 53, is an Independent Non-executive Director of the Company. He is a fellow of the Association of Chartered Certified Accountants, a fellow of the Hong Kong Institute of Certified Public Accountants and a Certified DealMaker in China. Mr. Lam obtained a Bachelor’s Degree of Accounting from the Xiamen University in July 1990 and a Master Degree in Business Administration from the Oxford Brookes University in the United Kingdom in July 2010. Mr. Lam is a licensed person for type 4 (advising on securities) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance (“**SFO**”).

**APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE 2023 ANNUAL GENERAL MEETING**

Mr. Lam is an executive director and the chief executive officer of Hang Pin Living Technology Company Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1682). Mr. Lam has been an independent non-executive director of A Metaverse Company, formerly known as Starrise Media Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1616) since June 2012; an independent non-executive director of Shi Shi Services Limited (a company listed on the GEM of the Stock Exchange, stock code: 8181) since October 2015.

Mr. Lam was an independent non-executive director of Finsoft Financial Investment Holdings Limited (stock code: 8018, a company listed on the GEM of the Stock Exchange) from 24 June 2015 to 24 June 2020 and an independent non-executive director of Holly Futures Co., Ltd. (stock code: 3678, a company listed on the Main Board of the Stock Exchange) from 9 June 2015 to 23 December 2021. Mr. Lam was also an executive director of Sunway International Holdings Limited (stock code: 00058, a company listed on the Main Board of the Stock Exchange) from 27 August 2021 to 10 January 2022.

Mr. Lam has entered into a service agreement with the Company with no fixed term of service, subject to retirement by rotation and re-election at annual general meeting in accordance with the articles of association of the Company. Mr. Lam is entitled to a Director's fee and allowance of HK\$180,000 per annum, which was determined with reference to his background, duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market situation and to be authorised by the Shareholders at the Annual General Meeting.

Save as disclosed above and being the chairman of the Audit Committee, Mr. Lam did not hold any directorships in other listed companies in the past three years and does not have any relationship with any other Directors, senior management, substantial shareholders or Controlling Shareholders of the Company or any associates of any of them.

As at the Latest Practicable Date, Mr. Lam does not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other matters in relation to the re-election of the abovementioned retiring Directors that need to be brought to the attention of the Shareholders and there is no information relating to the abovementioned retiring Directors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

A summary of details of the proposed major Amendments to the Existing M&A as a result of the adoption of the New M&A are as follows:

SUMMARY OF MAJOR AMENDMENTS TO MEMORANDUM OF ASSOCIATION

THAT the Memorandum be and are hereby amended as follows (for reference purposes, marked up against the Articles, where applicable):

- (1) By deleting Clause 2 in its entirety and replacing it with the following:

“2. The registered office ~~of the Company~~ will be ~~situates~~situated at the offices of ~~Ester~~Ocorian Trust (Cayman) Limited, Windward 3, Regatta Office Park, PO Box 1350, ~~Clifton House, 75 Fort Street~~, Grand Cayman KY1-1108, Cayman Islands or at such other place in the Cayman Islands as the ~~Directors~~directors of the Company may from time to time decide.”
- (2) By replacing the words “Directors” as appeared in in Clause 4.2 and replacing it with the words “directors of the Company”.
- (3) By replacing the word “Company's” as appeared in Clause 4.18 with the word “Company’s”.
- (4) By deleting Clause 5 in its entirety and replacing it with the following:

“5. If the Company is registered as an exempted company as defined in the ~~Cayman Islands~~ Companies Law Act (as revised) of the Cayman Islands, it shall have the power, subject to the provisions of the ~~Cayman Islands~~ Companies Law Act (as revised) of the Cayman Islands and with the approval of a special resolution, to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de-registered in the Cayman Islands.”

SUMMARY OF MAJOR AMENDMENTS TO ARTICLES OF ASSOCIATION

THAT the Articles be and are hereby amended as follows (for reference purposes, marked up against the Articles, where applicable):

- (1) By deleting the words “Cayman Islands Companies Law (Revised)” wherever they may appear and replacing them with the words “Companies Act (As Revised) of the Cayman Islands”.

- (2) By deleting the words ‘Companies Law’ wherever they may appear and replacing them with the word ‘Companies Act’.

Article 1

- (3) By deleting Article 1(a) in its entirety and replacing it with the following:

“(a) Table “A” in Schedule 1 of the Companies Law Act (as revised) of the Cayman Islands shall not apply to the Company.”

- (4) By deleting Article 1(b) in its entirety and replacing it with the following:

“(b) ~~Any~~No marginal notes, titles or lead in references to Articles ~~and in the index of the Company’s Memorandum and Articles of Association or these Articles of Association, or the table of contents which precedes the Company’s Memorandum of Association, shall not form part of the Company’s Memorandum of Association or these Articles of Association and shall not affect their~~the interpretation of either. In interpreting~~The following definitions apply in~~ these Articles of Association; unless ~~there be something in the subject or context inconsistent therewith~~requires otherwise:”

- (5) By deleting the definition “address” in Article 1(b) in its entirety and replacing it with the following:

“**address:** ~~shall have~~has the ordinary meaning given to it and ~~shall include~~includes any facsimile number, electronic number or address or website used for the purposes of any communication pursuant to these Articles;”

- (6) By deleting the definition “Articles” in Article 1(b) in its entirety and replacing it with the following:

“**Articles:** means these Articles of Association in their present form and all supplementary, amended or substituted articles of association of the Company for the time being in force;”

- (7) By deleting the definition “Board” in Article 1(b) in its entirety and replacing it with the following:

“**Board:** means the board of Directors ~~of the Company,~~ as constituted from time to time, ~~or~~ as the context may require, ~~the~~ a majority of the Directors present and voting at a meeting of the Directors at which a quorum is present;”

- (8) By replacing the words “shall include” as appeared in the definition of “Call” in Article 1(b) with the word “includes”.
- (9) By replacing the words “the Shares of the Company” as appeared in the definition of “Clearing House” in Article 1(b) with the word “Shares”.
- (10) By deleting the definition “Close Associate(s)” in Article 1(b) in its entirety and replacing it with the following:
- “close associate(s):** ~~shall have~~has the meaning ~~as defined~~given to it in the Listing Rules;”
- (11) By deleting the definition “Companies Law” in Article 1(b) in its entirety and replacing it with the following:
- “Companies LawAct:** means the Companies ~~Law~~Act (as revised) of the Cayman Islands (as amended from time to time) and every other act, order, regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, ~~the~~its Memorandum of Association and/or ~~the~~these ~~Articles of Association;~~”
- (12) By deleting the definition “Companies Ordinance” in Article 1(b) in its entirety and replacing it with the following:
- “Companies Ordinance:** means the Companies Ordinance, ~~(Cap. 622 of the Laws of Hong Kong)~~(as amended from time to time);”
- (13) By deleting the definition “Debenture and Debenture Holder” in Article 1(b) in its entirety and replacing it with the following:
- “Debenture and Debenture Holder:** ~~means~~mean and ~~includes~~include, respectively, debenture stock and debenture stockholder;”
- (14) By adding the following definition immediately after “Dividend” in Article 1(b):
- “elected Shares:** has the meaning given to it in Article 160(a)(ii)(D);”
- (15) By replacing the words “shall mean” as appeared in the definition of “Listing Rules” in Article 1(b) with the word “means”.

- (16) By adding the following definition immediately after “Newspapers” in Article 1(b):

“non-elected Shares: has the meaning given to it in Article 160(a)(i)(D);”

- (17) By deleting the words “of these Articles” at the end of the definitions of “Ordinary Resolution” and “Special Resolution”.
- (18) By deleting the definition “Register” in Article 1(b) in its entirety and replacing it with the following:

“Register: means the principal register of Shareholders ~~or~~ any branch register of Shareholders ~~of the Company~~ to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time;”

- (19) By replacing the word “purpose” as appeared in the definition of “Relevant Period” in Article 1(b) with the word “purposes”.
- (20) By replacing the words “register of Shareholders of the Company” as appeared in the definition of “Registration Office” in Article 1(b) with the word “Register”.
- (21) By deleting the definition “Securities Seal” in Article 1(b) in its entirety and replacing it with the following:

“Securities Seal: ~~shall mean~~means a seal for ~~use for~~ sealing certificates for ~~shares~~Shares or other securities issued by the Company which is a facsimile of the Seal ~~of the Company~~ with the addition on its face of the words Securities Seal;”

- (22) By deleting the definition “Share” in Article 1(b) in its entirety and replacing it with the following:

“Share: means a share in the ~~share~~ capital of the Company and includes stock, except where a distinction between stock and Shares is expressed or implied;”

- (23) By deleting the definition “Shareholder” in Article 1(b) in its entirety and replacing it with the following:

“Shareholder: means ~~the~~ a person who is duly registered in the Register as the holder for the time being of any Share and includes ~~persons~~a person who ~~are~~is jointly so registered;”

- (24) By adding the following definition immediately after “Special Resolution” in Article 1(b):

“**Subscription Right Reserve:** has the meaning given to it in Article 195(a)(i);”

“Ordinary Resolution” and “Special Resolution” in Article 1(b)

- (25) By adding the word “and” at the end of the definition of “Subsidiary” in Article 1(b).
- (26) By replacing the words “register of Shareholders” as appeared in the definitions of “Transfer Office” in Article 1(b) with the word “Register”.
- (27) By deleting Article 1(c) in its entirety and replacing it with the following:

“(c) In these Articles, unless ~~there be something in~~ the subject or context ~~inconsistent herewith~~ requires otherwise:

- (i) words denoting the singular number ~~shall~~ include the plural number and vice versa;
- (ii) words importing any gender ~~shall~~ include every gender and words importing persons ~~shall~~ include partnerships, firms, companies and corporations;
- (iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies ~~Law~~Act (except any statutory modification thereof not in force when these Articles become binding on the Company) ~~shall~~ bear the same meaning in these Articles, save that, “~~company~~” ~~shall~~ where the context permits include, a reference to a company includes any company incorporated in the Cayman Islands or elsewhere; ~~and~~
- (iv) ~~references~~ a reference to an Article is to an article of these Articles; and
- (v) ~~a reference~~ a reference to any statute or statutory provision shall ~~is to~~ be construed as relating to any statutory modification or re-enactment thereof for the time being in force.”

(28) By deleting Article 1(d) in its entirety and replacing it with the following:

“(d) At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of Shareholders representing not less than $\frac{3}{4}$ three quarters of the ~~votes cast by~~total voting rights of such Shareholders as, being entitled so to do, vote in person or by proxy₂ or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives, at a general meeting of which not less than 21 days’ notice₂, specifying the intention to propose the resolution as a ~~special resolution~~Special Resolution, has been duly given.”

(29) By deleting Article 1(e) in its entirety and replacing it with the following:

“(e) A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such Shareholders as, being entitled so to do, vote in person or, where proxies are allowed, by proxy₂ or, in the case of any Shareholder being a corporation, by its duly authorised representative₂ at a general meeting held in accordance with these Articles and of which not less than 14 days' notice has been duly given.”

(30) By replacing the word “purpose” as appeared in Article 1(f) with the word “purposes”.

Article 2

(31) By deleting Article 2 in its entirety and replacing it with the following:

~~To the extent that the same is permissible under Cayman Islands law and subject to Article 13, a~~ A Special Resolution shall be required to alter the Memorandum of Association of the Company, to approve any amendment of ~~the~~these Articles or to change the name of the Company.

Article 5

(32) By deleting Article 5(a) in its entirety and replacing it with the following:

“(a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies ~~Law~~Act, be varied or abrogated ~~either with the consent in writing of the holders of not less than $\frac{3}{4}$ in nominal value of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating~~

to general meetings shall, mutatis mutandis, apply, but so that the necessary quorum (~~other than at an adjourned meeting~~) shall be not less than two persons holding ~~(or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy holding or representing by proxy~~ not less than one-third in nominal value of the issued Shares of that class; ~~that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.~~

Article 9

(33) By deleting Article 9 in its entirety and replacing it with the following:

“9 The Board may, before the issue of any new Shares, determine that the same, or any of them, shall be offered in the first instance, and either at par or at a premium, to all the existing holders of any class of Shares in proportion as ~~nearly as may be~~, to the greatest extent possible, to the number of Shares of such class held by them respectively, or make any other provisions as to the allotment and issue of such Shares, but in default of any such determination or so far as the same shall not extend, such Shares may be dealt with as if they formed part of the capital of the Company existing prior to the issue of the same.”

Article 10

(34) By deleting the words “so far” as appeared in Article 10.

Article 11

(35) By deleting the word “of” immediately after the words “registered addresses in any jurisdiction outside” as appeared in Article 11(b).

Article 13

(36) By deleting Article 13(d) in its entirety and replacing with the following:

“(d) ~~sub-divides~~subdivide its Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Companies ~~Law~~Act, and so that the resolution whereby any Share is sub-divided may determine that, as between the holders of the Shares resulting from such sub-division, one or more of the Shares may have any such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new Shares;”

Article 15

(37) By deleting the words “of the Shareholders” immediately after the words “terms of purchase have first been authorised by an Ordinary Resolution” as appeared in Article 15(a).

Article 17

(38) By replacing the words “register of Shareholders” in Article 17(b) with the word “Register”.

(39) By adding “in a manner which complies with Section 632 of the Companies Ordinance.” at the end of Article 17(d).

Article 19

(40) By replacing the words “Seal of the Company” as appeared in Article 19 with the word “Seal”.

Article 21

(41) By replacing those words “the Shares” as appeared in Article 21(b) with the words “such Shares”.

Article 23

(42) By deleting Article 23 in its entirety and replacing with the following:

“23 The Company shall have a first and paramount lien on every Share (not being a fully paid Share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of that Share; and the Company shall also have a first and paramount lien and charge on all Shares (other than fully paid-up Shares) standing registered in the name of a Shareholder, whether singly or jointly with any other person or persons, for all the debts and liabilities of such Shareholder or his estate to the Company and whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such Shareholder, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such Shareholder or his estate and any other person, whether a Shareholder ~~of the Company~~ or not. ~~The Company's~~Company's lien (if any) on a Share shall extend to all Dividends and bonuses declared in respect thereof. The Board may at any time either generally or in any particular case waive any lien that has arisen, or declare any Share to be exempt wholly or partially from the provisions of this Article.”

Article 24

(43) By replacing the words “Shareholders of the Company” as appeared in Article 24 with the word “Shareholders”.

Article 35

(44) By replacing the word “reckoned” as appeared in Article 35 with the word “counted”.

Article 37

(45) By deleting Article 37(a) in its entirety and replacing with the following:

“37 (a) Any sum which by the terms of allotment of a Share is made payable upon allotment or at any fixed date, whether on account of the nominal value of the Share and/or by way of premium, shall for all purposes of these Articles be deemed to be a call duly made and notified and payable on the date fixed for payment, and in ~~ease~~the event of non-payment all the relevant provisions of these Articles, including, without limitation, the provisions as to payment of interest and ~~expenses, forfeiture and the like~~, shall apply as if such sums had become payable by virtue of a call duly made and notified.”

Article 45

(46) By replacing the word “months” as appeared in Article 45 with the word “Months”.

Article 62

(47) By deleting Article 62 in its entirety and replacing with the following:

“62 At all times during the Relevant Period ~~other than the year of the Company’s adoption of these Articles~~, the Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that financial year and shall specify the meeting as such in the notice calling it; ~~and not more than 15 Months~~. Each annual general meeting shall be held within a period of six Months after the end of the Company’s financial year (or such any longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere, as may be determined by the Board, and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.”

Article 64

(48) By deleting Article 64 in its entirety and replacing with the following:

“64. The Board may, whenever it thinks fit, convene an extraordinary general meeting. ~~Extraordinary~~An extraordinary general meeting shall also be convened on the requisition of one or more Shareholders holding, ~~at on~~ the date of deposit of the requisition, not less than ~~one tenth~~10% of the ~~paid up~~voting rights (on a one vote per Share basis) in the issued share capital of the Company, having the right of voting at. ~~Such Shareholder(s) shall be entitled to add resolutions to the agenda for the extraordinary general meetings.~~ meeting concerned. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may 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.”

Article 65

(49) By deleting Article 65 in its entirety and replacing with the following:

“65 An annual general meeting of the Company shall be called by at least 21 ~~days~~days’ notice in writing, and a general meeting of the Company, other than an annual general meeting, shall be called by at least 14 ~~days~~days’ notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat or their proxies; and
- (b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% of the total voting rights at the meeting of all members of the Company of those Shareholders.”

Article 67

(50) By deleting Article 67 (a) (iv) and (v) in its entirety and replacing with the following:

- “(iv) the appointment and removal of the Auditors;
- (v) the fixing ~~of~~, or the determining of the method of fixing, of the remuneration of the Directors and ~~of~~ the Auditors;”

Article 68

(51) By replacing the word “For” appeared in the first sentence of Article 68 with the words “Unless otherwise specified, for”.

Article 70

(52) By deleting Article 70 in its entirety and replacing with the following:

“70. The chairman (if any) of the Company₂ or₂ if he is absent or declines to take the chair at such meeting, the ~~Vice~~vice chairman (if any) of the Company₂ shall take the chair at every general meeting, or, if there ~~be~~is no such chairman or ~~Vice~~vice chairman, or, if at any general meeting neither ~~of~~ such chairman ~~or~~nor such ~~Vice~~vice chairman is present within 15 minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as chairman of the meeting, and if no Director ~~be~~is present or if all the Directors present decline to take the chair, or if the chairman of the meeting chosen shall retire from the chair, then the Shareholders present shall choose one of their number to be chairman of the meeting.”

Article 71

(53) By replacing the word “days” appeared in the first sentence of Article 71 with the word “days”.

Article 72

(54) By deleting the first paragraph of Article 72 in its entirety and replacing with the following:

“72 At any general meeting a resolution put to the vote of the meeting shall be decided by poll, ~~save that the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution to be voted by a show of hands.~~ save that the chairman of the meeting may, in good faith, allow a resolution which relates to a purely procedural or administrative matter to be voted on by a show of hands, in which case each Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy(ies) shall have one vote, provided that where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands. For the purposes of this Article, procedural and administrative matters are those that: (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to the Shareholders; and (ii) relate to the duty of the Chairman to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Shareholders a reasonable opportunity to express their views pursuant to applicable law and the Listing Rules, allow a resolution to be voted by a show of hands.”

Article 74

- (55) By deleting the first sentence of Article 74 in its entirety and replacing with the following:

“A poll shall be taken in such manner (including, without limitation, the use of ballot or voting papers or tickets, whether in physical, electronic or any other form) and at such time and place as the chairman of the meeting directs.”

Article 76

- (56) By replacing the words “In the case” and “In case” as appeared in Article 76 with the words “In the event”.

Article 79

- (57) By deleting Articles 79 and 79A in their entirety and replacing with the following:

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

Article 83

(58) By replacing the word “reckoned” as appeared in Article 83 with the word “counted”.

Article 85

(59) By deleting Article 85 in its entirety and replacing with the following:

“85 Any Shareholder 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 Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder ~~of the Company~~. On a poll or a show of hands, votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were a Shareholder who is an individual Shareholder.”

Article 86

(60) By replacing the word “person's” as appeared in Article 86 with the word “person’s”.

Article 92

(61) By deleting Article 92 in its entirety and replacing with the following:

“92 (a) Any corporation which is a Shareholder may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders ~~of the Company~~, and the person so authorised shall be entitled to vote and otherwise exercise the same rights and powers on behalf of the corporation which he represents as that corporation could exercise if it were a Shareholder who is an individual Shareholder of the Company. References in these Articles to a Shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a Shareholder represented at the meeting by such duly authorised representative.

- (b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) appoint one or more proxies or authorise such person or persons as it thinks fit to act as its representative or representatives at any general meeting of the Company ~~or at~~ any meeting of any class of Shareholders or any meeting of creditors, and each of those proxies or representatives shall enjoy rights equivalent to the rights of other Shareholders, provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were a Shareholder who is an individual Shareholder, including the right to vote individually on a show of hands and the right to speak.”

Article 93

- (62) By replacing the word “Shareholder's” as appeared in Article 93 (b) with the word “Shareholder’s”.

Article 94

- (63) By replacing the word “person's” as appeared in Article 94 with the word “person’s”.

Article 95

- (64) By deleting the words “of the Company” in Article 95.

Article 99

- (65) By deleting the words “of the Company” immediately after the words “any class of Shareholders” as appeared in Article 99.

Article 103

- (66) By replacing the words “director” as appeared in Article 103 with the words “Director”.

Article 104

(67) By deleting Article 104 in its entirety and replacing with the following:

- “104(a) Payments to any Director or past director of the Company of any sum by way of compensation for loss of office or as consideration for or in connection with his retirement from office (not being a payment to which the ~~director of the Company~~ Director or past director of the Company is contractually or statutorily entitled) must be approved by the Company in general meeting.
- (b) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Sections 505 to 512 of the Companies Ordinance ~~as in force at the date of adoption of these Articles~~, and except as permitted under the Companies Law Act, the Company shall not directly or indirectly:
- (i) make a loan to a Director or a director of any Holding Company of the Company or any of their respective ~~Close Associates~~ close associates;
 - (ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or a director of any Holding Company of the Company or any of their respective ~~Close Associates~~ close associates; or
 - (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.
- (c) ~~Article~~ Articles 104(a) and (b) shall only apply during the Relevant Period.”

Article 105

(68) By deleting Article 105(c), (f) and (h) in its entirety and replacing with the following:

- “(c) if he absents himself from the meetings of the Board during a continuous period of six ~~months~~Months, without special leave of absence from the Board, and his alternate Director (if any) shall not during such period have attended in his stead, and the Board pass a resolution that he has by reason of such absence vacated his office; or
- (f) if by notice in writing delivered to the Company at its Registered Office or at the Head Office or tendered at a meeting of the Board he resigns from his office; or
- (h) if he shall be removed from the office by notice in writing served on him signed by not less than ~~¾~~three quarters in number (or, if that is not a round number, the nearest lower round number) of the Directors (including himself) then in office.”

Article 107

(69) By deleting Article 107 (c) – (g) in its entirety and replacing with the following:

- “(c) A Director may hold any other office or place of profit with the Company (except that of the Auditors) in conjunction with his office of Director for such period and upon such terms as the Board may determine, and may be paid such extra remuneration therefor (whether by way of salary, commission, participation in profit or otherwise) as the Board may determine, and such extra remuneration shall be in addition to any remuneration provided for by or pursuant to any other Articles.
- (d) A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his ~~Close Associate~~close associate(s) has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters namely:

- (i) the giving of any security or indemnity either:
 - (A) to the Director or his ~~Close Associate~~close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
 - (B) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his ~~Close Associate~~close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his ~~Close Associate~~close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
 - (A) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his ~~Close Associate~~close associate(s) may benefit; or
 - (B) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to ~~Director~~the Director, his ~~Close Associates~~close associate(s) and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his ~~Close Associate~~close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and

- (iv) any contract or arrangement in which the Director or his ~~Close Associate~~close associate(s) is/are interested in the same manner as other holders of ~~shares~~Shares or debentures or other securities of the Company by virtue only of his/their interest in ~~shares~~Shares or debentures or other securities of the Company.
- (e) Where proposals are under consideration concerning the appointment (including fixing or varying the terms of or terminating the appointment) of two or more Directors to offices or employments with the Company or any company in which the Company is interested, such proposals shall be divided and considered in relation to each Director separately and in such case each of the Directors concerned (if not prohibited from voting under paragraph (d)) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.
- (f) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or his ~~Close Associates~~close associate(s) or as to the entitlement of any Director (other than the chairman of the meeting) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his ~~Close Associates~~close associate(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting or his ~~Close Associates~~close associate(s) such question shall be decided by a resolution of the Board (for which purpose such chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman or his ~~Close Associates~~close associate(s) as known to him has not been fairly disclosed to the Board.
- (g) Each reference to close associate(s) in paragraph (d) or (f) of this Article above shall be deemed to be a reference to associate(s) (as defined in the Listing Rules) where the proposal, transaction, contract or arrangement concerned is a connected transaction (as defined in the Listing Rules)."

Article 112

(70) By deleting Article 112 in its entirety and replacing with the following:

“112 The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and shall then be subject to eligible for re-election at such annual general meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election: at such annual general meeting. 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.”

Article 114

(71) By deleting Article 114 in its entirety and replacing with the following:

“114 The ~~Company~~Shareholders may by Ordinary Resolution remove any Director (including a managing ~~director~~Director or other executive ~~director~~Director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.”

Article 122

(72) By replacing the words “director” as appeared in Article 122 with the words “Director”.

Article 124

(73) By replacing the words “Directors of the Company” as appeared in Article 124 with the words “Directors”.

Article 125

- (74) By replacing the words “director” as appeared in Article 125 with the words “Director”.

Article 126

- (75) By replacing the words “director” as appeared in Article 126 with the words “Director”.

Article 132

- (76) By deleting Article 132 in its entirety and replacing with the following:

“132 The Board may from time to time elect or otherwise appoint one of ~~them~~ Director to the office of chairman of the Company and another to be the vice chairman of the Company (or two or more vice ~~Chairmen~~ chairmen of the Company) and determine the period for which each of them is to hold office. The chairman of the Company or, in his absence, the vice chairman of the Company shall preside as chairman at meetings of the Board, but if no such chairman or vice chairman be elected or appointed, or if at any meeting the chairman or vice chairman of the Company is not present within five minutes after the time appointed for holding the same and willing to act, the Directors present shall choose one of their number to ~~be~~ preside as chairman of such meeting. All the provisions of Articles 103, 108, 123, 124 and 125 shall, mutatis mutandis, apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Article.”

Article 142

(77) By deleting Article 142(b) in its entirety and replacing with the following:

“142(b) Where a Director is, on the date on which a resolution in writing is last signed by a Director, absent from the territory in which the Head Office is for the time being situated, or cannot be contacted at his last known address or contact telephone or facsimile number, or is temporarily unable to act through ill-health or disability and, in each case, his alternate (if any) is affected by any of these events, the signature of such Director (or his alternate) to the resolution shall not be required, and the resolution in writing, so long as such a resolution shall have been signed by at least two Directors or their respective alternates who are entitled to vote thereon or such number of Directors as shall form a quorum, shall be deemed to have been passed at a meeting of the Board duly convened and held, provided that a copy of such resolution has been given, or the contents thereof have been communicated, to all of the Directors (or their respective alternates) for the time being entitled to receive notices of meetings of the Board at their respective last known address, telephone or facsimile number or, if none, at the Head Office and provided further that no Director is aware of or has received from any Director any objection to the resolution.”

Article 147

(78) By deleting Article 147(c) in its entirety and replacing with the following:

“147(c) The Company may have a Securities Seal ~~for use for sealing certificates for shares or other securities issued by the Company~~ and no signature of any Director, officer or other person and no mechanical reproduction thereof shall be required on any such certificates or other document and any such certificates or other document to which such Securities Seal is affixed shall be valid and deemed to have been sealed and executed with the authority of the Board notwithstanding the absence of any such signature or mechanical reproduction as aforesaid. The Board may by resolution determine that the affixation of Securities Seal on certificates for shares or other securities issued by the Company be dispensed with or be affixed by printing the image of the Securities Seal on such certificates.”

Article 153

- (79) By replacing the word “Company's” as appeared in Article 153 with the word “Company’s”.

Article 155

- (80) By deleting Article 155 in its entirety and replacing with the following:

“155 (a)The Board may subject to Article 156 from time to time pay to the Shareholders such interim Dividends as appear to the Board to be justified by the financial conditions and the profits of the Company and, in particular but without prejudice to the generality of the foregoing, if at any time the share capital of the Company is divided into different classes, the Board may pay such interim Dividends in respect of those Shares ~~in the capital of the Company~~ which confer ~~to~~ on the holders thereof deferred or non-preferential rights as well as in respect of those Shares which confer on the holders thereof preferential rights with regard to Dividend and provided that the Board acts bona fide it shall not incur any responsibility to the holders of Shares conferring any preference for any damage that they may suffer by reason of the payment of an interim Dividend on any Shares having deferred or non-preferential rights.”

Article 160

- (82) By replacing the word “days”as appeared in Article 160(a)(i)(B) and 160(b)(ii)(B) with the word “days”.

- (83) By deleting Article 160(a)(i)(D) in its entirety and replacing with the following:

“(D) the Dividend (or that part of the Dividend to be satisfied by the allotment of Shares as aforesaid) shall not be payable in cash in respect whereof the cash election has not been duly exercised (~~“(the “non-elected Shares”)~~) and in lieu and in satisfaction thereof Shares shall be allotted credited as fully paid to the holders of the non-elected Shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company or any part of any of the ~~Company’s~~Company’s reserve accounts (including any special account, or share premium account (if there ~~be~~is any such reserve)) as the Board may determine, a sum equal to the aggregate nominal amount of the Shares to be allotted on such basis and apply the same in paying up in full the appropriate number of Shares for allotment and distribution to and amongst the holders of the non-elected Shares on such basis;”

(84) By deleting Article 160(a)(ii)(D) in its entirety and replacing with the following:

“(D) the Dividend (or that part of the Dividend in respect of which a right of election has been accorded) shall not be payable on Shares in respect whereof the cash election has been duly exercised (~~“(the “non-elected Shares”)~~) and in lieu thereof Shares shall be allotted credited as fully paid to the holders of the elected Shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company or any part of any of the Company’s reserve accounts (including any special account, contributed surplus account, share premium account and capital redemption reserve fund (if there ~~be~~is any such reserve)) as the Board may determine, a sum equal to the aggregate nominal amount of the Shares to be allotted on such basis and apply the same in paying up in full the appropriate number of Shares for allotment and distribution to and amongst the holders of the elected Shares on such basis.”

Article 161

(85) By replacing the word “distribute” as appeared in Article 161 with the words “be distributed”.

Article 169

(87) By replacing the words “mutatis mutandis” as appeared in Article 169 with the words “, mutatis mutandis,”.

Article 175(c)

(88) By replacing the word “has” as appeared in Article 175(c) with the word “have”.

Article 176

(89) By deleting Article 176 in its entirety and replacing with the following:

“176 (a) The ~~Company~~Shareholders shall at each annual general meeting by Ordinary Resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. ~~A~~No Director, or officer of the Company, or any employee of any such Director, or officer or employee of the Company, shall not be appointed as the Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by ~~or on the authority of the Company in the~~Shareholders at each annual general meeting by Ordinary Resolution, except that ~~in, at any particular year the Company in~~annual general meeting, the Shareholders may by Ordinary Resolution delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.

(b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by ~~Special~~Ordinary Resolution at any time before the expiration of ~~the~~their term of office, and, ~~if they do so, shall, by Ordinary Resolution, at that meeting, appoint new auditors~~Auditors in its~~their~~ place for the remainder of ~~the~~that term.”

Article 177

(90) By replacing the words “Auditors of the Company” as appeared in Article 177 with the word “Auditors”.

Article 178

(91) By replacing the words “appointed as Auditors” as appeared in Article 178 with the words “appointed as the Auditors”.

Article 179

(92) By replacing the word “Auditors” as appeared in Article 179 with the words “the Auditors”.

Article 181

- (93) By replacing the word “purpose” as appeared in Article 181(a) with the word “purposes”.
- (94) By replacing the words “register of members of the Company” as appeared in Article 181(b) with the word “Register”.

Article 187

- (95) By deleting the words “of the Company” as appeared in in the last sentence in Article 187 immediately after the words “interests of the Shareholders”.

Article 188

- (96) By replacing the words “Subject to the Companies Law, a” as appeared in Article 188 with the word “A”.

Article 189

- (97) By deleting Article 189 in its entirety and replacing with the following:

“189 If the Company shall be wound up, the surplus assets remaining after payment to all creditors shall be divided among the Shareholders in proportion to the capital paid up on the Shares held by them respectively, and if such surplus assets shall be insufficient to repay the whole of the paid up capital, they shall be distributed, subject to the rights of any Shares which may be issued on special terms and conditions, so that, ~~as nearly as may be~~ to the greatest extent possible, the losses shall be borne by the Shareholders in proportion to the capital paid on the Shares held by them respectively.”

Article 190

- (98) By adding the word “in” immediately after the words “divide among the Shareholders in specie or” as appeared in Article 190.

Article 191

- (99) By replacing the words “managing directors” with the words “Managing Directors” and by replacing the word “dishonest” with the word “dishonesty” as appeared in Article 191.

Article 193

(100) By replacing the words “months” as appeared in Article 193 (a) (ii) and (iii) with the words “Months”.

Article 194

(101) By adding the word “and” at the end of Article 194(c).

Article 197

(102) By adding the sub-heading “FINANCIAL YEAR” and new Article 197 immediately after Article 196.

“197 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 of the Company shall end on 31 March in each year.”

NOTICE OF 2023 ANNUAL GENERAL MEETING

Kin Shing Holdings Limited

建成控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1630)

NOTICE OF 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 annual general meeting (“**2023 AGM**”) of Kin Shing Holdings Limited 建成控股有限公司 (the “**Company**”) will be held at 16/F., Tower 5, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 18 August 2023 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. to adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“**Directors**”) of the Company and the Company’s Auditors for the year ended 31 March 2023.
2. to consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. Leung Chi Kit as Executive Director.
 - (b) to re-elect Ms. Tso Yuk Ching as Executive Director.
 - (c) to re-elect Mr. Chow Dik Cheung as Executive Director.
 - (d) to re-elect Mr. Chan Sik Mau as Executive Director.
 - (e) to re-elect Mr. Wong Yuk Lun, Alan as Independent Non-executive Director.
 - (f) to re-elect Mr. Lam Wai Hung as Independent Non-executive Director.
 - (g) to re-elect Mr. Lam Kai Yeung as Independent Non-executive Director.
 - (h) to authorise the Board of Directors to fix the Directors’ remuneration.
3. to re-appoint HLB Hodgson Impey Cheng Limited as the Company’s Auditors and to authorise the Board of Directors to fix their remuneration.

NOTICE OF 2023 ANNUAL GENERAL MEETING

4. To consider and, if thought fit, pass the following resolution (with or without amendments) as ordinary resolution:

“**THAT:**

- (a) subject to the following provisions of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (“**Articles**”), shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Company Law or any applicable law of Cayman Islands to be held; or

NOTICE OF 2023 ANNUAL GENERAL MEETING

(iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company (“**Shareholders**”) in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors of the Company to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. To consider and, if thought fit, pass the following resolution (with or without amendments) as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Company Law or any applicable law of Cayman Islands to be held; or

NOTICE OF 2023 ANNUAL GENERAL MEETING

(iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

6. To consider and, if thought fit, pass the following resolution (with or without amendments) a ordinary resolution:

“**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution.”

SPECIAL RESOLUTION

7. To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

“**THAT:**

- (a) the proposed amendments to the existing amended and restated memorandum and articles of association of the Company (the “**Existing M&A**”), details of which are set out in Appendix III to the circular issued by the Company on 20 July 2023 (the “**Proposed Amendments**”), be and are hereby approved;
- (b) the proposed second amended and restated memorandum and articles of association of the Company which incorporate the Proposed Amendments, copies of which have been produced to the meeting and marked “A” and signed by the chairman of the meeting for the purposes of identification, be and are hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for, and to the exclusion of, the Existing M&A with immediate effect;
- (c) the Company’s registered office provider be and is hereby authorised and instructed to make each filing with the Registrar of Companies in the Cayman Islands that is necessary in connection with this resolution; and

NOTICE OF 2023 ANNUAL GENERAL MEETING

- (d) any Director or the secretary of the Company be and is hereby authorised to make (or cause to be made) any filing or submission which may be necessary under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited in connection with this resolution and to do (or cause to be done) any other act or thing, and execute and deliver on behalf of the Company any document, which that Director or the secretary considers to be necessary or desirable in connection with this resolution.”

By order of the Board
Kin Shing Holdings Limited
Leung Chi Kit
Chairman and Executive Director

Hong Kong, 20 July 2023

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the 2023 AGM, the register of members of the Company will be closed from Tuesday, 15 August 2023 to Friday, 18 August 2023, both dates inclusive, during which period no transfer of shares will be effected. All completed transfers forms accompanied by the relevant certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, 17/F, Far East Finance centre, 16 Harcourt Road, Hong Kong. All completed transfers forms must be lodged no later than 4:30 p.m. on Monday, 14 August 2023.
2. Any member of the Company entitled to attend and vote at the meeting convened by this notice shall be entitled to appoint proxy to attend and vote in his/her stead in accordance with the Articles of Association of the Company. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the meeting. A proxy need not be a member of the Company but must be present in person to represent the member.
3. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited not less than 48 hours (i.e. 11:00 a.m. on Wednesday, 16 August 2023) before the time appointed for holding the 2023 AGM. Completion and return of the form of proxy will not preclude members from attending and voting in person at the 2023 AGM or any adjournment thereof should they so wish.
4. With respect to resolution no. 2 of this notice, Mr. Leung Chi Kit, Ms. Tso Yuk Ching, Mr. Chow Dik Cheung, Mr. Chan Sik Mau, Mr. Wong Yuk Lun, Alan, Mr. Lam Wai Hung and Mr. Lam Kai Yeung will retire and, being eligible, offer themselves for re-election at the 2023 AGM pursuant to articles 108 of the Company’s Articles. Details of the retiring Directors which are required to be disclosed under the Listing Rules are set out in Appendix II of this circular.

NOTICE OF 2023 ANNUAL GENERAL MEETING

5. If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal or “extreme conditions” caused by super typhoons is expected to be in force at any time between 9:00 a.m. and 12:00 noon on the day of the 2023 AGM, then the 2023 AGM will be postponed and the Shareholders will be informed of the date, time and venue of the postponed meeting by a supplementary notice, posted on the Company’s website (www.kinshingholdings.com.hk) and the website of the HKEx (www.hkexnews.hk).

If Typhoon Signal No. 8 or above or a Black Rainstorm Warning Signal or “extreme conditions” caused by super typhoons is cancelled at or before 8:00 a.m. on the day of the 2023 AGM, and where conditions permit, the 2023 AGM will be held as scheduled.

The 2023 AGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force.

Shareholders should decide on their own whether they would attend the 2023 AGM under bad weather conditions bearing in mind their own situations and, if they do so, they are advised to exercise care and caution.

6. As at the date of this notice, the Board comprises (i) four Executive Directors, namely Mr. Leung Chi Kit, Ms. Tso Yuk Ching, Mr. Chow Dik Cheung and Mr. Chan Sik Mau and (ii) three Independent Non-executive Directors, namely Mr. Wong Yuk Lun, Alan, Mr. Lam Wai Hung and Mr. Lam Kai Yeung.