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

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

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

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**中國奧園集團股份有限公司**  
**China Aoyuan Group Limited**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 3883)**

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,  
CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTOR WHO HAS SERVED MORE THAN NINE YEARS,  
PROPOSED GRANTING OF GENERAL MANDATES  
TO BUY BACK SHARES AND TO ISSUE SHARES,  
NOTICE OF 2022 ADJOURNED ANNUAL GENERAL MEETING  
AND  
NOTICE OF 2023 ANNUAL GENERAL MEETING**

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Capitalised terms used in this cover page should have the same meanings as those defined in the section headed "Definitions" in this circular.

The notices convening the 2022 Adjourned Annual General Meeting and the 2023 Annual General Meeting of China Aoyuan Group Limited to be held at 24th Floor, Admiralty Centre, Tower 1, 18 Harcourt Road, Hong Kong on Thursday, 24 August 2023 at 11:00 a.m. and 11:15 a.m. (or immediately following the 2022 Adjourned Annual General Meeting) respectively are set out in this circular. Forms of proxy for use at the 2022 Adjourned Annual General Meeting and the 2023 Annual General Meeting are also enclosed. Such forms of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://en.aoyuan.com.cn>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed forms of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting or any adjournment or postponement (as the case may be). Completion and return of the forms of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjournment or postponement thereof if they so wish, and in such case, the forms of proxy shall be deemed to be revoked.

References to time and dates in this circular are to Hong Kong time and dates.

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

27 July 2023

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## DEFINITIONS

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

“2022 Adjourned Annual General Meeting”	the annual general meeting of the Company to be held at 24th Floor, Admiralty Centre, Tower 1, 18 Harcourt Road, Hong Kong on Thursday, 24 August 2023 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the 2022 adjourned annual general meeting which is set out on pages 17 to 18 of this circular, or any adjournment or postponement thereof (as the case may be)
“2023 Annual General Meeting” or “2023 AGM”	the annual general meeting of the Company to be held at 24th Floor, Admiralty Centre, Tower 1, 18 Harcourt Road, Hong Kong on Thursday, 24 August 2023 at 11:15 a.m. (or immediately following the 2022 Adjourned Annual General Meeting), to consider and, if appropriate, to approve the resolutions contained in the notice of the 2023 annual general meeting which is set out on pages 19 to 23 of this circular, or any adjournment or postponement thereof (as the case may be)
“Annual General Meeting” or “AGM”	collectively, the 2022 Adjourned Annual General Meeting and the 2023 Annual General Meeting
“Articles of Association”	the amended and restated articles of association of the Company currently in force
“Auditors”	the auditors of the Company for the time being
“Board”	the board of Directors
“Company”	China Aoyuan Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandate(s)”	the Issuance Mandate and/or the Share Buy-back Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the 2023 AGM
“Latest Practicable Date”	21 July 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the 2023 AGM
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers of Hong Kong issued by the Securities and Futures Commission of Hong Kong as amended, supplemented or otherwise modified from time to time
“%”	per cent

\* All of the English titles or names of the PRC entities, as well as certain items contained in this circular have been included for identification purpose only. If there is any inconsistency, the Chinese titles or names shall prevail.

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LETTER FROM THE BOARD

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中國奧園集團股份有限公司  
China Aoyuan Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3883)

*Executive Directors:*

Mr. Guo Zi Wen (*chairman*)  
Mr. Ma Jun (*co-president*)  
Mr. Chen Zhi Bin (*co-president*)  
Mr. Tan Yi

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Independent Non-executive Directors:*

Mr. Cheung Kwok Keung  
Mr. Lee Thomas Kang Bor  
Mr. Wong Wai Keung Frederick

*Principal Place of Business in Hong Kong:*

Units 1901-2, 19th Floor  
One Peking, No. 1 Peking Road  
Tsim Sha Tsui, Kowloon  
Hong Kong

27 July 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,  
CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTOR WHO HAS SERVED MORE THAN NINE YEARS,  
PROPOSED GRANTING OF GENERAL MANDATES  
TO BUY BACK SHARES AND TO ISSUE SHARES,  
NOTICE OF 2022 ADJOURNED ANNUAL GENERAL MEETING  
AND  
NOTICE OF 2023 ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 24 August 2023.

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED MORE THAN NINE YEARS

In accordance with Article 84 of the Articles of Association and following the review of the Board's composition by the nomination committee of the Company ("**Nomination Committee**"), Mr. Chen Zhi Bin, Mr. Cheung Kwok Keung and Mr. Lee Thomas Kang Bor were nominated to the Board for it to recommend to the Shareholders for re-election at the 2023 Annual General Meeting. In accordance with Article 83(3) of the Articles of Association, Mr. Wong Wai Keung Frederick who was appointed as independent non-executive Director on 24 February 2023 and Mr. Tan Yi who was appointed as executive Director on 27 April 2023 shall hold office until the next following annual general meeting after their appointment and shall then be subject to re-election at such meeting. Mr. Cheung Kwok Keung, Mr. Lee Thomas Kang Bor and Mr. Wong Wai Keung Frederick, being the members of the Nomination Committee, abstained from voting on the resolutions of the Nomination Committee for considering their own nomination. All of Mr. Chen Zhi Bin, Mr. Cheung Kwok Keung, Mr. Lee Thomas Kang Bor, Mr. Wong Wai Keung Frederick and Mr. Tan Yi (collectively, the "**Retiring Directors**"), being eligible, will offer themselves for re-election at the 2023 Annual General Meeting.

Mr. Cheung Kwok Keung, being an independent non-executive Director of the Company, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Mr. Cheung Kwok Keung has served as independent non-executive Director of the Company for more than 9 years. During his years of appointment, he has demonstrated his ability to provide an independent view to the Company's matters. Notwithstanding his years of service as independent non-executive Director of the Company, Mr. Cheung Kwok Keung has continued to bring in fresh perspectives, skills and knowledge gained from his other directorships and appointments on an ongoing basis. His wealth of skills, knowledge and experience have enabled him to contribute constructively and objectively to the Board as independent non-executive Director. His independence from management was not considered to have been diminished by his years of service.

Mr. Cheung Kwok Keung has extensive experience in auditing and accounting fields in various industries, based on the board diversity policy adopted by the Company. The Nomination Committee considers that Mr. Cheung Kwok Keung can contribute to the diversity of the Board, in particular, with his diverse business and professional background which enables him to bring valuable business experience and professionalism to the Board for its efficient and effective functioning.

The Nomination Committee had taken into account the contributions of Mr. Cheung Kwok Keung to the Board and the commitment to his roles. The Nomination Committee was satisfied that Mr. Cheung Kwok Keung has the required integrity, skills and experience to continue fulfilling the role of an independent non-executive Director, and that Mr. Cheung Kwok Keung's long service on the Board would not affect his exercise of independent judgement. Mr. Cheung Kwok Keung meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines. During his tenure as independent non-executive Director, he has not involved in the daily

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## LETTER FROM THE BOARD

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management of the Company which would materially interfere with his exercise of independent judgement. There is no evidence that his tenure has compromised his continued independence.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the Retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy, Director nomination policy and the Company's corporate strategy. The Nomination Committee has recommended to the Board on re-election of all the Retiring Directors including the aforesaid independent non-executive Director who is due to retire at the 2023 Annual General Meeting.

The Board, having considered the recommendation of the Nomination Committee, is of the view that the diverse and invaluable knowledge, skill sets and experience of each of the Retiring Directors in the businesses of the Group and their general business acumen continue to generate significant contribution to the Company and the Shareholders as a whole. On 30 June 2023, the Board accepted the nomination by the Nomination Committee and recommended the Retiring Directors for re-election by the Shareholders at the 2023 Annual General Meeting. The Retiring Directors abstained from the discussion and voting at the Board meeting regarding their respective nominations.

In accordance with the Corporate Governance Code as set out in the Listing Rules, the re-election of Mr. Cheung Kwok Keung will be subject to a separate resolution to be approved at the 2023 Annual General Meeting.

Details of the Retiring Directors proposed for re-election at the 2023 Annual General Meeting are set out in Appendix I to this circular.

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES**

At the last annual general meeting of the Company held on 24 August 2022, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the 2023 Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the 2023 Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the 2023 Annual General Meeting (i.e. a total of 296,557,135 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the 2023 Annual General Meeting and no further Shares are issued or bought back before the 2023 Annual General Meeting). The Directors wish to state that they have no immediate plan to buy back any Shares pursuant to the Share Buy-back Mandate.

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## LETTER FROM THE BOARD

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

#### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

At the last annual general meeting of the Company held on 24 August 2022, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the 2023 Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the 2023 Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the 2023 Annual General Meeting (i.e. a total of 593,114,270 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the 2023 Annual General Meeting and no further Shares are issued or bought back before the 2023 Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the 2023 Annual General Meeting.

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

#### **5. 2022 ADJOURNED ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the 2022 Adjourned Annual General Meeting is set out on pages 17 to 18 of this circular. The 2022 Adjourned Annual General Meeting will be held at 24th Floor, Admiralty Centre, Tower 1, 18 Harcourt Road, Hong Kong on Thursday, 24 August 2023 at 11:00 a.m.. The ordinary resolutions to consider and adopt the audited consolidated financial statements of the Group and the reports of the Directors and the auditors of the Company for the financial year ended 31 December 2021 and re-appointment of the auditors will be proposed at the 2022 Adjourned Annual General Meeting.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at the 2022 Adjourned Annual General Meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the 2022 Adjourned Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the 2022 Adjourned Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.aoyuan.com.cn>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power



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## LETTER FROM THE BOARD

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of attorney or authority at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the 2022 Adjourned Annual General Meeting or any adjournment or postponement (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2022 Adjourned Annual General Meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.

### **6. 2023 ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the 2023 Annual General Meeting is set out on pages 19 to 23 of this circular. The 2023 Annual General Meeting will be held at 24th Floor, Admiralty Centre, Tower 1, 18 Harcourt Road, Hong Kong on Thursday, 24 August 2023 at 11:15 a.m. (or immediately following the 2022 Adjourned Annual General Meeting). The aforementioned re-election of Retiring Directors and the granting to the Directors of the Share Buy-back Mandate to buy back Shares, the Issuance Mandate to issue Shares and the extension of the Issuance Mandate to include number of Shares bought back under the Share Buy-back Mandate will be proposed at the 2023 Annual General Meeting.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at the 2023 Annual General Meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the 2023 Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the 2023 Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.aoyuan.com.cn>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the 2023 Annual General Meeting or any adjournment or postponement (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2023 Annual General Meeting should you so wish, and in such case, the form of proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 17 August 2023 to Thursday, 24 August 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 16 August 2023.

### 7. RECOMMENDATION

The Directors consider that all the resolutions set out in the notice of the AGM are in the best interests of the Company and the Shareholders as a whole. The Directors also consider that it is in the best interests of the Company and its Shareholders to re-elect those Directors who retire at the 2023 Annual General Meeting and, being eligible, offer themselves for re-election at the 2023 Annual General Meeting. Accordingly, the Directors (including independent non-executive Directors) recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, there is no Shareholder who has any material interest in the matters proposed to be approved at the Annual General Meeting, therefore no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

### 8. RESPONSIBILITY STATEMENT

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

Yours faithfully,  
For and on behalf of the Board  
**China Aoyuan Group Limited**  
**Guo Zi Wen**  
*Chairman*

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

**Mr. Chen Zhi Bin** (“**Mr. Chen**”), aged 41, is an executive Director and the co-president of the Group. From 19 April 2019 to 27 April 2023, Mr. Chen had served as the chief financial officer of the Group. He is mainly responsible for the domestic and external debt restructuring of the Group. Mr. Chen graduated from Sun Yat-Sen University in the PRC with a bachelor’s degree in finance and is a member of The Chinese Institute of Certified Public Accountants. Mr. Chen joined the Group in August 2014, and was appointed as an executive Director on 27 January 2021 and was appointed as co-president of the Group on 21 March 2021. Mr. Chen had served in renowned companies such as Deloitte Touche Tohmatsu CPA and Fantasia Holdings as an audit and assurance manager and a general manager of finance department, respectively. Mr. Chen had served as a non-executive director of Aoyuan Healthy Life Group Company Limited (3662.HK) from 9 July 2018 to 29 January 2021.

Save as disclosed above, Mr. Chen did not hold any directorship in other public listed companies in the last three years and he is not related to any Director, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company or any of its subsidiaries.

Mr. Chen has entered into a service contract with the Company for a term of 3 years and which will continue thereafter unless and until terminated by either party giving 3 months’ written notice. He is entitled to receive salary being RMB3,300,000 per annum and discretion bonuses pegged to performance. Mr. Chen’s remuneration, which is commensurate with his duties and responsibilities held, is approved by the Board with reference to the prevailing market situation for similar appointment.

As at the Latest Practicable Date, Mr. Chen beneficially held a total of 1,250,000 Shares, representing approximately 0.04% of the issued share capital of the Company. Save as disclosed above, as at the Latest Practicable Date, Mr. Chen was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

In relation to the re-election of Mr. Chen as Director, there is no information which is discloseable nor is Mr. Chen involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders.

**Mr. Tan Yi** (“**Mr. Tan**”), aged 43, is currently an executive Director, a vice president of the Group and a director of certain subsidiaries of the Company. Mr. Tan has 16 years of work experience with the Group and has extensive knowledge and skills in overseeing the overall daily operation and compliance, investment and legal management. Mr. Tan joined the Group in October 2006 and has assumed various positions successively since then, including, the legal specialist, legal officer and legal general manager of the Company, president assistant and vice president of a major subsidiary of the Group, president assistant of the Group and vice president of investment and legal department of the Group. Since July

2020, Mr. Tan also serves as the chairman of supervisory board of Aoyuan Beauty Valley Technology Co., Ltd. (奧園美谷科技股份有限公司) (000615.SZ), an indirect non-wholly owned subsidiary of the Company whose shares are listed on the Shenzhen Stock Exchange. Prior to joining the Group, Mr. Tan had served as a legal specialist from July 2005 to September 2006 in Guangzhou Dongshun Real Estate Development Co.\* (廣州東順房地產開發有限公司), a real estate company in the PRC. Mr. Tan graduated from Hunan Normal University (湖南師範大學) in the PRC in June 2001 with a bachelor's degree in mathematics education and obtained a master's degree in law from Sun Yat-Sen University (中山大學) in the PRC in June 2005.

Save as disclosed above, Mr. Tan did not hold any directorship in other public listed companies in the last three years and he is not related to any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company or any of its subsidiaries.

Mr. Tan has entered into a service contract with the Company for a term of 3 years and which will continue thereafter unless and until terminated by either party giving 3 months' written notice. He is entitled to receive salary being RMB2,000,000 per annum and discretion bonuses pegged to performance. Mr. Tan's remuneration, which is commensurate with his duties and responsibilities held, is approved by the Board with reference to the prevailing market situation for similar appointment.

As at the Latest Practicable Date, Mr. Tan was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

In relation to the re-election of Mr. Tan as Director, there is no information which is discloseable nor is Mr. Tan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Tan that need to be brought to the attention of the Shareholders.

**Mr. Cheung Kwok Keung** ("Mr. Cheung"), aged 56, was appointed as an independent non-executive Director on 20 January 2011. Mr. Cheung is the chairman of Audit Committee, a member of each of Remuneration Committee and Nomination Committee. He is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Cheung has over 20 years of experience in auditing, accounting and financial management. Mr. Cheung was the chief financial officer and company secretary of Lee & Man Paper Manufacturing Limited (2314.HK) up to 31 December 2022, which is listed on the Main Board of Stock Exchange, and was an independent non-executive director of Coolpoint Innonism Holding Limited (formerly known as DCB Holdings Limited, 8040.HK) from 19 January 2018 to 7 February 2023, which is listed on the GEM of the Stock Exchange.

Saved as disclosed above, Mr. Cheung did not hold any directorship in other public listed companies in the last three years and he is not related to any Director, senior management, substantial controlling shareholders (as defined in the Listing Rules) of the Company or any of its subsidiaries.

Pursuant to the appointment letter made between the Company and Mr. Cheung, the appointment of Mr. Cheung is for a term of one year which can be terminated by either party giving one-month written notice, and his term of office may be extended for such period as the Company and Mr. Cheung may agree in writing. The existing Director's fee of Mr. Cheung is HK\$445,200 per annum, which is commensurate with his duties and responsibilities held, is approved by the Board with reference to the prevailing market situation for similar appointment.

As at the Latest Practicable Date, Mr. Cheung was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

In relation to the re-election of Mr. Cheung as Director, there is no information which is disclosable nor is Mr. Cheung involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters concerning Mr. Cheung that needs to be brought to the attention of the Shareholders.

**Mr. Lee Thomas Kang Bor** (“**Mr. Lee**”), aged 69, was appointed as an independent non-executive Director on 13 April 2021. Mr. Lee is the chairman of Remuneration Committee (from 20 January 2023 onwards), a member of each of Audit Committee and Nomination Committee. Mr. Lee graduated from The Hong Kong Polytechnic University (formerly known as Hong Kong Polytechnic) with a higher diploma in accountancy in 1976. He received his bachelor and master of laws degrees from the University of London in 1988 and 1990, respectively. Mr. Lee is a member of the Henan Provincial Committee of the Chinese People's Political Consultative Conference, a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants (UK), the Taxation Institute of Hong Kong, and a member of the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries. Mr. Lee was called to the Bar of the Honourable Society of Lincoln's Inn in 1990. Mr. Lee is a past president and an advisor of the Taxation Institute of Hong Kong, a past president and honorary advisor of Asia Oceania Tax Consultants' Association and a past president of Hong Kong Professional and Senior Executives Association. Mr. Lee is the chairman of Thomas Lee & Partners Limited, Certified Tax Advisers. From August 2008 to March 2021, Mr. Lee served as an independent non-executive director of Sparkle Roll Group Limited (970.HK); From September 2005 to May 2022, Mr. Lee served as an independent non-executive director of China Infrastructure & Logistics Group Limited (1719.HK), the shares of which are listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Lee did not hold any directorship in other public listed companies in the last three years and he is not related to any Director, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company or any of its subsidiaries.

Pursuant to the appointment letter made between the Company and Mr. Lee, the appointment of Mr. Lee is for a term of one year which can be terminated by either party giving one-month written notice, and his term of office may be extended for such period as the Company and Mr. Lee may agree in writing. The Director's fee of Mr. Lee is HK\$445,200 per annum, which is commensurate with his duties and responsibilities held, is approved by the Board with reference to the prevailing market situation for similar appointment.

As at the Latest Practicable Date, Mr. Lee was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

In relation to the re-election of Mr. Lee as Director, there is no information which is disclosable nor is Mr. Lee involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters concerning Mr. Lee that need to be brought to the attention of the Shareholders.

**Mr. Wong Wai Keung Frederick** (“**Mr. Wong**”), aged 66, was appointed as an independent non-executive Director on 24 February 2023. Mr. Wong is a member of each of Audit Committee, Remuneration Committee and Nomination Committee. Mr. Wong has been a fellow of the Hong Kong Institute of Certified Public Accountants since June 1991 and a fellow of the Institute of Chartered Accountants in England and Wales since December 1993. He received a master's degree in electronic commerce from Edith Cowan University in Western Australia in February 2002. Mr. Wong has over 40 years of experience in accounting, finance, audit, tax and corporate finance, and has worked at an international certified public accountant firm and listed companies in the United Kingdom, New Zealand, Hong Kong and Thailand. Mr. Wong has served as an independent non-executive director of Perfect Group International Holdings Limited (3326.HK) since December 2015; an independent non-executive director of Wah Sun Handbags International Holdings Limited (2683.HK) since January 2018. In addition, from April 2014 to May 2022, Mr. Wong served as an independent non-executive director of China Infrastructure & Logistics Group Ltd. (1719.HK). From May 2020 to November 2020, Mr. Wong served as an independent non-executive director of Da Sen Holdings Group Limited (1580.HK), and was redesignated as an executive director from November 2020 to January 2022. From September 2020 to August 2021, Mr. Wong served as an independent non-executive director of Burwill Holdings Limited (24.HK), the shares of the above are either currently or were previously listed on the Main Board of the Stock Exchange. Since February 2019, Mr. Wong has also served as an executive director of CF Energy Corp., the shares of which are listed on the TSX Venture Exchange (stock code: CFY).

Save as disclosed above, Mr. Wong did not hold any directorship in other public listed companies in the last three years and he is not related to any Director, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company or any of its subsidiaries.

Pursuant to the appointment letter made between the Company and Mr. Wong, the appointment of Mr. Wong is for a term of one year which can be terminated by either party giving one-month written notice, and his term of office may be extended for such period as the Company and Mr. Wong may agree in writing. The Director's fee of Mr. Wong is HK\$445,200 per annum which is commensurate with his duties and responsibilities held, is approved by the Board with reference to the prevailing market situation for similar appointment.

As at the Latest Practicable Date, Mr. Wong was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

In relation to the re-election of Mr. Wong as Director, there is no information which is disclosable nor is Mr. Wong involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters concerning Mr. Wong that need to be brought to the attention of the Shareholders.

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## **APPENDIX II EXPLANATORY STATEMENT ON THE SHARE BUY-BACK MANDATE**

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The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2023 Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,965,571,354 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the 2023 Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the 2023 Annual General Meeting and no further Shares are issued or bought back before the 2023 Annual General Meeting, i.e. being 2,965,571,354 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total number of 296,557,135 Shares, representing 10% of the total number of Shares in issue as at the date of the 2023 Annual General Meeting.

### **2. REASONS FOR SHARE BUY-BACK**

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the 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 when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

### **3. FUNDING OF SHARE BUY-BACK**

The company may only apply funds legally available for share buy-back in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

### **4. IMPACT OF SHARE BUY-BACK**

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



**5. MARKET PRICES OF SHARES**

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 1 April 2022 (Friday) and will continue to be suspended until further notice. The highest and lowest prices per Share at which Shares have traded on the Stock Exchange in the previous 12 months up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest <i>HK\$</i></b>	<b>Lowest <i>HK\$</i></b>
<b>2022</b>		
July	–	–
August	–	–
September	–	–
October	–	–
November	–	–
December	–	–
<b>2023</b>		
January	–	–
February	–	–
March	–	–
April	–	–
May	–	–
June	–	–
July (up to the Latest Practicable Date)	–	–

**6. GENERAL**

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

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

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**7. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

If, as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge, information and belief of the Directors, Ace Rise Profits Limited ("**Ace Rise**") was beneficially interested in 1,395,201,062 Shares, representing approximately 47.05% of the issued share capital of the Company. In the event that the Directors exercise in full the power to buy back Shares under the Share Buy-back Mandate and assuming there will be no other change in the issued share capital of the Company, Ace Rise's interests in the Company would be increased to approximately 51.86% of the number of issued Shares. The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Share Buy-back Mandate to such an extent that it will trigger the mandatory general offer under the Takeover Code or will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

**8. SHARE BUY-BACK MADE BY THE COMPANY**

During the 6 months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

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## NOTICE OF 2022 ADJOURNED ANNUAL GENERAL MEETING

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### 中國奧園集團股份有限公司 China Aoyuan Group Limited

(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 3883)

## NOTICE OF 2022 ADJOURNED ANNUAL GENERAL MEETING

Notice is hereby given that the 2022 adjourned annual general meeting (the “**2022 Adjourned AGM**”) of China Aoyuan Group Limited (the “**Company**”) will be held at 24th Floor, Admiralty Centre, Tower 1, 18 Harcourt Road, Hong Kong on Thursday, 24 August 2023 at 11:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company and the auditors of the Company for the financial year ended 31 December 2021.
2. To re-appoint SHINEWING (HK) CPA Limited as the auditors of the Company and to authorise the board of directors to fix their remuneration.

By Order of the Board  
**China Aoyuan Group Limited**  
**Guo Zi Wen**  
*Chairman*

Hong Kong, 27 July 2023

*Notes:*

1. All resolutions at the 2022 Adjourned AGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the 2022 Adjourned AGM is entitled to appoint a proxy or more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the 2022 Adjourned AGM or any adjournment or postponement

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## NOTICE OF 2022 ADJOURNED ANNUAL GENERAL MEETING

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(as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the 2022 Adjourned AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. For determining the entitlement to attend and vote at the 2022 Adjourned AGM, the Register of Members of the Company will be closed from Thursday, 17 August 2023 to Thursday, 24 August 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 2022 Adjourned AGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 16 August 2023.
5. If Typhoon Signal No. 8 or above or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Hong Kong Government is/are in force any time after 7:00 a.m. on the date of the 2022 Adjourned AGM, the 2022 Adjourned AGM will be postponed. Shareholders of the Company will be informed of the date, time and venue of the rescheduled meeting by a supplementary notice, posted on the respective website(s) of the Company and Hong Kong Exchanges and Clearing Limited.

The 2022 Adjourned AGM will be held as scheduled regardless of whether or not an "amber" or "red" rainstorm warning signal is in force in Hong Kong at any time on that day.

After considering their own situations, shareholders of the Company should decide whether they would attend the 2022 Adjourned AGM under bad weather condition and if they do so, they are advised to exercise care and caution.

6. References to time and dates in this notice are to Hong Kong time and dates.

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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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### 中國奧園集團股份有限公司 China Aoyuan Group Limited

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

**(Stock Code: 3883)**

## NOTICE OF 2023 ANNUAL GENERAL MEETING

Notice is hereby given that the 2023 annual general meeting (the “**2023 AGM**”) of China Aoyuan Group Limited (the “**Company**”) will be held at 24th Floor, Admiralty Centre, Tower 1, 18 Harcourt Road, Hong Kong on Thursday, 24 August 2023 at 11:15 a.m. (or immediately following the 2022 Adjourned Annual General Meeting) for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company and the auditors of the Company for the financial year ended 31 December 2022.
2.
  - (a) To re-elect Mr. Chen Zhi Bin as executive director.
  - (b) To re-elect Mr. Tan Yi as executive director.
  - (c) To re-elect Mr. Cheung Kwok Keung as independent non-executive director.
  - (d) To re-elect Mr. Lee Thomas Kang Bor as independent non-executive director.
  - (e) To re-elect Mr. Wong Wai Keung Frederick as independent non-executive director.
  - (f) To authorise the board of directors to fix the respective directors’ remuneration.
3. To re-appoint SHINEWING (HK) CPA Limited as the auditors of the Company and to authorise the board of directors to fix their remuneration.

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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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

**“THAT:**

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

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

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

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

**“THAT:**

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

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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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

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

- (d) for the purposes of this resolution:

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

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

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

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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board  
**China Aoyuan Group Limited**  
**Guo Zi Wen**  
*Chairman*

Hong Kong, 27 July 2023

*Notes:*

1. All resolutions at the 2023 AGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the 2023 AGM is entitled to appoint a proxy or more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the 2023 AGM or any adjournment or any postponement (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the 2023 AGM or any adjournment or any postponement and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Thursday, 17 August 2023 to Thursday, 24 August 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 2023 AGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 16 August 2023.



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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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5. If Typhoon Signal No. 8 or above or a “black” rainstorm warning or “extreme conditions after super typhoons” announced by the Hong Kong Government is/are in force any time after 7:00 a.m. on the date of the 2023 AGM, the 2023 AGM will be postponed. Shareholders of the Company will be informed of the date, time and venue of the rescheduled meeting by a supplementary notice, posted on the respective website(s) of the Company and Hong Kong Exchanges and Clearing Limited.

The 2023 AGM will be held as scheduled regardless of whether or not an “amber” or “red” rainstorm warning signal is in force in Hong Kong at any time on that day.

After considering their own situations, shareholders of the Company should decide whether they would attend the 2023 AGM under bad weather condition and if they do so, they are advised to exercise care and caution.

6. References to time and dates in this notice are to Hong Kong time and dates.