
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Huscoke Holdings 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.

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



HUSCOKE HOLDINGS LIMITED

和嘉控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 704)

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES;
RE-ELECTION OF DIRECTORS;
PROPOSED AMENDMENTS TO THE BYE-LAWS AND
PROPOSED ADOPTION OF THE AMENDED
AND RESTATED BYE-LAWS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Huscoke Holdings Limited (the “**Company**”) to be held at Room 2301, 23/F, Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Thursday, 28 September 2023 at 3:00 p.m. is set out on pages 84 to 88 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk) and the website of the Company (www.huscoke.com).

Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and, in any event not less than 48 hours before the time appointed for the holding of the meeting (or any adjournment thereof). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the annual general meeting, or any adjournment thereof if you so wish.

29 August 2023

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
Introduction	3
Share Repurchase Mandate and Share Issue Mandate	4
Re-election of Directors	4
Proposed Amendments to the Bye-Laws and Proposed Adoption of the Amended and Restated Bye-Laws	7
AGM	7
Voting by Poll	7
Recommendations	8
Responsibility Statement	8
General Information	8
Appendix I – Repurchase Mandate Explanatory Statement	9
Appendix II – Details of Directors subject to Re-election	12
Appendix III – Proposed Amendments to the Bye-Laws	16
Notice of Annual General Meeting	84

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room 2301, 23/F., Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Thursday, 28 September 2023 at 3:00 p.m.
“Amended Bye-Laws”	the amended and restated Bye-Laws incorporating the Proposed Amendments proposed to be adopted by the Shareholders by way of a special resolution at the AGM
“Board”	the board of Directors of the Company
“Bye-Laws”	the bye-laws from time to time adopted by the Company
“close associate”	shall have the meaning ascribed to it under the Listing Rules
“Company”	Huscoke Holdings Limited, a company incorporated in Bermuda with limited liability, whose Shares are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong for the time being
“Latest Practicable Date”	24 August 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Association”	the memorandum of association of the Company
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the notice of the AGM

DEFINITIONS

“Proposed Amendments”	the proposed amendments to the existing Bye-Laws to be incorporated in the Amended Bye-Laws as set out in Appendix III to this circular
“Repurchase Mandate”	the proposed mandate to the Directors to repurchase Shares pursuant to Ordinary Resolution No. 4 as set out in the notice of the AGM in its present or any amended form
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong as amended from time to time
“Shares”	fully paid shares of HK\$0.10 each of the Company
“Shareholder(s)”	holder(s) of the Shares
“Share Issue Mandate”	the proposed mandate to the Directors to allot, issue and deal with Shares pursuant to Ordinary Resolution No. 5 as set out in the notice of the AGM in its present or any amended form
“Special Resolution”	the proposed special resolution as referred to in the notice of the AGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



HUSCOKE HOLDINGS LIMITED

和嘉控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 704)

Executive Directors:

Mr. Zhao Xu Guang (*Chairman and Chief Executive Officer*)
Mr. Wang Yijun

Non-Executive Directors:

Mr. Wong Siu Hung, Patrick
Mr. Huang Man Yem
Mr. Jiang Jiansheng
Mr. Tang Ching Fai

Independent non-executive Directors:

Mr. Lam Hoy Lee, Laurie
Mr. To Wing Tim, Paddy
Dr. Wang Wei Hsin

Registered office:

Victoria Place
5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Principal Office:

Room 2301, 23/F
Tower One, Lippo Centre,
89 Queensway
Admiralty
Hong Kong

29 August 2023

To Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES;
RE-ELECTION OF DIRECTORS; AND
PROPOSED AMENDMENTS TO THE BYE-LAWS AND
PROPOSED ADOPTION OF THE AMENDED
AND RESTATED BYE-LAWS**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM to enable you to make a decision on whether to vote for or against the resolutions, among other matters, for (i) the granting of the Repurchase Mandate and the Share Issue Mandate to the Directors to repurchase Shares and allot, issue and deal with new Shares respectively; (ii) the re-election of Directors retiring at the AGM; and (iii) the Proposed Amendments and proposed adoption of the Amended Bye-Laws.

LETTER FROM THE BOARD

SHARE REPURCHASE MANDATE AND SHARE ISSUE MANDATE

To provide flexibility to the Directors, an Ordinary Resolution will be proposed at the AGM that the Directors be given the Repurchase Mandate to exercise all powers of the Company to purchase issued Shares subject to the limitation set out in the Ordinary Resolution No. 4. In particular, Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number of Shares as represents 10% of the number of issued Shares on the date of passing the Ordinary Resolution No. 4.

Ordinary Resolution will also be proposed at the AGM to authorize (a) the granting of the Share Issue Mandate to the Directors to allot, issue and deal with Shares not exceeding 20% of the number of issued Shares as at the date of the passing of Ordinary Resolution No. 5 and (b) the extension of the Share Issue Mandate by adding to such mandate the number of Shares to be repurchased by the Company under the Repurchase Mandate in the terms as set out in Ordinary Resolution No. 6.

As at the Latest Practicable Date, the number of Shares in issue were 290,373,235 Shares. On the basis of such figures (and assuming no new Shares will be issued and no Shares will be repurchased prior to the date of the AGM), exercise in full of the Share Issue Mandate will enable the Directors to allot, issue and deal with 58,074,647 Shares.

An explanatory statement as required under the Listing Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix I.

Shareholders should note that both the Repurchase Mandate and the Share Issue Mandate, if approved, will continue in force until the conclusion of the next annual general meeting of the Company or an earlier date as referred to in paragraph (c) of the Ordinary Resolution No. 4 and paragraph (d) of the Ordinary Resolution No. 5 as set out in the notice of the AGM respectively.

RE-ELECTION OF DIRECTORS

In accordance with bye-law 99 of the Bye-Laws of the Company, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.

LETTER FROM THE BOARD

Pursuant to bye-law 99 of the Bye-Laws of the Company, Mr. Zhao Xu Guang (Chief Executive Officer, Chairman of the Board and executive Director), Mr. Wang Yijun (executive Director), Mr. Jiang Jiansheng (non-executive Director) and Mr. Lam Hoy Lee, Laurie (independent non-executive Director) shall retire by rotation at the AGM. Being eligible for re-election, Mr. Zhao Xu Guang, Mr. Wang Yijun, Mr. Jiang Jiansheng and Mr. Lam Hoy Lee, Laurie will offer themselves for re-election at the AGM.

At the AGM, ordinary resolutions will be proposed to re-elect Mr. Zhao Xu Guang and Mr. Wang Yijun as executive Directors, Mr. Jiang Jiansheng as non-executive Director and Mr. Lam Hoy Lee, Laurie as independent non-executive Director.

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

Nomination process for independent non-executive Directors subject to re-election at the AGM

In reviewing the structure of the Board annually, the nomination committee of the Company (the “**Nomination Committee**”) will consider the structure, size and diversity (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy. All appointments to the Board are based on meritocracy. The candidates will be assessed based on criteria such as educational background and relevant skills and experience, with a view to maintaining a sound balance in the composition of the Board.

Particular attention was given to reviewing the independence and re-election of Mr. Lam Hoy Lee, Laurie, who was appointed as independent non-executive Director in October 2009 and has served in such role for more than nine years. Pursuant to the code provision B.2.3 of Corporate Governance Code as set out in Appendix 14 to the Listing Rules, if an independent non-executive Director has served more than nine years, such Director’s further appointment should be subject to a separate resolution to be approved by Shareholders. Moreover, the accompanying circular proposing his re-election should include reasons why the Board or the Nomination Committee believe that such independent non-executive Director is still independent and should be re-elected, including the factors considered, the process and the discussion of the Board (or Nomination Committee) in arriving at such determination.

LETTER FROM THE BOARD

In considering whether Mr. Lam Hoy Lee, Laurie is still independent, the Nomination Committee and the Board have taken into account his ability to act objectively and impartially and to provide an independent view in respect of the Company's matters. Mr. Lam Hoy Lee, Laurie has not engaged in any executive or daily management of the Company nor has he had any relationships with any Director, senior management or substantial or controlling shareholders of the Company, and there does not exist any circumstances which are expected to interfere with the exercise of his independent judgement. In addition, based on the confirmation of independence under Rule 3.13 of the Listing Rules from Mr. Lam Hoy Lee, Laurie, the Nomination Committee and the Board are of the opinion that he continues to fulfil the independence requirements.

The Nomination Committee and the Board also noted that Mr. Lam Hoy Lee, Laurie has devoted sufficient time and demonstrated the required attributes for the discharge of his duties as independent non-executive Director. In view of Mr. Lam Hoy Lee, Laurie's in-depth professional knowledge and extensive experience and skills in the legal field, he has demonstrated his abilities to provide sound advice and independent views on the Company's matters, which have made invaluable contributions to the Company.

Taking into account the foregoing factors and the independent scope of work of Mr. Lam Hoy Lee, Laurie in the past years, the Board considers that going forward, Mr. Lam Hoy Lee, Laurie would remain independent under the Listing Rules despite the fact that he has served the Board for more than nine years. The Board also believes that the continued tenure of Mr. Lam Hoy Lee, Laurie will bring considerable stability to the Board and the Board has benefited greatly from the presence of Mr. Lam Hoy Lee, Laurie who has over time gained valuable insight into the Group. Based on the board diversity policy of the Company, the Board is of the view that Mr. Lam Hoy Lee, Laurie can contribute to the diversity of the Board, in particular, with his strong educational background and professional experience in his expertise, and the Board is of the opinion that Mr. Lam Hoy Lee, Laurie remains independent notwithstanding the length of his service and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Therefore, the Board considers that the re-election of Mr. Lam Hoy Lee, Laurie as independent non-executive Director is in the best interest of the Company and the Shareholders as a whole.

The proposed re-election of Mr. Lam Hoy Lee, Laurie as independent non-executive Director will be subject to a separate resolution to be approved by the Shareholders at the AGM.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE BYE-LAWS AND PROPOSED ADOPTION OF THE AMENDED AND RESTATED BYE-LAWS

Reference is made to the announcement of the Company dated 21 July 2023. The Board proposes to seek approval from the Shareholders at the AGM for amendments to the Bye-Laws to conform with the core shareholder protection standards set out in Appendix 3 to the Listing Rules and to make other updates and housekeeping changes. The Company will seek approval from the Shareholders at the AGM for the adoption of the Amended Bye-Laws incorporating the Proposed Amendments. The Proposed Amendments and the proposed adoption of the Amended Bye-Laws are subject to the approval of the Shareholders by way of special resolution at the AGM. Details of the Proposed Amendments are set out in Appendix III to this circular. The legal advisers to the Company as to Hong Kong laws and Bermuda laws have respectively confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and are not inconsistent with the laws of the Bermuda. The Company confirms that there is nothing unusual about the Proposed Amendments for a Bermuda company listed on the Stock Exchange.

AGM

A copy of the notice of the AGM to be held at Room 2301, 23/F, Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong at 3:00 p.m. on Thursday, 28 September 2023 is set out on pages 84 to 88 of this circular. The Ordinary Resolutions to approve the granting of the Repurchase Mandate and the Share Issue Mandate will be proposed at such meeting.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and, in any event not less than 48 hours before the time appointed for the holding of the meeting (or any adjournment thereof). Completion and delivery of the form of proxy will not prevent you from attending and voting at the AGM if you so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. All the resolutions set out in the notice of the AGM will be decided by poll in accordance with the Listing Rules. The chairman of the AGM would explain the detailed procedure for conducting a poll at the commencement of the AGM.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share registered in his/her name in the register of Shareholders. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same manner.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors believe that the proposed Ordinary Resolutions for approving the Share Issue Mandate, the Repurchase Mandate and the extension of the general mandate, and the re-election of the Directors and the proposed Special Resolution for approving the Proposed Amendments and the proposed adoption of the Amended Bye-Laws at the AGM are in the best interests of the Company and Shareholders as a whole and so recommend you to vote in favour of the Ordinary Resolutions and the Special Resolution at the AGM.

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.

GENERAL INFORMATION

Your attention is also drawn to the additional information as set out in the Appendices to this circular.

By order of the Board
Husoke Holdings Limited
Zhao Xu Guang
Chairman and Chief Executive Officer

APPENDIX I REPURCHASE MANDATE EXPLANATORY STATEMENT

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you to enable you to make an informed decision on whether to vote for or against the Ordinary Resolution to approve the Repurchase Mandate.

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid up shares on the Stock Exchange subject to certain restrictions.

MAXIMUM NUMBER OF SHARES TO BE REPURCHASED

A maximum of 10% of the number of issued Shares at the date of the proposed Ordinary Resolution may be repurchased. As at the Latest Practicable Date, the number of Shares in issue were 290,373,235 Shares. On the basis of such figures (and assuming no new Shares will be issued and no Shares will be repurchased after the Latest Practicable Date, and up to the date of passing the Ordinary Resolution), subject to the passing of the proposed resolution for the approval of the Repurchase Mandate, the Directors would be authorised to repurchase Shares up to a limit of 29,037,323 Shares during the period in which the Repurchase Mandate remains in force.

REASONS FOR THE REPURCHASE MANDATE

The Board believes that the ability to repurchase Shares under the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Repurchases may, depending on the circumstances, result in an increase in net assets and/or earnings per share. The Directors are therefore seeking the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be purchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Board at the relevant time having regard to the circumstances then prevailing.

SOURCE OF FUNDS

It is expected that the funds required for repurchases of Shares under the Repurchase Mandate would be derived from the capital paid up on the Shares being repurchased (if applicable) and from the distributable profits of the Company, which will be funds legally available for such purpose in accordance with the Memorandum of Association and Bye-Laws, the Listing Rules and the applicable laws of Bermuda.

IMPACT ON REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited financial statements for the fifteen months ended 31 March 2023) in the event that authorised repurchases of Shares are carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the

APPENDIX I REPURCHASE MANDATE EXPLANATORY STATEMENT

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.

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates has any present intention, in the event that the Repurchase Mandate is granted by Shareholders, to sell Shares to the Company.

No core connected person of the Company as defined in the Listing Rules has notified the Company that he/she has a present intention to sell any Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to repurchase its Shares.

EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate (if approved to be granted by Shareholders at the AGM), such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Directors, Shun Wang Investments Limited is entitled to exercise and/or control the exercise of 50.57% of the voting rights in the general meetings of the Company. In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the voting rights of Shun Wang Investments Limited in the Company would increase to approximately 56.18%. Such increase will not give rise to an obligation on it to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code.

The Directors will not make repurchase of Shares if the results of the repurchase would be that less than 25% of the number of issued Shares would be in public hands. The Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate.

APPENDIX I REPURCHASE MANDATE EXPLANATORY STATEMENT

SHARE PRICES

During each of the 12 months preceding the Latest Practicable Date, the highest and lowest prices at which the Shares have traded on the Stock Exchange were as follows:

Year	Month	Highest (HK\$)	Lowest (HK\$)
2022	August*	–	–
	September*	–	–
	October*	–	–
	November*	–	–
	December*	–	–
2023	January*	–	–
	February*	–	–
	March*	–	–
	April	0.217	0.185
	May	0.200	0.145
	June	0.395	0.121
	July	0.295	0.182
	August (up to the Latest Practicable Date)	0.280	0.162

* Trading in the Shares on the Stock Exchange was suspended from 9:00 a.m. on 29 March 2021 to 9:00 a.m. on 14 April 2023.

SHARES REPURCHASED BY THE COMPANY

Neither the Company nor any of its subsidiaries has repurchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda, the Memorandum of Association and Bye-Laws.

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

Details of retiring Directors subject to re-election at the AGM are set out below:

MR. ZHAO XU GUANG

Mr. ZHAO Xu Guang (“Mr. Zhao”), aged 60, was appointed as an executive Director, the Chairman of the Board and the Chairman of the Nomination Committee with effect from 17 November 2016 and was appointed as Chief Executive Officer on 2 May 2017. Mr. Zhao was appointed as Authorized Representative on 15 January 2020 and resigned as Authorized Representative on 1 March 2020. Mr. Zhao has more than 20 years of experience in business executive and management. Mr. Zhao worked for the Ministry of Foreign Trade and Economic Cooperation of the People’s Republic of China. Mr. Zhao also acted as chairman, general manager and director of various enterprises specializing in trading, investment, property and in the energy field. Mr. Zhao served as chairman and executive director of Titan Petrochemicals Group Limited (“**Titan Petrochemicals**”), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1192) from July 2012 to September 2015. Mr. Zhao graduated from Guangdong University of Foreign Studies with a Bachelor of Economics degree.

There is no service contract entered into between the Company and Mr. Zhao. Mr. Zhao is subject to retirement and re-election at the AGM of the Company pursuant to the Bye-Laws of the Company and the Listing Rules. Mr. Zhao is entitled to a monthly director fee of HK\$65,000 (which is payable at the level of the Company) and a monthly salary of HK\$123,000 (which is payable at the level of Huscoke International Group Limited, a wholly owned subsidiary of the Company), which were determined by the remuneration committee of the Company with reference to his duties and responsibilities within the Group, the Group’s remuneration policy and the prevailing market condition. Mr. Zhao is also entitled to a discretionary bonus for each financial year, which is payable at the discretion of the Board (or, if so delegated, the remuneration committee of the Board) and determined with reference to the Group’s results and performance for the financial year concerned.

As at the Latest Practicable Date, Shun Wang Investments Limited is owned as to 100% by Whole Advance Limited, which voting ordinary shares are owned as to 100% by Liberal Expansion Limited, which in turn is owned as to 100% by Mr. Zhao Xu Guang, an executive Director and chairman of the Company. Accordingly, Mr. Zhao is deemed to be interested in 146,841,904 shares of the Company under the Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhao (i) does not hold any position with the Company or other members of the Group; (ii) does not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company (as defined in the Listing Rules); (iii) has not held any directorship in public companies in the last three years the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not have any interests in the securities of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no matters relating to Mr. Zhao which the Board considers necessary to be brought to the attention of the Shareholders of the Company.

MR. WANG YIJUN

Mr. WANG Yijun (“Mr. Wang”), aged 60, has been appointed as an executive Director of the Company since 10 July 2019. Mr. Wang served as a director and general manager of Shanxi Yiling Investment Inc.* from March 2010 to November 2018. Mr. Wang also served as chief executive director of Shanxi Zhongrui Group* and general manager of Shanxi Zhongrui Trading Company Limited* from August 1999 to March 2010. Mr. Wang holds a professional qualification in industrial and civil architecture at Taiyuan University.

Mr. Wang has entered into a service agreement with the Company regarding his appointment. Mr. Wang is subject to retirement and be eligible for re-election pursuant to the Bye-Laws of the Company. Mr. Wang is entitled to a monthly director fee of HK\$82,000, which was determined by the remuneration committee of the Company with reference to his duties and responsibilities within the Group, the Group’s remuneration policy and the prevailing market condition. Mr. Wang is also entitled to a discretionary bonus for each financial year, which is payable at the discretion of the Board (or, if so delegated, the remuneration committee of the Board) and determined with reference to the Group’s results and performance for the financial year concerned.

He was appointed as the chairman and chief executive officer of Shanxi Huscoke International Energy Company Limited* (山西和嘉國際能源有限公司) since 11 May 2022, the chairman of Shanxi Golden Rock Rich Hydrogen Energy Co., Ltd. since 28 July 2020 and the director of Shanxi Jinyan Energy Jiarun Co., Ltd* (山西金岩能源嘉潤有限責任公司) since 14 February 2023.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang (i) does not hold any position with the Company or other members of the Group; (ii) does not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company (as defined in the Listing Rules); (iii) has not held any directorship in public companies in the last three years the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not have any interests in the securities of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no matters relating to Mr. Wang which the Board considers necessary to be brought to the attention of the Shareholders of the Company.

* For identification purposes only

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

MR. JIANG JIANGSHENG

Mr. JIANG Jiansheng (“Mr. Jiang”), aged 61, has been appointed as a non-executive Director of the Company with effect from 15 January 2020. Mr. Jiang has served as a senior consultant and general manager of Inner Mongolia Andeli Chemical Co., Ltd.* since 2018. Mr. Jiang respectively served as deputy general manager, chief engineer of the chemical sector, director of the coal-to-liquids project and senior consultant of Inner Mongolia Yitai Coal Oil Production Plant*. Mr. Jiang also served as chemical process design engineer and dean of the design and research institute of Yanchang Petroleum Shaanxi Xingping Fertilizer Plant* (now known as Yanchang Petroleum Shaanxi Xinghua Group Company*) from 1984 to 2005. Mr. Jiang was the chairman of the National Nitrogen Fertilizer Association, the chairman of Technical Committee of the National Chemical Synthetic Ammonia Design Technology Center Station, a member of a committee on standardization of Coal Fuel of National Energy Administration, a member of the professional committee on Coal Chemical Utilization of The Chemical Industry and Engineering Society of China, a member of Technical Committee of the National Gas Purification Information Centre, an expert of the Coal Chemical Industry Expertise Committee of China Petroleum and Chemical Industry Federation and evaluation expert of the China Development Bank, etc. Mr. Jiang holds a professional qualification of inorganic chemical engineering in chemical engineering and bachelor degree in engineering at Inner Mongolia University of Technology. Mr. Jiang is a senior engineer in professor-level and a registered chemist in chemical process design.

He was appointed as the director of Shanxi Golden Rock Rich Hydrogen Energy Co., Ltd. since 12 March 2020 and the director of Shanxi Jinyan Energy Jiarun Co., Ltd* (山西金岩能源嘉潤有限責任公司) since 14 February 2023.

Mr. Jiang has entered into a service agreement with the Company regarding his appointment. Mr. Jiang is subject to retirement and be eligible for re-election pursuant to the Bye-Laws of the Company. Mr. Jiang is entitled to a monthly director fee of HK\$30,000, which was determined by the remuneration committee of the Company with reference to his duties and responsibilities within the Group, the Group’s remuneration policy and the prevailing market condition.

Save as disclosed above, as at the Latest Practicable Date, Mr. Jiang (i) does not hold any position with the Company or other members of the Group; (ii) does not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company (as defined in the Listing Rules); (iii) has not held any directorship in public companies in the last three years the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not have any interests in the securities of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

* For identification purposes only

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no matters relating to Mr. Jiang which the Board considers necessary to be brought to the attention of the Shareholders of the Company.

MR. LAM HOY LEE, LAURIE

Mr. LAM Hoy Lee, Laurie (“Mr. Lam”), aged 65, has been appointed as an independent non-executive Director since September 2008. Mr. Lam is a member of the Audit Committee and the Nomination Committee, and the Chairman of the Remuneration Committee. Mr. Lam has 36 years of experience in legal field working as a solicitor in Hong Kong. Mr. Lam is a practicing solicitor of Hong Kong and non-practicing solicitor of Singapore and a non-practicing solicitor and non-practicing counsel of Australia.

There is no service contract entered into between the Company and Mr. Lam. Mr. Lam is not appointed for a specific term but subject to retirement and be eligible for re-election pursuant to the Bye-Laws of the Company. Mr. Lam is entitled to a monthly director fee of HK\$15,000 which was determined by the remuneration committee of the Company with reference to his duties and responsibilities within the Group, the Group’s remuneration policy and the prevailing market condition. He is also entitled to a discretionary bonus for each financial year, which is payable at the Board’s discretion and determined with reference to the Group’s results and performance for the financial year concerned.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lam (i) does not hold any position with the Company or other members of the Group; (ii) does not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company (as defined in the Listing Rules); (iii) has not held any directorship in public companies in the last three years the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not have any interests in the securities of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no matters relating to Mr. Lam which the Board considers necessary to be brought to the attention of the Shareholders of the Company.

This appendix sets out the Proposed Amendments to the Bye-Laws, as follows. Unless otherwise specified, clauses, paragraphs, clause numbers and bye-law numbers referred to herein are clauses, paragraphs, clause numbers and bye-law numbers of the Bye-Laws.

Bye-law No.	Proposed amendments (showing changes to the existing Bye-Laws)
Cover page of the Bye-Laws	<p style="text-align: center;"> <u>AMENDED</u> <u>AND</u> <u>RESTATED</u> BYE-LAWS OF Huscoke Resources Holdings Limited 和嘉控股有限公司 (Formerly known as Frankie Dominion International Limited) (Adopted by way of a special resolution passed on 28 September 2023) </p>
1.	<p>The marginal notes to these Bye-Laws shall not be deemed to be part of these Bye-Laws and shall not affect their interpretation and in the interpretation of these Bye-Laws, unless there be something in the subject or context inconsistent therewith:–</p> <p><u>“announcement” means an official publication of a Notice or document of the Company, including a publication, subject to and to such extent permitted by the Listing Rules, by electronic communication or by advertisement published in the newspapers or in such manner or means ascribed and permitted by the Listing Rules and applicable laws.</u></p> <p><u>“the Company” or “this Company” shall mean Huscoke Resources Holdings Limited 和嘉控股有限公司 incorporated in Bermuda on the 28th day of February, 1991.</u></p> <p><u>“the Companies Act” shall mean the Companies Act 1981 of Bermuda as may from time to time be amended.</u></p> <p><u>“Director” shall mean a director of the Company and includes an alternate in his/her capacity as a director of the Company.</u></p>

“substantial shareholder” means a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the Listing Rules from time to time) of the voting power at any general meeting of the Company.

“physical meeting” means a general meeting held and conducted by physical attendance and participation by shareholders and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations.

“Principal Meeting Place” shall have the meaning given to it in Bye-Law 63(B).

“the Board” shall mean the Directors from time to time of the Company or (as the context may require) the majority of Directors present voting at a meeting of the Directors at which a quorum is present.

~~“associates” shall have the meaning as ascribed to it from time to time under the rules of the stock exchange on which shares of the Company are listed or dealt.~~

“the Chairman” shall mean the Chairman presiding at any meeting of members or of the Board or as the context requires the Chairman of the Board as elected or otherwise appointed by the Directors.

“Corporate representative” means any person appointed to act in that capacity pursuant to Bye-Laws 87 or 87A.

“clearing house” shall mean a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction, including but not limited to HKSCC.

	<p><u>“close associate” in relation to any Director, shall have the same meaning as defined in the Listing Rules as modified from time to time, except that for purposes of Bye-Law 98(H) where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.</u></p> <p><u>“electronic communication” means a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other similar means in any form through any medium.</u></p> <p><u>“electronic meeting” means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by shareholders and/or proxies by means of electronic facilities.</u></p> <p><u>“HKSCC” means Hong Kong Securities Clearing Company Limited.</u></p> <p><u>“Hong Kong” shall mean the Hong Kong Special Administrative Region of the People’s Republic of China.</u></p> <p><u>“hybrid meeting” means a general meeting convened for the (i) physical attendance by shareholders and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by shareholders and/or proxies by means of electronic facilities.</u></p> <p><u>“Listing Rules” means rules of the Designated Stock Exchange.</u></p> <p><u>“Meeting Location” has the meaning given to it in Bye-Law 69A.</u></p> <p><u>“Notice” or “notice” shall mean written notice unless otherwise specifically stated and as further defined in these Bye Laws.</u></p>
--	---

“writing” or “printing” shall include writing, printing, lithography, photography, typewriting and every other mode of representing words or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic commination), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the member’s election comply with applicable Statutes, rules and regulations.

A reference to a meeting shall mean a meeting convened and held in any manner permitted by these Bye-Laws and any shareholder or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Bye-Laws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly.

References to the right of a shareholder to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities.

References to a person’s participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Bye-Laws to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly.

References to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise).

Where a shareholder is a corporation, any reference in these Bye-Laws to a shareholder shall, where the context requires, refer to a duly authorised representative of such shareholder.

References to a document (including, without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a Notice or document include a Notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.

~~A resolution shall be a Special Resolution when it has been passed by a majority of not less three-fourths of the vote cast by such members as, being entitled so to do, vote in person or as a duly authorized corporate representative or, when proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with Bye-Law 63 (i) not less than 21 clear days' notice; and (ii) not less than 20 clear business days' notice where such Special Resolution is put forward for consideration at an annual general meeting or not less than 10 clear business days' notice where such Special Resolution is put forward for consideration at a special general meeting, specifying (without prejudice to the power contained in these presents to amend the same) the intention to propose the resolution as a special resolution, has been duly given, Provided that to the extent permitted by the rules of the Designated Stock Exchange, if it is so agreed by a majority in number of the members having a right to attend and vote at any such meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right, a resolution may be proposed and passed as a Special Resolution at a meeting of which, in respect of an annual general meeting, less than 21 clear days' notice and/or less than 20 clear business days' notice or in respect of a special general meeting, less than 21 clear days' notice and/or less than 10 clear business days' notice, has been given.~~

	<p>A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of such members as, being entitled so to do, vote in person or as a duly authorized representative or, where proxies are allowed, by proxy or at a general meeting held in accordance with these presents and of which <u>notice has been duly given in accordance with Bye-Law 63</u> (i) not less than 14 clear days' notice; and (ii) not less than 20 clear business days' notice where such Ordinary Resolution is put forward for consideration at an annual general meeting or not less than 10 clear business days' notice where such Ordinary Resolution is put forward for consideration at a special general meeting, has been given.</p> <p><u>A resolution shall be an Extraordinary Resolution when it has been passed by a majority of not less than two-thirds of votes cast by such members as, being entitled so to do, vote in person or, in the case of such members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-Law 63.</u></p> <p>A Special Resolution shall be effective for any purpose for which an Ordinary Resolution <u>or an Extraordinary Resolution</u> is expressed to be required under any provision of these Bye Laws or the Statutes.</p>
3.	<p>Without prejudice to any special rights or restrictions for the time being attaching to any shares or any class of shares, any share may be issued upon such terms and conditions and with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by Ordinary Resolution determine (or, in the absence of any such determination or so far as the same may not make specific provision, as the Board may determine) and any preference share may, subject to the Companies Act and with the sanction of a Special Resolution, be issued on the terms that it is liable to be redeemed upon the happening of a specified event or upon a given date and either at the option of the Company or, if <u>if</u> so authorised by the Memorandum of Association of the Company, at the option of the holder.</p>
4.	<p>The Board may, subject to approval by the m<u>m</u>Members in general meeting, issue warrants to subscribe for any class of shares or securities of the Company on such terms as it may from time to time determine. Where warrants are issued to bearer, no new warrant shall be issued to replace one that has been lost unless the Board is satisfied beyond reasonable doubt that the original has been destroyed and the Company has received an indemnity in such form as the Board shall think fit with regard to the issue of any such new warrant.</p>

5.	<p>(A) For the purpose of Section 47 of the Companies Act., if at any time the capital 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 Act, be varied or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the <u>voting rights of the</u> issued shares of that class or with <u>the</u> sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate <u>general</u> meeting the provisions of these Bye-Laws relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (<u>including at an adjourned meeting</u>) shall be not less than two persons holding or representing by proxy <u>not less than one-third in nominal value of the issued shares of that class, and every holder of shares of the class shall be entitled to one vote for every such share held by him.</u></p> <p>(C) The special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided in the rights attaching to or the terms of issue of such shares be deemed to be altered by the creation or issue of further shares ranking pari passu therewith.</p>
6.	<p>(A) The authorised share capital of the Company at the date on which these Bye-Laws come into effect is HK\$400,000,000 divided into 41,000,000,000 shares of HK\$0.10 each.</p> <p>(B) Subject to the Statutes, the power contained in the Memorandum of Association for the Company to purchase or otherwise acquire its shares shall be exercisable by the Board upon such terms and subject to such conditions as <u>it thinks</u>they think fit.</p> <p>(C) Subject to <u>compliance with the Listing Rules and any other competent regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.</u>the Statutes:=-</p>

	<p>(i) the Company may in accordance with any scheme for the time being in force and approved by the members in general meeting provide directly or indirectly money or other financial assistance for the purpose of or in connection with the purchase of, or subscription for, fully or partly paid shares in the Company or any holding company of the Company, being a purchase of or subscription for shares by a trustee of or to be held by or for the benefit of employees of the Company, any of its subsidiaries, any holding company of the Company or any subsidiary of any such holding company including any director holding a salaried employment or office with or in any such company and so that the residual beneficiary of any such trust may be or include a charitable object; and</p> <p>(ii) the Company may give financial assistance on such terms as the Directors think fit to directors and bona fide employees of the Company, any of its subsidiaries, any holding company of the Company and/or any subsidiary of any such holding company in order that they may buy shares (fully or partly paid) in the Company or any holding company of the Company and such terms may include a reference that, when a director ceases to be a director of, or an employee ceased to be employed by, the Company or such other company, shares bought with such financial assistance shall or may be sold to the Company or such other company on such terms as the Directors think fit.</p>
7.	<p>The Company in general meeting may from time to time, whether or not all the shares for the time being authorised shall have been issued and whether or not all the shares for the time being issued shall have been fully paid up by Ordinary Resolution increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such class or classes and of such amounts in Hong Kong dollars or United States dollars or such other currency as the members may think fit and as the resolution may<u>shall</u> prescribe.</p>
8.	<p>Any new shares shall be issued upon such terms and conditions and with such rights, and <u>privileges or restrictions</u> annexed thereto as the general meeting resolving upon the creation thereof shall direct, and if no direction be given, subject to <u>the</u> provisions of the Statutes and of these Bye-Laws, as the Board shall determine; and in particular such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a special <u>right</u> or without any right of voting.</p>

9.	The Company may be <u>by</u> Ordinary Resolution, 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 number of shares of such class held by them respectively, or make any other provisions as to the issue and allotment 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.
13.	Except as otherwise expressly provided by these Bye-Laws or as required by law or as ordered by a court of competent jurisdiction, no person shall be recognized by the Company as holding any share upon any trust and, except as aforesaid, the Company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or any other right or claim to or in respect of any shares except an absolute right to the entire <u>ty</u> thereof of the registered holder.
REGISTER OF MEMBERS AND SHARE CERTIFICATES	
14.	<p>(A) The Board shall cause to be kept a register of the members and there shall be entered therein the particulars required under the <u>Companiesy</u> Act.</p> <p>(B) Subject to the provisions of the <u>Companiesy</u> Act, if the Board considers it necessary or appropriate, the Company may establish and maintain a local or branch register at such location outside Bermuda as the Board thinks fit and, while the issued share capital of the Company is, with the consent of the Board, listed on any stock exchange in Hong Kong, the Company shall keep a branch register in Hong Kong.</p> <p>(C) <u>The Principal Register and branch register of shareholders, as the case may be, shall be open to inspection between 10 a.m. and 12 noon during business hours by members of the public without charge at the Registered Office or such other place at which the register is kept in accordance with the Companies Act. The register including any overseas or local or other branch register of shareholders may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.</u></p>

15.	<p>Every person whose name is entered as a member in the register shall be entitled without payment to receive within two months after allotment or lodgment of a transfer (or within such other period as the conditions of issue shall provide <u>or, such shorter period as such stock exchange may from time to time prescribe</u>) one certificate for all his shares, or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming a stock exchange board lot for the purpose of the stock exchange on which the shares are listed, upon payment, in the case of a transfer, of such sum (not exceeding in the case of any share capital listed on a stock exchange in Hong Kong such maximum fee(s) as may be prescribed by such stock exchange from time to time and in the case of any other capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board <u>may</u> from time to time determine, such number of certificates for shares in stock exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of these<u>several</u> joint holders shall be sufficient delivery to all such holders.</p>
18.	<p>(A) The Company shall not be bound to register more than four persons <u>as</u> joint holders of any share.</p> <p>(B) If any share shall stand in the names of two or more persons, the person first named in the register shall be deemed the sole holder thereof as regards service of notice and, subject to the provisions of these Bye-Laws, all or any other matter connected with the Company, except the transfer of the shares.</p>

19.	<p>If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, (not exceeding, in the case of any share capital listed on a stock exchange in Hong Kong such maximum fee(s) as may be prescribed by such stock exchange <u>may</u> from time to time <u>permit</u>, and, in the case of any other capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise such other sum as the Company may be Ordinary Resolution determine) as the Board shall from time to time determine and on such terms and conditions, if any, as to publication of notices, evidence and indemnity as the Board thinks fit and in the case of wearing out or defacement, after delivery up to of the old certificate. In case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company any exceptional costs and the reasonable out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity.</p>
21.	<p>The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable or specifying the liability or engagement and demanding fulfillment or discharge thereof and giving notice of intention to sell in default, shall have <u>been</u> given to the registered holder for the time being of the shares or the person entitled by reason of such holder's death, bankruptcy or winding up to the shares.</p>
22.	<p>The net proceeds of such sale after the payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or <u>liabilities</u> or engagement in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liability not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.</p>

23.	The Board may from time to time make such calls as it may think fit upon the members in respect of any moneys unpaid on the shares held by them respectively (whether on account of the nominal value of shares or by way of premiums) and not by the conditions of allotment thereof made payable at a fixed time. A call may be made payable either in one sum or by instalments.
25.	A copy of <u>the</u> notice referred to in Bye-Law 24 shall be sent to members in the manner in which notices may be sent to members by the Company as herein provided.
26.	In addition to the giving of notice in accordance with Bye-Law 25, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members by notice to be published <u>inserted</u> at least once in one or more newspapers circulating in the Relevant Territory.
29.	The joint holders of a share shall be severally as well as jointly liable for the payment of all calls and instalments due in respect of such share or other moneys due in respect thereof.
31.	If the sum payable in respect of any call or instalments is not paid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding twenty per cent. per annum as the Board shall fix from the day appointed for the payment thereof to the time of the actual payment, but the Board may waive payment of such interest wholly or in part.
32.	No member shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another member) at any general meeting, either personally, or (save as proxy for another member) by proxy, or be reckoned in a quorum, or to exercise any other privilege as a member until all calls or instalments due from him to the Company, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.
TRANSFER OF SHARES	
36.	Subject to the Companies Act, all transfers of shares may be effected by transfer in writing in the usual or common form <u>or in a form prescribed by the Designated Stock Exchange</u> or in such other form as the Board may accept and may be under hand only <u>or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manners of execution as the Board may approve from time to time.</u>

37.	The instrument of transfer of any share shall be executed by or on behalf of the transferor and the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case in which it thinks fit, in its absolute discretion, to <u>do</u> so. The <u>transferor</u> shall be deemed to remain the holder of the share until the name of the transferees is entered in the register in respect <u>thereof</u> . Nothings in these Bye-Laws shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.
38.	(C) Notwithstanding anything contained in this Bye-Laws, the Company shall as soon as practicable and on a regular basis record in the Principal Register all <u>transfers</u> of shares effected on any branch register and shall at all times maintain the Principal Register in all respects in accordance with the Companies Act.
39.	The Board may, in its absolute discretion, and without assigning any reason, refuse to register a transfer of any share (not being a fully paid up share) to a person of whom it does not approve or any share issued under any share incentive scheme for employees upon which a restriction on transfer imposed thereby still subsists, and it may also refuse to register any transfer of any share (whether fully paid <u>up</u> or not) to more than four joint holders or any transfer of any share (not being a fully paid up share) on which the Company has a lien.
40.	The Board may also decline to recognise any instrument of transfer unless:– (i) such sum, if any (not exceeding, in the case of any share capital listed on a stock exchange in Hong Kong such maximum fee(s) as may be prescribed by such stock exchange <u>may</u> from time to time <u>permit</u> , and in the case of any other capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise such other sum as the Company may by Ordinary Resolution determine) as the Board shall from time to time determine <u>is paid to the Company in respect thereof</u> has been paid;
43.	Upon every transfer <u>of</u> shares, the certificate held by the transferor shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall be issued without charge to the transferee in respect of the shares transferred to him, and if any of the shares included in the certificate so given up shall be retained by the transferor a new certificate in respect thereof shall be issued to him without charges. The Company shall also retain the <u>instrument of transfer</u> .

44.	<p>The registration of transfers <u>of shares or of any class of shares may, after notice has been given by announcement or by electronic communication or by advertisement in any newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.</u>may be suspended and the register closed, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange and/ or pursuant to the rules of the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.</p>
TRANSMISSION OF SHARES	
45.	<p>In the case of the death of a member, the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole or only surviving holder, shall be the only persons recognized by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him.</p>
48.	<p>A person becoming entitled to a share by reason of the death, bankruptcy or winding-up of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share. However, the Board may, if it thinks fit, withhold the payment of any dividend payable or other advantages in respect of such share until such person shall become the registered holder of the share or shall have effectually transferred such share, but, subject to the requirements of Bye-Law 77 being met, such a person may vote at <u>general meetings of the Company.</u></p>
FORFEITURE OF SHARES	
49.	<p>If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, without prejudice to the provisions of Bye-Law 32, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.</p>

53.	A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the <u>forfeited</u> shares, together with (if the Board shall in its discretion so require) interest thereon from the date of forfeiture until the date of actual payment <u>at</u> such rate not exceeding twenty per cent. per annum as the Board may prescribe, and the Board may enforce the payment thereof if it thinks fit, and without any deduction or allowance for the value of the shares, at the date of forfeiture, but his liability shall cease if and when the Company shall have received payment in full <u>of</u> all such moneys in respect of the shares. For the purposes of this Bye-Law any sum which by the terms of issue of a share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, whether on account of the nominal value of the share or by way of premium, shall notwithstanding that that time has not yet arrived be deemed to be payable at the date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment.
54.	A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share in the Company has been duly forfeited or surrendered on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, <u>nor</u> shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
55.	When any share shall have been forfeited, notice of the <u>forfeiture</u> resolution shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the register, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or make any such entry.
57.	The forfeiture of a share shall not prejudice the right of the Company to any call already made or installment payment thereon.

58.	(A) The provisions of these Bye-Laws as to forfeiture shall apply in the case of non-payment of any sum which, by terms of <u>issue of a share</u> , becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
ALTERATION OF CAPITAL	
59.	(B) The company Company may from time to time by Special Resolution, <u>subject to any confirmation or consent required by law, reduce its issued share capital or, save for the use of share premium as expressly permitted by the Companies Act, any share premium account or other undistributable reserve.</u> may by Special Resolution reduce its share capital, any capital redemption reserve fund, or any share premium account or other undistributable reserve in any manner authorized and subject to any conditions prescribed by law.
GENERAL MEETINGS	
60.	<p>(A) <u>Subject to the Companies Act, an annual general meeting of the Company shall be held for each financial year and such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any).</u> The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than fifteen months 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.</p> <p>(B) <u>Subject to the Companies Act, a resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all persons for the time being entitled to receive notice of and to attend and vote at general meetings of the Company shall, for the purposes of these Bye Laws, be treated as a resolution duly passed at a general meeting of the Company and, where relevant, as a special resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and where the resolution states a date as being the date of his signature thereof by any member the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant members.</u></p>

61.	<p><u>Each general meeting, other than an annual general meeting, shall be called a special general meeting. All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Bye-Law 69A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion. All general meetings other than annual general meetings shall be called special general meetings.</u></p>
62.	<p>The Board may, whenever it thinks fit, convene a special general meeting, and special general meetings shall also be convened on requisition, as provided by the Companies Act, or, in default, may be convened by the requisitionists. <u>The Board may whenever it thinks fit call special general meetings, and members holding at the date of deposit of the requisition not less than one tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition and to add resolutions to the agenda of such meeting; and such meeting shall be held in the form of a physical meeting only and within two (2) months after the deposit of such requisition. If within twenty one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may convene such physical meeting in accordance with the provisions of Section 74(3) of the Companies Act.</u></p>
63.	<p><u>(A) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days. All other general meetings (including a special general meeting) must be called by Notice of not less than fourteen (14) clear days but if permitted by the Listing Rules, a general meeting may be called by shorter notice if it is so agreed:</u></p> <p style="padding-left: 40px;"><u>(a) in the case of a meeting called as an annual general meeting, by all the members entitled to attend and vote thereat; and</u></p> <p style="padding-left: 40px;"><u>(b) in the case of any other meeting, by a majority in number of the members having the right to attend and vote at the meeting, being a majority together representing not less than ninety five per cent. (95%) of the total voting rights at the meeting of all the members.</u></p>

~~An annual general meeting shall be called by notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any special general meeting at which the passing of a special resolution is to be considered shall be called by notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other special general meetings may be called by notice of not less than fourteen (14) clear days and not less than ten (10) clear business days. 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 and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in 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 Bye-Laws, entitled to receive such notices from the Company, provided that subject to the provisions of the Companies Act and if permitted by the rules of the Designated Stock Exchange, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-Law be deemed to have been duly called if it is so agreed:~~

- ~~(i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and~~
- ~~(ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving that right.~~

	<p><u>(B) The Notice shall specify (a) the time and date of the meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Bye-Law 69A, the principal place of the meeting (the “Principal Meeting Place”), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the Notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (d) particulars of resolutions to be considered at the meeting. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all members other than to such members as, under the provisions of these Bye Laws or the terms of issue of the shares they hold, are not entitled to receive such Notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding up of a member and to each of the Directors and the Auditors.</u></p>
64.	<p>(B) In the case where instruments of proxy are sent out with <u>any</u> notice, the accidental omission to send such instrument of proxy to, or the non-receipt of such instrument of proxy by, any person entitled to receive notice <u>of the relevant meeting</u> shall not invalidate any resolution passed or any proceeding at any such meeting.</p>
PROCEEDINGS AT GENERAL MEETINGS	
65.	<p>All business shall be deemed special that is transacted at a special general meeting, and also all business that is transacted at an annual general meeting with the exception of sanctioning <u>and declaring</u> dividends, the reading, considering and adopting of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet, the election of Directors and appointment of Auditors and other officers in the place of those retiring, the fixing of the remuneration of the Auditors, and the voting of remuneration or extra remuneration to the Directors.</p>
66.	<p><u>Two (2) members entitled to vote and be present in person or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorized representative or proxy shall form a quorum for all purposes. For all purposes the quorum for a general meeting shall be two members present in person or as a duly authorized corporate representative or by proxy and entitled to vote.</u> No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the meeting.</p>

67.	<p>If within fifteen minutes (or such longer time as the Chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and (where applicable) same place(s) or to such time and (where applicable) such place(s) and in such form and manner referred to in Bye-Law 61 as the Chairman of the meeting (or in default, the Board) may absolutely determine. If at such adjourned meeting a quorum is not present within fifteen minutes (or such longer time as the Chairman of the meeting may determine to wait) from the time appointed for holding the meeting, the meeting shall be dissolved, from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board.</p>
68.	<p>(A) <u>The Chairman or if there is more than one Chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at a general meeting. If at any meeting no Chairman, is present within fifteen (15) minutes after the time appointed for holding the meeting, or is willing to act as chairman of the meeting, the Deputy Chairman of the Company (if any) or if there is more than one Deputy Chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman of the meeting. If no Chairman or Deputy Chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman of the meeting if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the Chairman chosen shall retire from the chair, the shareholders present in person or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.</u></p>

	<p>(B) <u>If the chairman of a general meeting is participating in the general meeting using an electronic facility or facilities and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Bye-Law 68(A) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities. (if any) of the Board or, if he is absent or declines to take the chair at such meeting, the Deputy Chairman (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Deputy Chairman, or, if at any general meeting neither of such Chairman or Deputy Chairman is present within fifteen 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 members as Chairman, and if no Director is present or if all the Directors present decline to take the chair or if the Chairman chosen shall retire from the chair, then the members present shall choose one of their own members to be Chairman.</u></p>
69.	<p><u>Subject to Bye-Law 69C, tThe cChairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine. Whenever a meeting is adjourned for fourteen days or more, at least seven clear days' notice, specifying the details set out in Bye-Law 63(B) the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting; Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</u></p>

<u>69A.</u>	<p>(1) <u>The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“Meeting Location(s)”) determined by the Board at its absolute discretion. Any member or any proxy attending and participating in such way or any member participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u></p> <p>(2) <u>All general meetings are subject to the following:</u></p> <p>(a) <u>where a member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;</u></p> <p>(b) <u>Members present in person or by proxy at a Meeting Location and/or members participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members at all Meeting Locations and members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;</u></p>
-------------	--

	<p>(c) <u>where members attend a meeting by being present at one of the Meeting Locations and/or where members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting.</u></p> <p>(d) <u>if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the Notice, the provisions of these Bye-Laws concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.</u></p>
69B.	<p><u>The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.</u></p>

<u>69C.</u>	<p><u>If it appears to the chairman of the general meeting that:</u></p> <p>(a) <u>the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Bye-Law 69A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or</u></p> <p>(b) <u>in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or</u></p> <p>(c) <u>it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</u></p> <p>(d) <u>there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;</u></p> <p><u>then, without prejudice to any other power which the chairman of the meeting may have under these Bye-Laws or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.</u></p>
-------------	---

69D.	<p>(1) <u>The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Bye-Law shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.</u></p>
69E.	<p><u>If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the Notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Bye-Law shall be subject to the following:</u></p> <p>(a) <u>when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of such meeting);</u></p>

	<p>(b) <u>when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board shall notify the members of details of such change in such manner as the Board may determine;</u></p> <p>(c) <u>when a meeting is postponed or changed in accordance with this Bye-Law, subject to and without prejudice to Bye-Law 69, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Bye-Laws not less than 48 hours before the time of the postponed or changed meeting; and</u></p> <p>(d) <u>notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the members.</u></p>
<p><u>69F.</u></p>	<p><u>All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Bye-Law 69C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.</u></p>
<p><u>69G.</u></p>	<p><u>Without prejudice to other provisions in Bye-Law 69, a physical meeting may also 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 in person at such meeting.</u></p>

70.	<p>(A) <u>At any general meeting a resolution put to the vote of the meeting shall be decided by way of a poll save that in the case of a physical meeting, the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every member present in person or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-Law, 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 its members; and (ii) relate to the duties of the chairman of the meeting 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 members a reasonable opportunity to express their views. Votes may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.</u></p> <p>(B) <u>In the case of a physical meeting where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:</u></p> <p>(a) <u>by at least three members present in person or by proxy for the time being entitled to vote at the meeting; or</u></p> <p>(b) <u>by a member or members present in person by proxy and representing not less than one tenth of the total voting rights of all members having the right to vote at the meeting; or</u></p> <p>(c) <u>by a member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all shares conferring that right.</u></p> <p><u>A demand by a person as proxy for a member shall be deemed to be the same as a demand by the member.</u></p>
-----	--

71.	<p><u>Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. A poll shall be taken in such manner (including the use of ballot or voting papers or tickets) as the chairman directs. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.</u></p>
73.	<p>In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman <u>of the meeting</u> shall determine the same, and such determination shall be final and conclusive.</p>
77.	<p>Any person entitled under Bye-Law 46 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least 48 hours before the time of the holding of the meeting or adjourned meeting <u>or postponed meeting</u> (as the case may be) at which he proposes to vote, he shall satisfy the Board of his right to be registered as the holder of such shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.</p>
80.	<p><u>(B)</u> No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting <u>or postponed meeting</u> at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive.</p> <p>(B)<u>(C)</u> All members have the right to (a) speak or communicate at a general meeting; and (b) vote at a general meeting <u>except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u></p> <p>(C)<u>(D)</u> Where <u>the Company has knowledge that</u> any member is, under the rules of any stock exchange<u>Listing Rules</u> on which shares of the Company are listed or dealt, required to abstain from voting on any particular resolution <u>of the Company</u> or restricted to voting only for or only against any particular resolution <u>of the Company</u>, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.</p>

82.	<p>The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized. <u>In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.</u></p>
<u>83.</u>	<p>(1) <u>The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Bye-laws) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Bye-Law is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Bye-Law or if no electronic address is so designated by the Company for the receipt of such document or information.</u></p>

	<p>(2)83. <u>“The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (of, if no place is specified, at the Registration Office) or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than forty-eight hours before the time for holding the meeting or adjourned meeting or postponed meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting or a postponed meeting in a case where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked;”</u></p>
84.	<p>Every instrument of proxy, whether for a specified meeting or otherwise, shall be in such form as the Board may from time to time approve. <u>The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Bye-Laws has not been received in accordance with the requirements of these Bye-Laws. Subject to aforesaid, if the proxy appointment and any of the information required under these Bye-Laws is not received in the manner set out in these Bye-Laws, the appointee shall not be entitled to vote in respect of the shares in question.</u></p>
86.	<p>A vote given in accordance with the terms of an instrument of proxy or power of attorney or by the duly authorised corporate representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation of writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Bye-Law 83, at least two hours before the commencement of the meeting or adjourned meeting or postponed meeting at which the proxy is used.</p>

87A.	<p><u>Where a shareholder is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of shareholders provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-Law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including, where a show of hands is allowed, the right to vote individually on a show of hands. If a recognised clearing house within the meaning of Schedule 1 of the Securities and Futures Ordinance of Hong Kong (or its nominee) is a member of the Company it may, by resolution of its directors or other governing body or by power of attorney, appoint such person or persons as it thinks fit to act as its proxy or proxies or corporate representative or representatives, to the extent permitted by the Companies Act, at any meeting of the Company or at any meeting or any class of members of the Company provided that, if more than one proxy or corporate representative is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy or corporate representative is so appointed. A person appointed pursuant to this provision shall be entitled to exercise the same powers on behalf of the recognised clearing house (or its nominee) which he represents as that clearing house (or its nominee) could exercise if it were an individual shareholder of the Company.</u></p>
90.	<p>The Company in general meeting may by ordinary resolution elect a person or persons qualified to be Directors to act as Directors in the alternative to any of the Directors of the Company or may authorise the Board to appoint such alternate Directors. Any alternate Director may be removed by the Company in general meeting by ordinary resolution and, if appointed by the Board, may be removed by the Board and, subject thereto, the office of alternate Director shall continue until the next annual election of Directors in accordance with Bye-Law 99 or, if earlier, the date on which the relevant Director ceases to be a Director. An alternate Director may also be a Director in his own right and may act as alternate to more than one Director.</p>

91.	A Director may at any time, by notice in writing signed by him delivered to the Registered Office of the Company or to at the Head Office or at a meeting of the Board, appoint any person (including another Director) to act as alternate Director in his place during his absence and may in like manner at any time determine such appointment. If such person is not another Director such appointment unless previously approved by the Board shall have effect only upon and subject to being so approved. The appointment of an alternate Director shall determine on the happening of any event which if he was a Director, would cause him to vacate such office or if his appointor ceases to be a Director.
93.	The Director shall be entitled to receive by way of remuneration for their services as Directors such sum as shall from time to time <u>be</u> determined by the Company in general meeting, such sum (unless otherwise directed by the resolution by which it is voted) to be divided amongst the Directors in such proportions and in such manner as the Board may agree, or failing agreement, equally, except that in such event any Director holding office for less than the whole of the relevant period in respect of which the remuneration is paid shall only rank in such division in proportion to the time during such period for which he has held office. The foregoing provisions shall not apply to a Director who holds any salaried employment or of office in the Company except in the case of sums paid in respect of Directors' fees.
94.	The Directors shall also be entitled to be repaid all travelling, hotel and other expenses reasonably incurred by them respectively in or about the performance of their duties as directors, including their expenses of travelling to and from board meetings, committee meetings or general meetings or otherwise incurred whilst engaged <u>in</u> on the business of the Company or in the discharge of their duties as Directors.
95.	The Board may grant special remuneration to any Director who, being called upon, shall perform any special or extra services to or at the request of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by way of salary, commission or participation in profits or otherwise as <u>the Board may determine</u> may be arranged .

96.	(A) Notwithstanding Bye-Laws 93, 94 and 95, the remuneration of a Managing Director, Joint Managing Director, Deputy Managing Director or <u>another</u> Executive Director or a Director appointed to any other office in the management of the Company may from time to time be fixed by the Board and may be by way of salary, commission, or participation in profits or otherwise or by all or any of those modes and with such other benefits (including pension and/or gratuity and/or other benefits on retirement) and allowances as the Board may from time to time decide. Such remuneration shall be in addition to his <u>ordinary</u> remuneration as a Director.
97.	(A) A Director shall vacate his office:– (i) if he becomes bankrupt or has a receiving order made against him or suspends payment or compounds with this creditors generally; (iii) <u>if</u> he absents <u>himself</u> from the meetings of the Board during a continuous period of six 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 passes a resolution that he has by reason of such absence vacated his office;
98.	(E) Where arrangements are under consideration concerning the appointment (including the arrangement or variation of the terms thereof, or the termination thereof) of two or more Directors to offices or places of profit with the Company or any other company in which the Company is interested, a separate resolution may be put in relation to each Director and in such case each of the Directors concerned shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment (or the arrangement or variation of the terms thereof, or the termination thereof) and except (in the case of an office or place of profit with any such other company as aforesaid) where the other company is a company in which the Director together with any of his <u>close</u> associates own 5 per cent. or more.

	<p>(G) A director who and/or whose <u>close</u> associate(s) to his knowledge is/are in any way, directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of such interest at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, if he knows such interest then exists, or in any other case at the first meeting of the Board after he knows that he and/or any of his <u>close</u> associates is or has become so interested. For the purposes of this Bye-Law, a general notice to the Board by a Director to the effect that (a) he and/or any of his <u>close</u> associates is a member of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm or (b) he and/or any of his <u>close</u> associates is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him, shall be deemed to be a sufficient declaration of interest under this Bye-Law in relation to any such contract or arrangement; provided that no such notice shall be effective unless either it is given at a meeting of the Board or the Directors takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.</p> <p>(H) Save as otherwise provided by these Bye-Laws, A Director shall not vote (nor be counted in the quorum) on any resolution of the Board in respect of approving any contract or arrangement or <u>any other</u> proposal in which he or any of his <u>close</u> associates is to his knowledge materially interested, and if he shall do so his vote shall not be counted, but this prohibition shall not apply to any of the following matters namely:</p> <p>(i) <u>the giving of any security or indemnity either:-</u></p> <p>(a) <u>to the Director or his 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</u></p>
--	---

	<p><u>(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(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;</u></p> <p><u>(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(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</u></p> <p><u>(iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:</u></p> <p><u>(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(s) may benefit; or</u></p> <p><u>(b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;</u></p> <p><u>(iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.</u></p>
--	---

	<p>(i) — any contract or arrangement for the giving of any security or indemnity to the director and/or any of his associates in respect of money lent or obligation undertaken by him and/or any of his associates for the benefit of the Company;</p> <p>(ii) — any contract or arrangement for the giving of any security to a third party in respect of a debt or obligation of the Company which the director and/or any of his associates has himself guaranteed or secured in whole or in part;</p> <p>(iii) — any contract or arrangement by a director and/or any of his associates to subscribe for shares or debentures or other securities of the Company to be issued pursuant to any offer or invitation to the members of debenture holders or to the public which does not provide the director and/or any of his associates with any privilege not accorded to any other members or debenture holders or to the public;</p> <p>(iv) — any contract or arrangement concerning an offer of the shares or debentures or other securities of or by the Company for subscription or purchase where the director and/or any of his associates is or is to be interested as a participant in the underwriting or sub-underwriting of the offer;</p> <p>(v) — any contract or arrangement in which the director and/or any of his associates is interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his interest in shares or debentures or other securities of the Company;</p> <p>(vi) — any contract or arrangement concerning any company in which he and/or any of his associates is interested directly or indirectly whether as an officer or a shareholder other than a company in which the director together with any of his associates owns five (5) per cent. or more of the issued shares or voting rights of any class of shares of the Company;</p>
--	---

	<p>(vii) any proposal or arrangement for the benefit of employees of the Company or its subsidiaries including a pension fund or retirement, death or disability benefit scheme which relates both to directors (and/or their respective associates) and employees of the Company or of any of its subsidiaries and does not give the director and/or any of his associates any privilege not accorded to the employees to whom such scheme or fund relates; and</p> <p>(viii) any proposal concerning the adoption, modification or operation of any share scheme involving the issue or grant of options over shares or other securities by the Company to, or for the benefit of the employees of the Company or its subsidiaries under which the director and/or any of his associates may benefit.</p> <p>(I) A company shall be deemed to be a company in which a Director together with any of his associates owns 5 per cent. or more if and so long as (but only if and so long as) he together with his associates is (either directly or indirectly) the holder of or beneficially interested in 5 per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company. For the purpose of this paragraph there shall be disregarded any shares held by a Director as bare or custodian trustee and in which he has no beneficial interest, any shares comprised in a trust in which the Director's interest is in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director is interested only as a unit holder.</p> <p>(J) Where a company in which a Director together with any of his associates holds 5 per cent. or more is materially interested in a transaction, then that Director shall also be deemed materially interested in such transaction.</p>
--	---

	<p>(K)<u>(I)</u> If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director or any of his <u>close</u> associates (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) 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 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 concerned as <u>known</u> to such Director has not been fairly disclosed to the Board. If any question <u>as was</u> aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which the 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 as known to such chairman has not been fairly disclosed to the Board.</p>
APPOINTMENT AND RETIREMENT OF DIRECTORS	
99.	<p>(A) At each <u>a</u>Annual <u>g</u>General <u>m</u>Meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.</p>

100.	<p>If at any general meeting at which an election of Directors ought to take place, the places of the retiring Directors are not filled, the retiring Directors or such of them as have not had their places filled shall be deemed to have been re-elected and shall, if willing, continue in office until the next annual general meeting and so on from year to year until their places are filled, unless:–</p> <p>(i) it shall be determined<u>deemed</u> at such meeting to reduce the number of Directors; or</p> <p>(iii) in any such case the resolution for re-election of a Director is put to the m<u>Meeting</u> and lost; or</p>
101.	<p>The Company in general meeting shall from time to time fix and may from time to time by Ordinary Resolution, increase or reduce <u>the</u> maximum and minimum number of Directors but so that the number of Directors shall never be less than two or such number as stipulated under the rules of the Designated Stock Exchange.</p>
102.	<p>(A) The Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors <u>or the number of Directors</u> who are to retire by rotation at such meeting.</p> <p>(B) The Board shall have <u>the</u> power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy <u>on the Board or, subject to authorisation by the members in general meeting,</u> or as an addition to the <u>existing</u> Board but so that the maximum number of directors so appointed shall not exceed <u>any maximum</u>the number determined from time to time by the members in general meeting. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at that meeting.</p>

104.	The Company may by Ordinary Resolution remove any Director (including a Managing Director or other Executive Director) before the expiration of his period of office notwithstanding anything in these Bye-Laws or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may elect another person in his stead. Any person so elected shall hold office only until the next following <u>annual general</u> meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
108.	Any debentures, debenture stock, bonds or other securities may be issued at a discount (other than shares), premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at <u>general meetings of</u> the Company, appointment of Directors and otherwise.
109.	<p>(A) The Board shall cause a proper register to be kept of all mortgages and charges specifically affecting the property of the Company and shall duly comply with such provisions of the <u>Companiesy</u> Act with regards to the registration of mortgages and charges <u>as</u> may be specified or required.</p> <p>(B) If the Company issues a <u>series services</u> of debentures or debenture stock not transferable by delivery, the Board shall cause a proper register to be kept of the holders of such debentures.</p>
110.	Where any uncalled capital of the Company is charged, all persons <u>ta</u> king any subsequent charge thereon shall take the same subject to such prior charge, and shall not be entitled, by notice to the members or otherwise, to obtain priority over such prior charge.

MANAGEMENT	
115.	<p>(A) The management of the business of the Company shall be vested in the Board which, in addition to the powers and authorities by these Bye-Laws expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and <u>which</u> are not hereby or by the Statutes expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Statutes and of these Bye-Laws and to any regulations from time to time made by the Company in general meeting not being inconsistent with such provisions of these Bye-Laws, provided that nor regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.</p> <p>(B) Without prejudice to the general powers conferred by these Bye-Laws, it is hereby expressly declared that the Board shall have the following powers:—</p> <p>(i) to give to any person the right or option of requiring at a future date that an allotment shall be made to him of any share at par or at such premium <u>and on such other terms</u> as may be agreed; and</p> <p>(ii) to give to any Directors, officers or <u>employee</u>servants of the Company an interest in any particular business or transaction or participation in the profits thereof or in the general profits of the Company either in addition to or in substitution for a salary or other remuneration.</p>
117.	The appointment of such general manager, manager or managers may be for such period <u>as</u> the Board may decide and the Board may confer upon him or them all or any of the powers of the Board and such title or titles as <u>it</u> they may think fit.
118.	The Board may enter into such agreement or agreements with any such general manager, manager or managers upon such terms and conditions in all respects as the Board may in <u>its</u> their absolute discretion think fit, including a power for such general manager, manager or managers to appoint an assistant manager or managers or other employees whatsoever under them for the purpose of carrying on the business of the Company.

CHAIRMAN AND OTHER OFFICERS	
119.	<p>The Board <u>may elect one or more Chairman and one or more Deputy Chairman of its meetings and determine the period for which they are respectively to hold such office. If no Chairman or Deputy Chairman is elected, or if at any meeting no Chairman or Deputy Chairman is present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.</u>from time to time elect or otherwise appoint a director to be Chairman and may also, but shall not be required to, elect any Deputy Chairman (or two or more Deputy-Chairman) or a President or Vice-President (or two or more Vice-Presidents) and determine the period for which each of them is to hold office. The Chairman or, in his absence, the Deputy Chairman shall preside at meetings of the Board, but if no such Chairman or Deputy Chairman be elected or appointed, or if at any meeting the Chairman or Deputy Chairman in not present within five minutes after the time appointed for holding the same, the Directors present shall choose one of their members to be Chairman of such meeting. All the provisions of Bye-Laws 112, 113 and 114 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Bye-Laws.</p>
PROCEEDINGS OF THE DIRECTORS	
120.	<p>The Board may meet together for the deispatch of business, adjourn₂, postpone and otherwise regulate itstheir meetings and proceedings as itthey thinks₂ fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall be a quorum. For the purpose of this Bye-Law an alternate Director shall be counted in a quorum but, notwithstanding that an alternate Director is also a Director or is an alternate for more than one Director, he shall for quorum purpose count as only one Director. The Board or any Committee of the Board may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.₂ <u>electronic or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.</u></p>

121.	<p><u>A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board whenever he shall be required so to do by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or by electronic means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website or by telephone or in such other manner as the Board may from time to time determine.</u>Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Board which may be held in any part of the world provided that no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Directors. Notice thereof shall be given to each Director and alternate Director either in writing or by telephone or by telex or telegram at the address from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine. A Director absent or intended to be absent from the territory in which the Head Office is for the time being situate may request the Board that notices of Board meetings shall during his absence be sent in writing to him at his last known address or any other address given by him to the Company for this purpose, but such notices need not be given any earlier than notices given to Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from such territory. A Director may waive notice of any meeting either prospectively or retrospectively.</p>
124.	<p>The Board may delegate any of its powers to committees consisting of such member or members of its body and such other persons as the Board thinks fit, and it may from time to time revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purpose, but every committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Board.</p>
125.	<p>All acts done by any such committee in conformity with such regulations and in fulfillment of the purposes for which it is appointed, but not otherwise, shall have the like force and effect as if done by the Board, and the Board shall have power, with the consent of the Company in general meeting, to remunerate the members of any special committee, and charge such remuneration to the current expenses of the Company.</p>

129.	<p>A resolution in writing signed by all the Directors except such as are temporarily unable to act through ill health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid shall be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held provided that such number is sufficient to constitute a quorum and that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Bye Laws and further provided that no Director is aware of or has received any objection to the resolution from any Director. A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of this Bye-law. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature and/or electronic signature of a Director or an alternate Director shall be treated as valid. Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material. absent from the territory in which the Head Office is for the time being situate or temporarily unable to act through ill-health or disability (or their alternate Directors) shall (so long as such a resolution shall be signed by at least two Directors or their alternates and provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings) be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolutions in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors.</p>
------	---

MINUTES	
130.	<p>(A) The Board shall cause minutes to be made of:–</p> <p>(ii) the names of the Directors present at each meeting of the Board and of committees appointed pursuant to Bye-Law 124; and</p> <p>(iii) all resolutions and proceedings at all meetings of the Company and of the Board and of such committees.</p> <p>(D) Any register, index, minute book, book of account or other book required by these presents or the Statutes to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner which shall include, without prejudice to the generality thereof, recording by means of magnetic tape, microfilm, computer or any other non-manual system of recording. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery.</p>

GENERAL MANAGEMENT AND USE OF THE SEAL	
134.	<p>(A) Subject to the Statutes, tThe Company shall have one or more Seals as the Directors may determine. The Directors shall provide for the safe custody of each Seal, and no Seal shall be used without the authority of the Directors or a committee authorized by the Directors in that behalf.</p> <p>(B) Every instrument to which is a Seal shall be affixed shall be signed autographically by one Director and the Secretary or by two Directors or some other person appointed by the Board for the purpose provided that as regards any certificates for shares or debentures or other securities of the Company the Directors may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature other than autographic <u>or may be printed thereon</u> as specified in such resolution or that such certificates need not be signed by any person.</p> <p>(C) The Company may have a Securities Seal for use for seal<u>ing</u> 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. <u>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.</u></p>
135.	<p>All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, <u>e</u>ndorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine. The Company's banking accounts shall be kept with such banker or bankers as the Board shall from time to time determine.</p>

136.	(B) The Company may, by writing under its Seal, empower any person, either generally or in respect of any specified matter, as its attorney to execute deeds and instruments on its behalf and to enter into contracts and sign the same on its behalf and every deed signed by such attorney on behalf of the Company and under his seal shall bind the Company and have the same effect as if <u>it</u> were under the Seal of the Company.
137.	The Board may establish any committees, regional or local boards or agencies for managing any of the affairs of the Company, either in the Relevant Territory or elsewhere, and may appoint any persons to be members of such committees, regional or local boards or agencies and may fix their remuneration, and may delegate to any committee, regional or local board or agent any of the powers, authorities and discretions vested in the Board (other than its powers to make calls and forfeit shares), with power to sub-delegate, and may authorize the members of any regional or local board or any of them to fill any vacancies therein and to <u>act</u> notwithstanding <u>any such</u> vacancies, and any such appointment or delegation may be upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.
138.	The Board may establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, or give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or is allied or associated with the Company or with any such subsidiary company, or who are or were at any time directors or officers of the Company or of any such other company as foresaid, and holding or have held any salaried employment or office in the Company or such other company, and the spouses, widows, widowers, families and dependants of any such person. The Board may also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and may make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any <u>public</u> , general or useful object. The Board may do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Any Directors holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

CAPITALISATION OF RESERVES

140.

- (B) Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the reserves or profits and undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, debentures, or other securities and generally shall do all acts and things required to give effect thereto~~of~~. For the purpose of giving effect to any resolution under this Bye-Law, the Board may settle any difficulty which may arise in regard to a capitalisation issue as it ~~they~~ thinks fit, and in particular may disregard fractional entitlements or round the same up or down and may determine that cash payments shall be made to any members in lieu of fractional entitlements or that fractions of such value as the Board may determine may be disregarded in order to adjust the rights of all parties or that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the members concerned. The Board may appoint any person to sign on behalf of the persons entitled to share in a capitalisation issue a contract for allotment and such appointment shall be effective and binding upon all concerned, and the contract may provide~~d~~ for the acceptance by such persons of the shares, debentures or other securities to be allotted and distributed to them respectively in satisfaction of their claims in respect of the sum so capitalised.
- (C) Notwithstanding any provisions in these Bye-Laws, the Board may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including the profit and loss account) whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees (including directors) of the Company and/or its affiliates (meaning any individual, corporation, partnership, association, joint-stock company, trust, unincorporated association or other entity (other than the Company) that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company) upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the members at a general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the members at a general meeting.

DIVIDENDS AND RESERVES	
142.	(B) The Board may also pay half-yearly or at other suitable intervals to be settled by it them any dividend which may be payable at a fixed rate if the Board is of the opinion that the profits justify the payment.
143.	(A) <u>No dividend shall be declared or paid and no distribution of contributed surplus made otherwise than in accordance with the Statutes.</u> No dividend shall be paid otherwise than out of profits available for distribution (such profits being ascertained in accordance with the Companies Act). Distribution may also be made out of contributed surplus.
146.	Whenever the Board or the Company in general meeting has ve resolved that a dividend be paid or declared, the Board may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe for securities of the Company or any other company, or in any one or more of such ways, with or without offering any rights to shareholders to elect to receive such dividend in cash, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks they think expedient, and in particular may disregard fractional entitlements or round the same up or down, and may fix the value for distribution of such specific assets, or any part thereof, and y may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may determine that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the members concerned, and may vest any such specific assets in trustees as may seem n expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective. Where requisite, the Board may appoint any person to sign a contract on behalf of the persons entitled to the dividend and such appointment shall be effective. The Board may resolve that no such assets shall be made available or paid made to shareholders with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable and in such event the only entitlement of the shareholders aforesaid shall be to receive cash payments as aforesaid. Shareholders affected as a result of the foregoing sentence shall not be or be deemed to be, a separate class of shareholders for any purpose whatsoever.

147.	<p>(A) Whenever the Board or of the Company in general meeting hasve resolved that a dividend be paid or declared on the share capital of the Company, the Board may further resolved:- <u>either</u></p> <p>or</p> <p>(ii) that shareholders entitled to such dividend will be entitled to elect to receive an allotment of shares credit as fully paid up in lieu of the whole orf such part of the dividend as the Directors may think fit on the basis that the shares so allotted shall be of the same class or classes as the class or classes of shares already held by the allottee. In such case, the following provisions shall apply:-</p> <p>(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 in respect whereof the share election has been duly exercised (“the elected shares”) and in lieu thereof shares shall be allotted credited as fully paid up 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 <u>account</u> and capital redemption reserve fund (if there be 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.</p>
------	---

	<p>(B) The shares allotted pursuant to the provisions of paragraph (A) of this Bye-Law shall rank pari passu in all respects with the shares then in issue save only as regards participation:–</p> <p>(ii) in any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneously with the payment or declaration of the relevant dividend unless, contemporaneously with the announcement by the Board of itstheir proposal to apply the provisions of sub-paragraph (i) or (ii) of paragraph (A) of this Bye-Law in relation to the relevant dividend or contemporaneously with itstheir announcement of the distribution, bonus or rights in question, the Board shall specify that the shares to be allotted pursuant to the provisions of paragraph (A) of this Bye-Law shall rank for participation in such distribution, bonus or rights.</p>
DISTRIBUTION OF REALISED CAPITAL PROFITS	
157.	<p>The Company in general meeting may at any time and from <u>time</u> to time resolve that any surplus moneys in the hands of the Company representing capital profits arising from moneys received or recovered in respect of or arising from the realisation of any capital assets of the Company or any investments representing the same and not required for the payment or provision of any fixed preferential dividend instead of being applied in the purchase of any other capital assets or for other capital purposes be distributed amongst the ordinary shareholders on the footing that they receive the same as capital and in the shares and proportions in which they would have been entitled to receive the same if it had been distributed by way of dividend, provided that no such profits as aforesaid shall be so distributed unless there shall remain in the hands of the Company a sufficiency of other assets to answer in full the whole of the liabilities and paid-up share capital of the Company for the time being.</p>
160.	<p>The books of account shall be kept at the Head Officeer or at such other place or places as the Board thinks fit and shall always be open to the inspection of the Directors provided that such records as are required by the Statutes shall also be kept at the Registered Office.</p>

162.	<p>(B) <u>Subject to Section 88 of the Companies Act and Bye-Laws 162(C) and 162(D), a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting in accordance with the requirements of the Companies Act provided that this Bye-Law shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures. Subject to paragraph (C), a copy of the Directors' report, accompanied by the balance sheet and profit and loss account (including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditor's report) shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and laid before the Company at the annual general meeting held in accordance with Bye-Law 60 provided that this Bye-Law shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures, but any member or holder of debentures to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the shares or debentures of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange, there shall be forwarded to the appropriate officer of such stock exchange such number of copies of such documents as may for the time being be required under its regulations or practice.</u></p>
------	--

- (C) To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-Law 162(B) shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon~~Where a shareholder (a “Consenting Shareholder”) has, subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the stock exchange in the Relevant Territory, consented to treat the publication of the relevant financial documents on the Company’s computer network as discharging the Company’s obligation under law to send a copy of the relevant financial documents, then publication by the Company, in accordance with law and subject to compliance with the rules of the Designated Stock Exchange, on the Company’s computer network of the relevant financial documents at least twenty-one (21) days before the date of the general meeting shall, in relation to each Consenting Shareholder, be deemed to discharge the Company’s obligations under paragraph (B).~~
- (D) The requirement to send to a person referred to in Bye-Law 162(B) the documents referred to in that provision or a summary financial report in accordance with Bye-Law 162(C) shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Bye-Law 162(B) and, if applicable, a summary financial report complying with Bye-Law 162(C), on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.

AUDITORS	
163.	<p>(A) Auditors shall be appointed and <u>the terms and tenure of such appointment and their duties at all times regulated in accordance with the provisions of the Companies Act.</u></p> <p>(B) The Company shall at each annual general meeting <u>by Ordinary Resolution</u> appoint one or more auditors to hold office until the conclusion of the next annual general meeting, but if an appointment is not made, the Auditor or Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partners, officer or employee of any such Directors, officer or employee shall not be capable of being appointed Auditor of the Company. The Board may fill any casual vacancy in the office of Auditor, but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act. Subject as otherwise provided by the Companies Act, the remuneration of the Auditor or Auditors shall be fixed by <u>the Company by Ordinary Resolution in general meeting or in such manner as the shareholders may determine</u> or on the authority of the Company in the annual General Meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditor appointed to fill any casual vacancy may be fixed by the Directors.</p> <p>(C) <u>The shareholders may, at any general meeting convened and held in accordance with these Bye-Laws, by Extraordinary Resolution remove the Auditor at any time before the expiration of his term of office and shall by Ordinary Resolution at that meeting appoint another Auditor in his stead for the remainder of his term.</u></p>

164.	The Auditor or Auditors of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information and as may be necessary for the performance of his or their duties, and the Auditor or Auditors shall make a report to the members on the accounts examined by him or them and on every balance sheet, consolidated balance sheet and consolidated profit and loss account intended to be laid before the Company in the annual general meeting during his or their tenure of office as required by the Statutes.
165.	A person other than a retiring Auditor shall not be capable <u>entitled</u> of being appointed Auditor at an annual general meeting unless notice of an intention to nominate that person to the office of Auditor has been given to the Company not less than fourteen days before the annual general meeting, and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the members not less than seven days before the annual general meeting provided that the above requirements may be waived by notice in writing by the retiring Auditor to the Secretary provided that if after a notice of the intention to nominate an Auditor has been so given an annual general meeting is called for a date fourteen days or less after that notice has been given, the notice, though not given within the time required by this provision, shall be deemed to have been properly given for the purpose thereof, the notice to be sent or given by the Company may instead of being sent or given within the time required by this provision be sent or given at the same time as the notice of the annual general meeting.
166.	Subject to the provisions of the Companies Act, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified <u>for</u> appointment or subsequently beca <u>me</u> disqualified.

NOTICES

167.

Any notice and/or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), to be given or issued by the Company to a member and/or any person entitled thereto may be served by publication on website as provided hereinafter, and/or by electronic mail and/or given in writing and/or by cable, telex or facsimile transmission message and any such notice, and (where appropriate) any other document may be served or delivered by the Company on or to any member either personally or by sending it through the post in a prepaid envelope addressed to such member at his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or electronic mail address or transmitting it to any telex or facsimile transmission number supplied by him to the Company for the giving of notice and/or sending a document to him or which the person transmitting the notice and/or document reasonably and bona fide believes at the relevant time will result in the notice and/or document being duly received by the member and/or any person entitled thereto or, in the case of any notice, may be served by advertisement in the Newspapers or by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice (the “notice of availability”) stating that the notice or other document is available there and containing such particulars as may be required under the applicable rules of the Designated Stock Exchange, in each case, in accordance with and subject to the requirements of applicable legislation and/or the requirements of the Designated Stock Exchange from time to time. The notice of availability may be given to the member by any of the means set out above subject to compliance with the applicable rules of the Designated Stock Exchange. In the case of joint holders of a share, all notices (and, where appropriate, any other document) shall be given to that one of the joint holders whose name stands first in the register and notice (and, where appropriate, any document) so given shall be deemed a sufficient service on or delivery to all the joint holders. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Bye-Laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be given or issued by the following means:

	<p>(a) <u>by serving it personally on the relevant person;</u></p> <p>(b) <u>by sending it through the post in a prepaid envelope addressed to such shareholder at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;</u></p> <p>(c) <u>by delivering or leaving it at such address as aforesaid;</u></p> <p>(d) <u>by placing an advertisement in appointed newspapers or other publication and where applicable, (as defined in the Companies Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange;</u></p> <p>(e) <u>by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-Law 167(E), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;</u></p> <p>(f) <u>by publishing it on the Company’s website or the website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person that the notice, document or publication is available on the Company’s computer network website (a “notice of availability”); or</u></p> <p>(g) <u>by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</u></p>
--	---

	<p>(B) <u>The notice of availability may be given by any of the means set out above other than by posting it on a website.</u></p> <p>(C) <u>In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</u></p> <p>(D) <u>Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.</u></p> <p>(E) <u>Every shareholder or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Bye-Laws may register with the Company an electronic address to which notices can be served upon him.</u></p> <p>(F) <u>Subject to any applicable laws, rules and regulations and the terms of these Bye-Laws, any notice, document or publication, including but not limited to the documents referred to in Bye-Laws 162(B), 162(C), 162(D) and 167 may be given in the English language only or in both the English language and the Chinese language.</u></p>
168.	<p>Any member whose registered address is isn outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice or document shall be deemed to be his registered address. Where the registered address of the member is outside the Relevant Territory, notice or document, if given through the post, shall be sent by prepaid airmail letter <u>or in any other manner as prescribed under these Bye-Laws.</u></p>

169.

~~Any Nnotice or other document; sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is put into a post office situated within the Relevant Territory and in proving such service it shall be sufficient to prove that the envelope or wrapper containing notice was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof. A notice placed on the Company's website or the website of the Designated Stock Exchange is deemed given by the Company to a member on the day following that on which a notice of availability is deemed served on the member or if later, the date on which such notice or document (including any "corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange) first appears on the website. Any notice or document, if published, served or delivered in any other manner contemplated by these Bye-Laws other than by publication on the Company's website or the website of the Designated Stock Exchange, shall be deemed to have been published, served or delivered at the time of publication, personal service or delivery or, as the case may be, at the time of the relevant dispatch or transmission. In proving any publication, service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such publication, service, delivery, dispatch or transmission shall be conclusive evidence thereof."~~

(a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;

(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent;

	<p>(c) <u>if published on the Company's website or the website of the Designated Stock Exchange, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company's website or the website of the Designated Stock Exchange to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Bye-Laws, whichever is later;</u></p> <p>(d) <u>if served or delivered in any other manner contemplated by these Bye Laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and</u></p> <p>(e) <u>if published as an advertisement in a newspaper or other publication permitted under these Bye-Laws, shall be deemed to have been served on the day on which the advertisement first so appears.</u></p>
170.	<p>A notice or document may be given by <u>or on behalf of</u> the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in prepaid letter, envelope or wrapper in such manner as provided in Bye-Law 167 addressed to him by name, or by disorder or the title of representative of the deceased, or bankruptcy of trustee of the bankrupt or by any like a member description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p>

172.	Any notice or other document published on the Company's website given, transmitted, delivered or sent to any shareholder in such manner as provided in Bye-Law 167 by post to or left at the registered address of any member, in pursuance of these Bye-Laws shall, notwithstanding that such member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly published, transmitted, served or delivered in respect of any share registered in the name of such member as sole or joint holder unless his name shall, at the time of the publication, transmission, service or delivery of the notice or document, have been removed from the register as the holder of the share thereof, and such publication, transmission, service or delivery shall for all purposes be deemed a sufficient publication, transmission, service or delivery of such Notice or document on <u>his personal representatives and all persons (if any) jointly interested (whether jointly with or as claiming through or under him) with him in any such the share.</u>
173.	The signature to any notice or document to be given by the Company may be written, or printed <u>or in electronic form.</u>
177.	If the Company shall be wound up (whether the liquidation is voluntary or <u>ordered</u> by the Court) the liquidator may, with the sanction of a Special Resolution, divide among the members in specie or kind the whole or any part of the assets of the <u>C</u> ompany whether the assets shall consist of property of one kind or shall consist of the properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the members of different classes of members and the members within each class. The liquidator may, with the like sanction, vest any part of the assets in trustees upon the trusts for the benefit of members as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other assets upon which there is a liability.

INDEMNITY	
178.	<p>Save and except so far as the provisions of this Bye-Law shall be avoided by any provisions of the Statutes, the Directors, Managing Directors, alternate Directors, Auditors, Secretary and other officers for the time being of the Company and the trustees (if any) for the time being acting in relation to any of the affairs of the Company, and their respective executors or administrators, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own wilful neglect or default, fraud and dishonesty respectively, and none of them shall be answerable for the acts, receipts, neglects or default of any other of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects of the Company shall be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of the Company shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, except as the same shall happen by or through their own wilful neglect or default, fraud and dishonesty respectively.</p>
UNTRACEABLE MEMBERS	
179.	<p>Without prejudice to the rights of the Company under Bye-Law 155 and the provisions of Bye-Law 180, the Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.</p>

180.	<p>The Company shall have the power to sell, in such manner as the Board thinks fit, any shares of a member who is untraceable, but no such sale shall be made unless:–</p> <p>(iv) the Company has notified the stock exchange in the Relevant Territory of its intention <u>to effect</u> such sale.</p> <p>For the purpose of the foregoing, “relevant period” means the period commencing twelve years before the date of publication of the advertisement referred to in paragraph (iii) of this Bye-Law and ending <u>at</u> the expiry of the period referred to <u>in</u> that paragraph.</p> <p>To give effect to any such sale the Board may authorize any person to transfer the said shares and instrument of transfer signed or otherwise executed by or on behalf of such person shall be as effective as if it had<u>s</u> been executed by the registered holder or the person entitled by transmission to such shares, and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale. The net proceeds of the sale will belong to the Company and upon receipt by the Company of such proceeds it shall become indebted to the former member for an amount equal to such net proceeds. No trusts shall be created in respect of such debt and no interest shall be payable in respect of it and the Company shall not be required to account for any money earned from the net proceeds which may be employed in the business of the Company or as it thinks fit. Any sale under this Bye-Law shall be valid and effective notwithstanding that the member holding the shares sold is dead, bankrupt or otherwise under any legal disability or incapacity.</p>
------	---

DESTRUCTION OF DOCUMENTS	
181.	<p>Subject to the Companies Act, the Company may destroy:–</p> <p>(b) any dividend mandate or any variation or cancellation thereof or of any notification of change of name or address at any time after the expiry of two years from the date on which such mandate, variation, cancellation or notification was recorded by the Company;</p> <p>(c) any instrument of transfer of shares which has been registered at any time after the expiry of six years from the date of registration; and</p> <p>(d) any other document, on the basis of which any entry in the register is made, at any time after the expiry of six years from the date on which an entry in the register was first made in respect of it;</p>
CHANGES IN APPLICABLE LAW	
182.	<p>The following provisions, or any of them, shall have effect at any time and from time to time that they are not prohibited by or inconsistent with any provision of the Statutes:–</p> <p>(i) Bye-Law 6 (C) shall read as follows:–</p> <p style="padding-left: 40px;">“(C) Subject to the Statutes:–</p> <p style="padding-left: 40px;">(i) the Company may in accordance with any scheme for the time being in force and approved by the members in general meeting provide directly or indirectly money or other financial assistance for the purpose of or in connection with the purchase of, or subscription for, fully or partly paid shares in the Company or any holding company of the Company, being a purchase of or subscription for shares by a trustee of or to be held by or for the benefit of employees of the Company, any of its subsidiaries, any holding company of the Company or any subsidiary of any such holding company including any director holding a salaried employment or office with or in any such company and so that the residual beneficiary of any such trust may be or include a charitable object; and</p>

	<p>(ii) the Company may give financial assistance on such terms as the Directors think fit to directors and bona fide employees of the Company, any of its subsidiary, any holding company of the Company and/or any subsidiary of any such holding company in order that they may buy shares (fully or partly paid) in the Company or any holding company of the Company and such terms may include a reference that, when a director ceases to be a director of, or an employee ceases to be employed by, the Company or such other company, shares bought with such financial assistance shall or may be sold to the Company or such other company on such terms as the Directors think fit”.</p> <p>(ii) Deleted</p> <p>(iii) Deleted</p> <p>(iv) 91. Deleted</p> <p>(v) Bye-Law 92 shall be read as follows:=-</p> <p style="padding-left: 40px;">92. A Director or an alternate director shall not be required to hold any qualification shares but shall nevertheless be entitled to attend and speak at all general meetings of the Company and of any class of members of the Company.”</p> <p>(vi) 99. Deleted</p> <p>(vii) Bye-Law 119 shall be read as if the following were first sentence thereof:=-</p> <p style="padding-left: 40px;">“The Board shall from time to time elect or otherwise appoint a director to be Chairman and may also, but shall not be required to, elect any Deputy Chairman (or two or more Deputy-Chairman) or a President or Vice-President (or two or more Vice-Presidents) and determine the period for which each of them is to hold office.”</p> <p>(viii) The following shall constitute Bye-Laws 183, 184 and 185 (in so far as not prohibited or inconsistent with any provisions of the Statutes):=-</p>
--	--

RESIDENT REPRESENTATIVE	
183.	Pursuant to the provisions of the Statutes, the Board shall, for so long as the Company does not have a quorum of directors ordinarily resident in Bermuda, appoint a Resident Representative as defined in the Statutes, to act on its behalf in Bermuda and to maintain all such records as may be required by the Statutes to be maintained in Bermuda and to make all necessary filings with the Ministry of Finance and Registrar of the Companies in Bermuda as may be required by the Statutes and to fix his or their or its remuneration either by way of salary or fee for the period of the Resident Representative's service to the Company.
SUBSCRIPTION RIGHT RESERVE	
185.	(A) Subject to the Companies Act if, so long as any of the rights attached to any warrants issued by the Company to subscribe for shares of the Company shall remain exercisable, the Company does any act or engages in any transaction which, as a result of any adjustments to the subscription price in accordance with the provisions applicable under the terms and conditions of the warrants, would reduce the subscription price to below the par value of a share, then the following provisions shall apply:—

	<p>(iv) if upon the exercise of the subscription rights represented by any warrant the amount standing to the credit of the <u>S</u>ubscription Right Reserve is not sufficient to pay up in full such additional nominal amount of share equal to such difference as aforesaid to which the exercising warrant holder is entitled, the Board shall apply any profits or reserves then or thereafter becoming available (including, to the extent permitted by law, contributed surplus account, share premium account and capital redemption reserve fund) for such purpose until such additional nominal amount of shares is paid up and allotted as aforesaid and until then no dividend or other distribution shall be paid or made on the fully paid shares of the Company then in issue. Pending such payment up and allotment, the exercising warrant holder shall be issued by the Company with a certificate evidencing his right to the allotment of such additional nominal amount of shares. The rights represented by any such certificate shall be in registered form and shall be transferable in whole or in part in units of one share in the like manner as the shares for the time being are transferable, and the Company shall make such arrangements in relation to the maintenance of a register therefor and other matters in relation thereto as the Board may think fit and adequate particulars thereof shall be made known to each relevant exercising warrant holder upon the issue of such certificate.</p> <p>(B) Shares allotted pursuant to the provisions of this Bye-Law shall rank pari passu in all respects with the other shares allotted on the relevant exercise of the subscription rights represented by the warrant concerned. Notwithstanding anything contained in paragraph (A) of this Bye-Law, no fraction of any share shall be allotted on exercise of the subscription rights.</p> <p>(C) The provisions of this Bye-Law as to the establishment and maintenance of the Subscription Right Reserve shall not be altered or added to in any way which would vary or abrogate, or which would have the effect of varying or abrogating, the provisions for the benefit of any warrant holder or class of warrant holders under this Bye-Law without the sanction of a <u>S</u>pecial <u>R</u>esolution of such warrant holders or class of warrant holders.</p>
--	---

RECORD DATES	
186.	Notwithstanding any other provision of these Bye-Laws, the Company or the Board may fix any date as the record date for any dividend, distribution, allotment or issue and such record date may be on or at any time before or after any date on which such dividend, distribution, allotment or issue is declared, paid or made.
STOCK	
187.	<p>The following provisions shall have effect at any time and from time to time that they are not prohibited or inconsistent with the Statutes:</p> <p>(1) The Company may by <u>O</u>rdinary <u>R</u>esolution convert any paid up shares into stock, and may from time to time by like resolution reconvert any stock into paid up shares of any denomination.</p> <p>(3) The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings, and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage.</p>

NOTICE OF ANNUAL GENERAL MEETING



HUSCOKE HOLDINGS LIMITED

和嘉控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 704)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Huscoke Holdings Limited (the “**Company**”) will be held at Room 2301, 23/F, Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Thursday, 28 September 2023 at 3:00 p.m. for the following purposes:

- (1) To receive and consider the audited financial statements and the reports of the directors of the Company (the “**Directors**”) and auditors for the fifteen months ended 31 March 2023;
- (2)
 - (i) To re-elect Mr. Zhao Xu Guang as an executive Director;
 - (ii) To re-elect Mr. Wang Yijun as an executive Director;
 - (iii) To re-elect Mr. Jiang Jiansheng as a non-executive Director;
 - (iv) To re-elect Mr. Lam Hoy Lee, Laurie (who has served for more than nine years) as an independent non-executive Director; and
 - (v) To authorise the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
- (3) To re-appoint Zhonghui Anda CPA Limited as the auditor of the Company and to authorise the Board to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

- (4) As special business, to consider and, if thought fit, pass, with or without amendment, the following resolutions as an ordinary resolution of the Company:

“THAT

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period of all powers of the Company to purchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission (“**SFC**”) of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or requirements of the Stock Exchange and the SFC or other applicable rules and regulations as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares which may be repurchased or agreed conditionally or unconditionally to be repurchased pursuant to paragraph (a) of this resolution during the Relevant Period shall be no more than 10% of the number of issued shares (the “**Shares**”) of the Company at the date of passing of this resolution and the said approval shall be limited accordingly;
- (c) for the purpose of this resolution:

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

- (A) the conclusion of the next annual general meeting of the Company;
- (B) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company (the “**Bye-Laws**”) to be held; and
- (C) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (5) As special business, to consider and, if thought fit, pass, with or without amendment, the following resolutions as an ordinary resolution of the Company:

“THAT

- (a) subject to the limitation mentioned in paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into shares or options, warrants or similar rights to subscribe for any shares in the Company and to make or grant offers, agreements and options, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, securities or similar rights to subscribe for or are convertible into shares of the Company), which 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 (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (A) a Rights Issue, (B) the exercise of options granted under any share option scheme adopted by the Company from time to time, (C) any scrip dividend or similar scheme providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the Bye-Laws, and (D) the exercise of the rights of subscription or conversion under the terms of any securities or bonds which are convertible into shares in the capital of the Company, shall not exceed the aggregate of (i) 20% of the number of issued Shares at the date of passing this resolution and (ii) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of issued Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of issued Shares as at the date of passing of this resolution), and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this resolution:

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

- (A) the conclusion of the next annual general meeting of the Company;
- (B) the expiration of the period within which the next annual general meeting of the Company is required by law or the Bye-Laws to be held; and
- (C) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

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

(6) As special business, to consider and, if thought fit, pass, with or without amendment, the following resolutions as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolutions numbered 4 and 5 as set out above, the general mandate granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with the shares of the Company pursuant to the said resolution numbered 5 be and is hereby extended by the addition thereto of a number representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to the said resolution numbered 4, provided that such number of shares shall not exceed 10% of the number of issued Shares in issue as at the date of passing of the said resolution numbered 4.”

(7) To consider and, pass the following resolution as a special resolution:

“**THAT:**

- (a) the proposed amendments to the existing Bye-Laws (the “**Proposed Amendments**”) set out in Appendix III to the circular of the Company dated 29 August 2023 of which this notice forms part be and are hereby approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the amended and restated Bye-Laws which contain all the Proposed Amendments (the “**Amended Bye-Laws**”), a copy of which is produced to the Annual General Meeting marked “A” and signed by the chairman of the Annual General Meeting for the purpose of identification, be and is hereby approved and adopted as the bye-laws of the Company in substitution for, and to the exclusion of the existing Bye-Laws of the Company with immediate effect; and
- (c) any Director be and is hereby authorised to do all things necessary to implement the Proposed Amendments and the adoption of the Amended Bye-Laws and to make necessary registrations and/or filings for and on behalf of the Company.”

By order of the Board
Huscoke Holdings Limited
Zhao Xu Guang
Chairman and Chief Executive Officer

Hong Kong, 29 August 2023

Registered Office:

Victoria Place
5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Principal Office:

Room 2301, 23/F
Tower One, Lippo Centre
89 Queensway
Admiralty
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice may appoint one or more proxies to attend the meeting and vote on a poll instead of him/her. A proxy need not be a member of the Company.
2. To be valid, a form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (or any adjournment thereof).
3. The register of members of the Company will be closed from Monday, 25 September 2023 to Thursday, 28 September 2023, both date inclusive, during which no transfer of shares will be registered. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the Meeting will be Thursday, 28 September 2023. All transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company’s Branch Share Registrar in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 22 September 2023.