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

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

**If you have sold or transferred** all your securities in Evergrande Property Services Group Limited, you should immediately deliver this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**Evergrande Property Services Group Limited**  
**恒大物業集團有限公司**

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

**(Stock Code: 6666)**

- (1) NOTICES OF 2021 AND 2022 ANNUAL GENERAL MEETING;**  
**(2) RE-ELECTION OF DIRECTORS;**  
**(3) PROPOSED AMENDMENTS TO THE EXISTING ARTICLES**  
**AND PROPOSED ADOPTION OF THE NEW ARTICLES;**  
**AND**  
**(4) GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE NEW SHARES**

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Notices convening the 2021 Annual General Meeting and the 2022 Annual General Meeting of Evergrande Property Services Group Limited to be held at Meeting Room 1, 13th Floor, Guangzhou Evergrande Center, No. 78 Huangpu Avenue West, Tianhe District, Guangzhou, Guangdong Province, the PRC on Thursday, 16 November 2023 at 9:00 a.m. and 9:15 a.m. (or immediately following the conclusion of the 2021 Annual General Meeting), respectively, are set out on pages 79 to 85 of this circular. Forms of proxy for use at the Annual General Meetings are also enclosed.

Whether or not you intend to attend the 2021 Annual General Meeting and the 2022 Annual General Meeting, you are requested to complete the accompanying forms of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 9:00 a.m. or 9:15 a.m., on Tuesday, 14 November 2023, respectively, and in any event not later than 48 hours before the time appointed for the holding of the Annual General Meetings or any adjournment thereof. Completion and return of the forms of proxy will not preclude you from attending and voting in person at the said meeting or any adjourned meeting thereof should you so wish.

16 October 2023

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## DEFINITIONS

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In this circular, unless otherwise defined, expressions used herein shall have the following meanings:

“2021 Annual General Meeting”	the annual general meeting of the Company for the year ended 31 December 2021 to be held at Meeting Room 1, 13th Floor, Guangzhou Evergrande Center, No. 78 Huangpu Avenue West, Tianhe District, Guangzhou, Guangdong Province, the PRC on Thursday, 16 November 2023 at 9:00 a.m. or any adjournment thereof;
“2022 Annual General Meeting”	the annual general meeting of the Company for the year ended 31 December 2022 to be held at Meeting Room 1, 13th Floor, Guangzhou Evergrande Center, No. 78 Huangpu Avenue West, Tianhe District, Guangzhou, Guangdong Province, the PRC on Thursday, 16 November 2023 at 9:15 a.m. (or immediately following the conclusion of the 2021 Annual General Meeting) or any adjournment thereof;
“Annual General Meetings”	the 2021 Annual General Meeting and the 2022 Annual General Meeting;
“Associate(s)”	has the meaning ascribed to it in the Listing Rules;
“Board”	the board of Directors;
“Articles” or “Existing Articles”	the existing amended and restated articles of association of the Company, as amended from time to time;
“close associates”	has the meaning ascribed to it in the Listing Rules;
“Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, modified and supplemented from time to time;
“Companies Ordinance”	Companies Ordinance, Chapter 622 of the Laws of Hong Kong, as amended from time to time;
“Company”	Evergrande Property Services Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“connected person(s)”	has the meaning ascribed to it in the Listing Rules;
“controlling shareholder(s)”	has the meaning ascribed to it in the Listing Rules;
“core connected person(s)”	has the meaning ascribed to it in the Listing Rules;
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate to be granted to the Directors at the 2022 Annual General Meeting to exercise all powers to allot, issue and otherwise deal with new Shares and other securities representing not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution;
“Latest Practicable Date”	11 October 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“New Articles”	the second amended and restated articles of association of the Company, incorporating and consolidating all the Proposed Amendments, proposed to be adopted by the Company at the 2022 Annual General Meeting;
“PRC”	the People’s Republic of China and for the purpose of this circular only, shall exclude Hong Kong, the Macao Special Administrative Region of China and Taiwan;
“Proposed Amendments”	the proposed amendments to the Existing Articles, as set out in Appendix III to this circular;
“Share Buy-back Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the powers of the Company to exercise all rights to buy back Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the relevant resolution;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time;
“Share(s)”	ordinary shares of US\$0.0001 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary(ies)”	has the meaning ascribed to it under the Companies Ordinance;
“substantial shareholder(s)”	has the meaning ascribed to it in the Listing Rules;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“US\$”	United States dollar, the lawful currency of the United States of America; and
“%”	per cent.

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LETTER FROM THE BOARD

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**Evergrande Property Services Group Limited**

**恒大物業集團有限公司**

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

**(Stock Code: 6666)**

*Executive Directors:*

Mr. Duan Shengli (*Chairman*)

Mr. Han Chao

Mr. Hu Xu

*non-executive Directors:*

Mr. Sang Quan

Mr. Lin Wuchang

*Independent non-executive Directors:*

Mr. Peng Liaoyuan

Ms. Wen Yanhong

Mr. Dong Xinyi

*Registered Office:*

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head Office and*

*Principal Place of Business in Hong Kong:*

15/F, YF Life Centre

38 Gloucester Road,

Wanchai

Hong Kong

16 October 2023

*To the Shareholders:*

Dear Sir or Madam,

**(1) NOTICES OF 2021 AND 2022 ANNUAL GENERAL MEETING;**

**(2) RE-ELECTION OF DIRECTORS;**

**(3) PROPOSED AMENDMENTS TO THE EXISTING ARTICLES**

**AND PROPOSED ADOPTION OF THE NEW ARTICLES;**

**AND**

**(4) GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE NEW SHARES**

**INTRODUCTION**

The purpose of this circular is to give you notices of the 2021 Annual General Meeting and the 2022 Annual General Meeting to be held at Meeting Room 1, 13th Floor, Guangzhou Evergrande Center, No. 78 Huangpu Avenue West, Tianhe District, Guangzhou, Guangdong Province, the PRC on Thursday, 16 November 2023 at 9:00 a.m. and 9:15 a.m. (or immediately following the conclusion of the 2021 Annual General Meeting), respectively, and to provide you with information relating to the resolutions to be proposed at the Annual General Meetings.

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## LETTER FROM THE BOARD

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The resolutions to be proposed at the 2021 Annual General Meeting include (i) an ordinary resolution to resolve, ratify and confirm the 2021 Annual General Meeting as the annual general meeting of the Company for the year ended 31 December 2021; and (ii) an ordinary resolution to receive, consider and adopt the audited consolidated financial statements of the Company for the year ended 31 December 2021, together with the reports of the Directors and the independent auditors of the Company.

The resolutions to be proposed at the 2022 Annual General Meeting include, among other things, (i) an ordinary resolution to receive, consider and adopt the audited consolidated financial statements of the Company for the year ended 31 December 2022, together with the reports of the Directors and the independent auditors of the Company; (ii) ordinary resolutions to the re-election of Directors; (iii) ordinary resolutions to renew the Issue Mandate and the Shares Buy-back Mandate, and to extend the general mandate to issue shares; and (iv) a special resolution to the Proposed Amendments to the Existing Articles and the proposed adoption of the New Articles.

### **Annual General Meeting for the year ended 31 December 2021**

Pursuant to Article 56 of the Existing Articles, the Company shall in each year hold a general meeting as its annual general meeting, and every annual general meeting shall be held within fifteen (15) months from the date of the last annual general meeting.

The last annual general meeting of the Company was held on 15 June 2021 and no annual general meeting of the Company has been held since the trading of the Shares on the Stock Exchange was suspended on 21 March 2022.

In view of the above, an ordinary resolution will be proposed at the 2021 Annual General Meeting to resolve, ratify and confirm the 2021 Annual General Meeting as the annual general meeting of the Company for the year ended 31 December 2021.

### **Receive, consider and adopt financial statements**

Ordinary resolutions will be proposed at the 2021 Annual General Meeting and the 2022 Annual General Meeting to receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the Directors and the independent auditors of the Company for the respective years ended 31 December 2021 and 31 December 2022.

### **Proposed re-election of Directors**

Pursuant to Article 84(1) of the Existing Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Code Provision B.2.2 of Appendix 14 of the Listing Rules provides that every Director (including those appointed for a specific term) 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 re-election or appointment but as between persons who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot.

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## LETTER FROM THE BOARD

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Pursuant to Article 83(3) of the Existing Articles, the Board shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and then be subject to re-election at that meeting, and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election. Pursuant to Article 83(3) of the Articles, Mr. Duan Shengli (“**Mr. Duan**”), Mr. Han Chao (“**Mr. Han**”), Mr. Hu Xu (“**Mr. Hu**”), Mr. Sang Quan (“**Mr. Sang**”), Mr. Lin Wuchang (“**Mr. Lin**”), Mr. Peng Liaoyuan (“**Mr. Peng**”), Ms. Wen Yanhong (“**Ms. Wen**”) and Mr. Dong Xinyi (“**Mr. Dong**”), all of whom have been appointed by the Board subsequent to the annual general meeting held on 15 June 2021, shall hold office for a term until the 2022 Annual General Meeting. Mr. Duan, Mr. Han, Mr. Hu, Mr. Sang, Mr. Lin, Mr. Peng, Ms. Wen and Mr. Dong will not be counted for the purpose of determining the number of Directors to retire by rotation. Mr. Duan, Mr. Han, Mr. Hu, Mr. Sang, Mr. Lin, Mr. Peng, Ms. Wen and Mr. Dong, being eligible, will offer themselves for re-election and the Board has recommended them for re-election at the 2022 Annual General Meeting.

The biographical details of the above retiring Directors who are subject to re-election at the 2022 Annual General Meeting as required to be disclosed under the Listing Rules are set out in Appendix I to this circular.

The nomination committee of the Company has reviewed the structure and composition of the Board, the confirmation and disclosure provided by the Directors, the qualifications, skills and experience of the retiring Directors, the time commitment and contribution of the retiring Directors and the independence of all the independent non-executive Directors. In view of the above, the Board considers that the re-election of the above retiring Directors is in the best interests of the Company and the Shareholders as a whole and they should be re-elected. Each of Mr. Duan, Mr. Peng and Mr. Dong, being members of the nomination committee of the Company, has abstained from voting at the committee meeting at which his own nomination was considered.

Mr. Peng, Ms. Wen and Mr. Dong, all being independent non-executive Directors eligible for re-election at the 2022 Annual General Meeting, have confirmed their independence by reference to the factors set out in Rule 3.13 of the Listing Rules. The Company considers that Mr. Peng, Ms. Wen and Mr. Dong meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

The procedure for nominating candidate(s) by Shareholders to stand for election as a Director at the general meeting are set out on the Company’s website (<https://www.evergrandeservice.com/>). The Company will issue an announcement or a supplemental circular to inform Shareholders of the details of additional candidate(s) proposed for election if a valid nomination proposal together with the requisite information and documents are received after the printing of this circular.

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## LETTER FROM THE BOARD

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### RENEWAL OF GENERAL MANDATE GRANTED TO ISSUE AND BUY BACK SHARES

#### Share buy-back mandate

At the annual general meeting of the Company held on 15 June 2021, an ordinary resolution was passed to, among other things, grant a general mandate to the Directors to buy back Shares not exceeding 10% of the total number of Shares in issue as at 15 June 2021. Since the granting of the share buy-back mandate and up to the Latest Practicable Date, no Shares have been bought back by the Company pursuant to such share buy-back mandate.

#### Issue Mandate

At the annual general meeting of the Company held on 15 June 2021, ordinary resolutions were passed to, among other things, grant a general mandate to the Directors to allot, issue and otherwise deal with up to 20% of the total number of issued Shares as at 15 June 2021 and the Shares bought back by the Company. As at the Latest Practicable Date, no Shares have been issued by the Company pursuant to such mandate.

The general mandates to issue and buy back Shares will expire at the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable Cayman Islands law to be held. At the 2022 Annual General Meeting, separate ordinary resolutions will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot and issue Shares representing up to 20% of the total number of Shares in issue as at the date of passing the resolution. The Issue Mandate will end on the earliest of the conclusion of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company;
- (b) to grant the Share Buy-back Mandate to the Directors to exercise all powers of the Company to buy back issued Shares subject to the criteria set out in this circular. Under such Share Buy-back Mandate, the maximum number of Shares that the Company may buy back shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution. As at the Latest Practicable Date, the number of Shares in issue was 10,810,811,000 Shares. Subject to the passing of the proposed ordinary resolution approving the granting of the Share Buy-back Mandate and assuming there is no change to the number of issued shares of the Company prior to the 2022 Annual General Meeting, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 1,081,081,100 Shares, being 10% of the total number of Shares in issue as at the date of the passing of the resolution in relation thereof. The Share Buy-back Mandate will end on the earliest of the conclusion of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company; and



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## LETTER FROM THE BOARD

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- (c) subject to the passing of the aforesaid ordinary resolutions of the Issue Mandate and the Share Buy-back Mandate, to extend the number of Shares to be allotted and issued under the Issue Mandate by an additional number representing such number of Shares bought back under the Share Buy-back Mandate.

In accordance with the Listing Rules, an explanatory statement is set out in Appendix II to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution to renew the grant of the Shares Buy-back Mandate at the 2022 Annual General Meeting.

### **Proposed Amendments to the Existing Articles and proposed adoption of the New Articles**

The Board will propose at the 2022 Annual General Meeting a special resolution to approve the Proposed Amendments and the proposed adoption of the New Articles to consolidate the Proposed Amendments in order to, inter alia, (i) bring the Existing Articles in alignment with the core shareholder protection standards set out in Appendix 3 to the Listing Rules (effective from 1 January 2022); (ii) allow general meetings to be held as hybrid meetings or electronic meetings where Shareholders may attend by electronic means in addition to physical meetings where the Shareholders attend in person; (iii) bring the Existing Articles in alignment with the relevant requirements of the Listing Rules and the applicable laws of the Cayman Islands; and (iv) make other housekeeping amendments, including consequential amendments in line with the above amendments to the Existing Articles. In view of the number of Proposed Amendments, the Board proposes to adopt the New Articles in substitution for, and to the exclusion of, the Existing Articles.

The major changes brought by the Proposed Amendments are summarised below:

- (1) to allow general meetings to be held as physical meetings or as electronic meetings (conducted wholly and exclusively by virtual attendance and participation by electronic facilities) or as hybrid meetings (convened for the physical attendance and virtual attendance by members);
- (2) to include additional details to be specified in a notice of general meeting to allow general meetings to be held at one or more meeting locations, or by way of electronic meeting or hybrid meeting;
- (3) to allow general meetings to be held at one or more locations or as an electronic meeting or as a hybrid meeting and to amend the powers of the Board and the chairman relating to these arrangements;
- (4) to provide that votes are allowed to be cast by electronic means, and proxy form may be submitted electronically;
- (5) to insert new definitions and make consequential changes relating to the amendments proposed;

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## LETTER FROM THE BOARD

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- (6) to the extent not provided in the applicable laws of the Cayman Islands, amendments to conform with the Core Shareholders Protection Standards as set out in the amended Appendix 3 to the Listing Rules effective from 1 January 2022; and
- (7) other ancillary and housekeeping amendments to the Articles.

Further particulars of the Proposed Amendments brought about by the adoption of the New Articles (marked-up against the Existing Articles) are set out in Appendix III to this circular. The New Articles is written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the New Articles is purely a translation only. Should there be any discrepancy, the English version shall prevail.

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

### **Arrangements for the Annual General Meetings and appointment of proxy**

Notices convening the 2021 Annual General Meeting and the 2022 Annual General Meeting to be held at Meeting Room 1, 13th Floor, Guangzhou Evergrande Center, No. 78 Huangpu Avenue West, Tianhe District, Guangzhou, Guangdong Province, the PRC on Thursday, 16 November 2023 at 9:00 a.m. and 9:15 a.m. (or immediately following the conclusion of the 2021 Annual General Meeting), respectively, are set out on pages 79 to 85 of this circular. Forms of proxy for use at the Annual General Meetings are also enclosed.

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions to be proposed at the Annual General Meetings will be voted on by Shareholders by way of poll except that the chairman of the meeting may in good faith decide to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, Shareholders will vote on all the resolutions to be proposed at the 2021 Annual General Meeting and the 2022 Annual General Meeting by way of poll. The results of the poll will be published on the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website (<https://www.evergrandeservice.com/>) as soon as possible after the Annual General Meetings.

Forms of proxy for use at the Annual General Meetings are enclosed herewith and such forms of proxy are also available on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you intend to be present and vote at the Annual General Meetings, you are requested to complete the enclosed forms of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 9:00 a.m. and 9:15 a.m. on Tuesday, 14 November 2023 (Hong Kong time), respectively, and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meetings or any adjournment thereof. The completion and delivery of the forms of proxy will not preclude you from attending and voting at the Annual General Meetings in person should you so wish. If you attend and vote at the Annual General Meetings, the authority of your proxy will be revoked. Pursuant to Rule 13.39(4) of the Listing Rules, voting by the Shareholders at the Annual General Meetings will be by poll.

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## LETTER FROM THE BOARD

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### CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of shareholders to attend and vote at the Annual General Meetings, the register of members of the Company will be closed from 13 November 2023 to 16 November 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meetings, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 10 November 2023.

### RECOMMENDATIONS

The Board considers that each of the proposed ordinary resolutions to approve the financial statements, to approve the re-election of retiring Directors, to renew the Share Buy-back Mandate and the Issue Mandate, and the special resolution to approve the Proposed Amendments to the Existing Articles and the proposed adoption of the New Articles are each in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meetings.

### 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.

### ADDITIONAL INFORMATION

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

By order of the Board  
**Evergrande Property Services Group Limited**  
**Duan Shengli**  
*Executive Director*

*The biographies of the Directors proposed for re-election at the 2022 Annual General Meeting are set out below:*

**Executive Directors****Mr. Duan Shengli (段勝利)**

Mr. Duan Shengli, aged 41, was appointed as an executive Director on 22 July 2022. Mr. Duan is also the chairman of the Board and the chairman of the nomination committee of the Company. He is primarily responsible for providing guidance and formulating business strategies for the overall development of the Group.

Mr. Duan has over 18 years of experience in the development, operation and management of real estate projects. Mr. Duan joined China Evergrande Group in July 2005 and has served in various positions, including the chairman of the Beijing company of Evergrande Real Estate Group, chairman of the Henan company of Evergrande Real Estate Group, and chairman of Fairyland Creative Design Group. Mr. Duan is currently a president of the Group. Mr. Duan graduated from Tsinghua University with a bachelor's degree in July 2005.

As at the Latest Practicable Date, Mr. Duan was interested in 10,000 shares of China Evergrande Group, 3,550,000 Shares, 2,420,000 shares of China Evergrande New Energy Vehicle Group Limited, and 20,600,000 share options to subscribe for 20,600,000 shares in China Evergrande Group.

Save as stated herein, as at the Latest Practicable Date, Mr. Duan (i) did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (ii) did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO; (iii) did not hold any other positions in the Group; and (iv) did not hold any directorships or major appointments in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

The Company has entered into a service contract with Mr. Duan for a term of three years commencing from 22 July 2022 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Duan will not receive any director's emolument for his service as an executive Director.

There is no other information relating to Mr. Duan that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in relation to the appointment of Mr. Duan as an executive Director.

**Mr. Han Chao (韓超)**

Mr. Han Chao, aged 34, was appointed as an executive Director on 21 June 2023. Mr. Han is also a member of the remuneration committee of the Company. Mr. Han joined the Group in January 2015 and has served as assistant general manager of the project of Jinbi Property Guangzhou branch, deputy director of the quality management department, assistant general manager of the property management center, assistant general manager at the headquarters of the Group and deputy general manager of the Group. Mr. Han is currently the general manager of the Group. Mr. Han obtained a bachelor's degree from Fudan University in July 2011.

As at the Latest Practicable Date, Mr. Han was interested in 40,000 share options to subscribe for 40,000 shares in China Evergrande Group.

Save as stated herein, as at the Latest Practicable Date, Mr. Han (i) did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (ii) did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO; (iii) did not hold any other positions in the Group; and (iv) did not hold any directorships or major appointments with any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

The Company has entered into a service contract with Mr. Han for a term of three years commencing from 21 June 2023 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Han receives a director's emolument of RMB180,000 per annum, which was determined by the Board with reference to his experience and duties and responsibilities in the Company and the prevailing market conditions.

There is no other information relating to Mr. Han that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in relation to the appointment of Mr. Han as an executive Director.

**Mr. Hu Xu (胡旭)**

Mr. Hu Xu, aged 36, was appointed as an executive Director on 21 June 2023. Mr. Hu joined the Group in August 2010 and had served in various positions, including deputy manager of the human resources and administration department of the property management center, general manager of the legal and contract center of the headquarters of the Group, and assistant general manager at the headquarters of the Group. Mr. Hu is currently the deputy general manager of the Group. Mr. Hu obtained a bachelor's degree from Huangshan University in July 2009.

As at the Latest Practicable Date, Mr. Hu was interested in 3,500 Shares and 80,000 share options to subscribe for 80,000 shares in China Evergrande Group.

Save as stated herein, as at the Latest Practicable Date, Mr. Hu (i) did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (ii) did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO; (iii) did not hold any other positions in the Group; and (iv) did not hold any directorships or major appointments with any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

The Company has entered into a service contract with Mr. Hu for a term of three years commencing from 21 June 2023 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Hu receives a director's emolument of RMB180,000 per annum, which was determined by the Board with reference to his experience and duties and responsibilities in the Company and the prevailing market conditions.

There is no other information relating to Mr. Hu that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in relation to the appointment of Mr. Hu as an executive Director.

#### **Non-Executive Directors**

##### **Mr. Sang Quan (桑權)**

Mr. Sang Quan, aged 33, was appointed as a non-executive Director on 21 June 2023. Mr. Sang joined Evergrande Real Estate Group in July 2013 and had served in various positions, including project management engineer at the management and supervision center of Evergrande Real Estate Group, secretary to the executive vice president of human resources and administration center of Evergrande Real Estate Group, general manager of the Guangzhou Panyu project of the Pearl River Delta company of Evergrande Real Estate Group, and executive deputy general manager of the Guangdong company of Evergrande Automobile Industry Park Group. Mr. Sang is currently a deputy general manager of the Pearl River Delta company of Evergrande Real Estate Group. Mr. Sang obtained a bachelor's degree from Huazhong University of Science and Technology in July 2013.

As at the Latest Practicable Date, Mr. Sang was interested in 1,000 Shares and 55,500 shares of China Evergrande New Energy Vehicle Group Limited, and 150,000 share options to subscribe for 150,000 shares in China Evergrande Group.

Save as stated herein, as at the Latest Practicable Date, Mr. Sang (i) did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (ii) did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO; (iii) did not hold any other positions in the Group; and (iv) did not hold any directorships or major appointments with any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

The Company has entered into a service contract with Mr. Sang for a term of three years commencing from 21 June 2023 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Sang receives a director's emolument of RMB180,000 per annum, which was determined by the Board with reference to his experience and duties and responsibilities in the Company and the prevailing market conditions.

There is no other information relating to Mr. Sang that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in relation to the appointment of Mr. Sang as a non-executive Director.

**Mr. Lin Wuchang (林五昌)**

Mr. Lin Wuchang, aged 47, was appointed as a non-executive Director on 21 June 2023. Mr. Lin joined Evergrande Real Estate Group in January 2010 and had served in various positions, including manager of engineering department of the Guangdong company of Evergrande Real Estate Group, deputy manager and manager of various project engineering departments, engineering director of the urban renewal company, and deputy general manager of the Jiangmen project of the Shenzhen company of Evergrande Real Estate Group. Mr. Lin is currently the engineering director of urban renewal company of the Shenzhen company of Evergrande Real Estate Group. Mr. Lin obtained a bachelor's degree from Chang'an University in July 2000.

As at the Latest Practicable Date, Mr. Lin was interested in 70,000 share options to subscribe for 70,000 shares in China Evergrande Group.

Save as stated herein, as at the Latest Practicable Date, Mr. Lin (i) did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (ii) did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO; (iii) did not hold any other positions in the Group; and (iv) did not hold any directorships or major appointments with any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

The Company has entered into a service contract with Mr. Lin for a term of three years commencing from 21 June 2023 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Lin receives a director's emolument of RMB180,000 per annum, which was determined by the Board with reference to his experience and duties and responsibilities in the Company and the prevailing market conditions.

There is no other information relating to Mr. Lin that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in relation to the appointment of Mr. Lin as a non-executive Director.



**Independent Non-Executive Directors****Mr. Peng Liaoyuan (彭燎原)**

Mr. Peng Liaoyuan, aged 54, was appointed as an independent non-executive Director on 9 February 2022. Mr. Peng is also a member of each of the audit committee and nomination committee of the Company. Mr. Peng is a practicing lawyer in the PRC and graduated from the School of Political Science and Law of South China Normal University in 1992. Mr. Peng has over 30 years of experience in legal matters and is currently a senior partner of Guangdong Lianyue Law Firm (廣東連越律師事務所). Mr. Peng was appointed as an external director of Guangzhou Radio Group Co., Ltd. (廣州無線電集團有限公司), an external director of Guangdong Rising Holding Group Co., Ltd. (廣東省廣晟控股集團有限公司) and an external director of Guangzhou Pearl River Enterprises Group Ltd. (廣州珠江實業集團有限公司) in December 2017, July 2019 and December 2019, respectively. Mr. Peng has also served as an independent director of Daye Trust Co., Ltd. (大業信託有限責任公司) since September 2020. From May 2019 to November 2021, Mr. Peng served as an independent director of Shenzhen Procto Supply Chain Management Co., Ltd (深圳市普路通供應鏈管理股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002769). From June 2018 to March 2023, Mr. Peng served as an independent director of Wanlian Securities Co., Ltd. (萬聯證券股份有限公司).

The Company has entered into a service contract with Mr. Peng for a term of three years commencing from 9 February 2022 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Peng receives a director's emolument of HK\$504,000 per annum, which was determined by the Board with reference to his experience and duties and responsibilities in the Company and the prevailing market conditions.

Save as stated herein, as at the Latest Practicable Date, Mr. Peng (i) did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (ii) did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO; (iii) did not hold any other positions in the Group; and (iv) did not hold any directorships or major appointments with any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Peng confirms that he meets the independence guidelines set out in Rule 3.13 of the Listing Rules. There is no other information relating to Mr. Peng that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in relation to the appointment of Mr. Peng as an independent non-executive Director.



**Ms. Wen Yanhong (文艷紅)**

Ms. Wen Yanhong, aged 54, was appointed as an independent non-executive Director on 19 November 2021. Ms. Wen is also the chairman of the audit committee and a member of the remuneration committee of the Company. Ms. Wen is a certified public accountant in the PRC with over 20 years of experience in accounting and auditing. Ms. Wen was involved in the audit work of many initial public offering cases in the PRC. Ms. Wen successively served as a partner at Guangzhou Erxiang Accounting Firm (廣州而翔會計師事務所) and Tianjian Accounting Firm Guangdong Branch (天健會計師事務所廣東分所) from November 2012 to July 2020 and was also a partner of Da Hua CPA (大華會計師事務所) (Special General Partnership). Ms. Wen is also a certified tax accountant in the PRC. She has been the legal representative and the chief taxation officer of Guangzhou Hangyun Tax Advisers Co., Ltd (廣州衡運稅務師事務所有限公司) since February 2017 and has also been a finance expert in Guangdong Equity Exchange Center Co., Ltd. (廣東股權交易中心股份有限公司) since June 2021. Ms. Wen has also been a partner of Beijing Da Hua CPA (北京大華會計師事務所) (Special General Partnership) since September 2023. Ms. Wen graduated from the Guilin Institute of Electronic Technology (桂林電子工業學院) in industrial finance in July 1990 and the CEO class of Zhongshan University Talent College (中山大學行知優才學院) in August 2015.

The Company has entered into a service contract with Ms. Wen for a term of three years commencing from 19 November 2021 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Ms. Wen receives a director's emolument of HK\$504,000 per annum, which was determined by the Board with reference to her experience and duties and responsibilities in the Company and the prevailing market conditions.

Save as stated herein, as at the Latest Practicable Date, Ms. Wen (i) did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (ii) did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO; (iii) did not hold any other positions in the Group; and (iv) did not hold any directorships or major appointments with any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Ms. Wen confirms that she complies with the independence guidelines set out in Rule 3.13 of the Listing Rules. There is no other information relating to Ms. Wen that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in relation to the appointment of Ms. Wen as an independent non-executive Director.

**Mr. Dong Xinyi (董心怡)**

Mr. Dong Xinyi, aged 53, was appointed as an independent non-executive Director on 27 September 2023. Mr. Dong is also the chairman of the remuneration committee and a member of each of the audit committee and nomination committee of the Company. Mr. Dong is an economist with over 30 years of experience in investment banking, financial management and asset management. From September 1990 to November 1999, Mr. Dong worked at the Guangdong branch of Bank of China, holding various positions including deputy section chief of the risk management department. From December 1999 to December 2011, Mr. Dong worked at the Guangdong branch of China Orient Asset Management Co., Ltd., where he held different positions including senior manager of the market development department and risk management department. From January 2012 to February 2019, Mr. Dong worked at Dong Yin Development (Holdings) Limited (a wholly-owned subsidiary of China Orient Asset Management Co., Ltd. in Hong Kong), where he served as deputy managing director. Mr. Dong served as a visiting professor at the School of Economics and Statistics at Guangzhou University and has been a visiting professor at the School of Applied Economics at Guangdong Baiyun University since October 2020. Currently, Mr. Dong is an external director of Guangdong Provincial Port & Shipping Group Co., Ltd. and Guangdong Yuehai Capital Group Co., Ltd.. Mr. Dong obtained a master's degree in software engineering from Huazhong University of Science and Technology in July 2010.

The Company has entered into an appointment letter with Mr. Dong for a term of three years commencing from 27 September 2023 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Dong receives a director's emolument of HK\$504,000 per annum, which was determined with reference to his experience, duties and responsibilities in the Company and the current market rate.

Save as stated herein, as at the Latest Practicable Date, Mr. Dong (i) did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (ii) did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO; (iii) did not hold any other positions in the Group; and (iv) did not hold any directorships or major appointments with any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Dong confirms that he meets the independence guidelines set out in Rule 3.13 of the Listing Rules. There is no other information relating to Mr. Dong that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in relation to the appointment of Mr. Dong as an independent non-executive Director.

This appendix is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the 2022 Annual General Meeting for approving the Share Buy-back Mandate. This appendix contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

### **SHAREHOLDERS' APPROVAL**

The Listing Rules require that all proposals to buy back securities by companies whose primary listing is on the Stock Exchange must be approved in advance by shareholders by way of an ordinary resolution, which may be either a general mandate or a specific approval for a particular transaction.

### **SHARE CAPITAL**

As at the Latest Practicable Date, the Company had a total of 10,810,811,000 Shares in issue. Subject to the passing of the resolution granting the Share Buy-back Mandate and assuming that all the bought back Shares have been cancelled and that there is no change in the number of issued Shares during the period from the Latest Practicable Date to the 2022 Annual General Meeting, the Company will be allowed under the Share Buy-back Mandate to buy back a maximum of 1,081,081,100 Shares, being 10% of the total number of Shares in issue as at the date of the passing of the relevant resolution at the 2022 Annual General Meeting.

### **REASONS FOR SHARE BUY-BACKS**

The Directors consider that the ability to buy back Shares would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders as a whole.

### **FUNDING OF BUY-BACK**

The Company is empowered by its Articles to buy back its Shares. In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles and laws of the Cayman Islands. The laws of the Cayman Islands and the Articles provide that payment for a share buy-back may only be made out of profits or the proceeds of a new issue of Shares made for such purpose or subject to the Companies Act, out of capital of the Company. The amount of premium payable on the buy-back of Shares may only be paid out of either the profits or out of the share premium of the Company or subject to the Companies Act, out of capital of the Company.

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the buy back by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the Company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the Shares so bought back would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

In the event that the proposed share buy-backs were to be carried out in full at any time during the proposed buy-back period, the working capital position and the gearing levels of the Company may be affected. However, the Directors do not propose to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### **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 to sell any Shares to the Company in the event that the Share Buy-back Mandate is granted by the Shareholders.

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Share Buy-back Mandate is granted by the Shareholders.

#### **UNDERTAKING OF THE DIRECTORS**

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

#### **EFFECT OF TAKEOVERS CODE**

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

As at the Latest Practicable Date, China Evergrande Group and its associates were interested in approximately 51.71% of the issued shares of the Company. In the event that the Directors exercise in full the power to buy-back Shares pursuant to the Share Buy-back Mandate, the aggregate percentage shareholdings of China Evergrande Group and its associates would increase to approximately 57.46%. Such increases would not trigger any mandatory offer obligation under Rules 26 of the Takeovers Code.

The Directors will comply with the public float requirement under Rule 8.08 of the Listing Rules and will not buy-back any Shares if as a result of such buy-back the Company cannot meet its minimum requirement for public float.

## SHARE BUY-BACK BY THE COMPANY

The Company has not bought back any Shares during the six months immediately preceding the Latest Practicable Date.

## SHARE PRICES

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

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2022</b>		
September ( <i>Note</i> )	N/A	N/A
October ( <i>Note</i> )	N/A	N/A
November ( <i>Note</i> )	N/A	N/A
December ( <i>Note</i> )	N/A	N/A
<b>2023</b>		
January ( <i>Note</i> )	N/A	N/A
February ( <i>Note</i> )	N/A	N/A
March ( <i>Note</i> )	N/A	N/A
April ( <i>Note</i> )	N/A	N/A
May ( <i>Note</i> )	N/A	N/A
June ( <i>Note</i> )	N/A	N/A
July ( <i>Note</i> )	N/A	N/A
August ( <i>Note</i> )	1.55	0.53
September ( <i>Note</i> )	0.93	0.59
October (up to the Latest Practicable Date)	0.67	0.50

*Note:* Trading in the Shares on the Stock Exchange was suspended from 9:00 a.m. on 21 March 2022 to 2 August 2023 and resumed from 9:00 a.m. on 3 August 2023; and trading in the Shares on the Stock Exchange was suspended from 9:00 a.m. on 28 September 2023 to 29 September 2023 and resumed from 9:00 a.m. on 3 October 2023.

*The Proposed Amendments as a result of the adoption of the New Articles are set out below, with the proposed additions and deletions indicated by underlining and strikethrough, respectively.*

THE COMPANIES ACT (2020AS REVISIONED)  
EXEMPTED COMPANY LIMITED BY SHARES

SECOND AMENDED AND RESTATED  
ARTICLES OF ASSOCIATION

OF

Evergrande Property Services Group Limited  
恒大物業集團有限公司<sup>1</sup>

~~(Conditionally adopted by a special resolution dated 13 November 2020 with effect from the listing of shares of the Company on The Stock Exchange of Hong Kong Limited on 2 December 2020)~~

(Adopted by way of special resolution  
passed at a general meeting held on 16 November 2023)

- 
1. As provisions are added or deleted, serial numbers of certain provisions and cross-references in these Articles have been adjusted accordingly, and are not set forth separately in this table. Besides, provisions in these Articles affected solely by one or more of the following are not set forth separately in this table: (i) the replacement of “Law” with “Act” to refer to the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands; (ii) the replacement of “rules of the Designated Stock Exchange” or “rules of any Designated Stock Exchange” with “Listing Rules” to refer to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; (iii) the replacement of “member(s)” or “member(s) of the Company” with “Member(s)”; (iv) the replacement of “notice(s)” with “Notice(s)”; and (v) mere punctuation change(s) not affecting meaning.

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
		<u>TABLE A</u>		<u>TABLE A</u>
1.	1	The regulations in Table A in the Schedule to the Companies Law (2020 Revision) do not apply to the Company.	1	The regulations in Table A in the Schedule to the Companies Law <del>(2020 Revision)</del> <u>Act (as defined in Article 2)</u> do not apply to the Company.
		<u>INTERPRETATION</u>		<u>INTERPRETATION</u>
2.	2(1)		2(1)	<u>“Act”</u> <u>the Companies Act, Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</u>
3.				<u>“announcement”</u> <u>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>
4.		“business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.		<del>“business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.</del>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
5.		“close associate” in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange (“Listing Rules”) as modified from time to time, except that for purposes of Article 100 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.		“close associate” in relation to any Director, shall have the same meaning as defined in the <del>rules of the Designated Stock Exchange</del> (“Listing Rules”) as modified from time to time, except that for purposes of Article 100 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.
6.		“dollars” and “\$” dollars, the legal currency of Hong Kong.		<del>“Hong Kong dollars” and “\$” and</del> <u>“HK\$”</u> dollars, the legal currency of Hong Kong.
7.				<u>“electronic communication” 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>
8.				<u>“electronic meeting” a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members and/or proxies by means of electronic facilities.</u>
9.		“Law” The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.		<del>“Law” The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.</del>



No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
10.				<p><u>“hybrid meeting”</u>  <u>a general meeting convened for the (i) physical attendance by Members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Members and/or proxies by means of electronic facilities.</u></p>
11.				<p><u>“Listing Rules”</u>  <u>the rules and regulations of the Designated Stock Exchange.</u></p>
12.				<p><u>“Meeting Location”</u>  <u>has the meaning given to it in Article 64A.</u></p>
13.				<p><u>“physical meeting”</u>  <u>a general meeting held and conducted by physical attendance and participation by Members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations.</u></p>
14.				<p><u>“Principal Meeting Place”</u>  <u>shall have the meaning given to it in Article 59(2).</u></p>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
15.	2(2)(e)	expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a 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 all applicable Statutes, rules and regulations;	2(2)(e)	expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing <u>or reproducing</u> words or figures in a <u>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 communication), or modes of representing or reproducing words partly in one visible form and partly in another</u> 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 <del>n</del> Notice and the Member's election comply with all applicable Statutes, rules and regulations;
16.	2(2)(h)	references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;	2(2)(h)	references to a document <u>being(including, but without limitation, a resolution in writing) being signed or</u> executed include references to it being <u>signed or</u> executed under hand or under seal or by electronic signature or by <u>electronic communication or by</u> any other method and references to a <del>n</del> Notice or document include a <del>n</del> 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;

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
17.	2(2)(i)	Section 8 and Section 19 of the Electronic Transactions Law (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.	2(2)(i)	Section 8 and Section 19 of the Electronic Transactions Law <del>(2003)</del> <u>Act</u> of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;
18.			2(2)(j)	<u>references to the right of a Member 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;</u>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
19.			2(2)(k)	<p>a reference to a meeting: (a) shall <u>mean a meeting convened and held in any manner permitted by these Articles and any Member 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 Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly, and (b) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Article 64E;</u></p>
20.			2(2)(l)	<p><u>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 Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;</u></p>
21.			2(2)(m)	<p><u>references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); and</u></p>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
22.			2(2)(n)	<u>where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member.</u>
		<u>SHARE CAPITAL</u>		<u>SHARE CAPITAL</u>
23.	3(2)	Subject to the Law, the Company's Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Law. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law.	3(2)	Subject to the <del>Law</del> <u>Act</u> , the Company's Memorandum and Articles of Association and, where applicable, the <del>Listing r</del> <u>Rules of any</u> <del>Designated Stock Exchange and/</del> or <u>the rules and regulations of</u> any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the <del>Law</del> <u>Act</u> . The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the <del>Law</del> <u>Act</u> .
24.	3(3)	Subject to compliance with the rules and regulations of the Designated Stock Exchange 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.	3(3)	Subject to compliance with the <u>Listing Rules and the rules and regulations of the</u> <del>Designated Stock Exchange and</del> 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.

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
		<u>SHARE RIGHTS</u>		<u>SHARE RIGHTS</u>
25.	8(1)	Subject to the provisions of the Law and the Company's Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Board may determine.	8(1)	Subject to the provisions of the <del>Law</del> <u>Act</u> and the Company's Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Board may determine.
26.	8(2)	Subject to the provisions of the Law, the rules of any Designated Stock Exchange and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.	9	Subject to the provisions of the <del>Law</del> <u>Act</u> , the <del>Listing r</del> <u>Rules of any</u> <del>Designated Stock Exchange</del> and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.
27.	9	Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.		<del>Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.</del>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
		<u>VARIATION OF RIGHTS</u>		<u>VARIATION OF RIGHTS</u>
28.	10(a)	<p>Subject to the Law and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, <i>mutatis mutandis</i>, apply, but so that:</p> <p>(a) the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum; and</p>	10(a)	<p>Subject to the <del>Law</del>Act and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, <i>mutatis mutandis</i>, apply, but so that:</p> <p>(a) the necessary quorum (<del>other than</del><u>including</u> at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class <del>and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum; and</del></p>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
		<u>REGISTER OF MEMBERS</u>		<u>REGISTER OF MEMBERS</u>
29.	44	The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.	44	The Register and branch register of Members <u>maintained in Hong Kong</u> , as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of <u>\$Hong Kong dollars</u> 2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the <del>Law</del> <u>Act</u> or, if appropriate, upon a maximum payment of <u>\$Hong Kong dollars</u> 1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in <del>an appointed newspaper or any other</del> <u>any</u> newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. <u>The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.</u>



No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
		<u>TRANSFER OF SHARES</u>		<u>TRANSFER OF SHARES</u>
30.	51	The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange or by electronic means or other 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.	51	The registration of transfers of shares or of any class of shares may, after notice has been given by <u>announcement or by electronic communication or by advertisement</u> in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange <del>or by electronic means or other means in such manner as may be accepted by the Designated Stock Exchange</del> 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>The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.</u>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
		<u>UNTRACEABLE MEMBERS</u>		<u>UNTRACEABLE MEMBERS</u>
31.	55(2)(c)	<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>(c) the Company, if so required by the rules governing the listing of shares on the Designated Stock Exchange, has given notice to, and caused advertisement in newspapers in accordance with the requirements of, the Designated Stock Exchange to be made of its intention to sell such shares in the manner required by the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.</p>	55(2)(c)	<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>(c) the Company, if so required by the <del>rules governing the listing of shares on the Designated Stock Exchange</del><u>Rules</u>, has given notice <u>of its intention to sell such shares</u> to, and caused advertisement <del>in both in daily newspapers and in a newspaper circulating in the area of the last known address of such Member or any person entitled to the share under Article 54 and where applicable, in each case</del> in accordance with the requirements of, the Designated Stock Exchange <del>to be made of its intention to sell such shares in the manner required by the Designated Stock Exchange,</del> and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.</p>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
		<u>GENERAL MEETINGS</u>		<u>GENERAL MEETINGS</u>
32.	56	An annual general meeting of the Company shall be held in each year other than the year of the Company's adoption of these Articles (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles, unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board. A meeting of Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting.	56	An annual general meeting of the Company shall be held <del>infor</del> each <u>financial year</u> other than the <u>financial year</u> of the Company's adoption of these Articles ( <del>within a period of not more than fifteen</del> <u>and such annual general meeting must be held within six</u> <del>(+56)</del> months after the <del>holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles,</del> <u>end of the Company's financial year</u> (unless a longer period would not infringe the <u>Listing r</u> <del>Rules of the Designated Stock Exchange, if any</del> ) at such time and place as may be determined by the Board. A meeting of Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute <u>presence at such meeting,</u> <del>if any</del> ).
33.	57	Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General meetings may be held in any part of the world as may be determined by the Board.	57	Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. <del>General</del> <u>All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting)</u> may be held <u>as a physical meeting</u> in any part of the world <u>and at one or more locations as provided in Article 64A, as a hybrid meeting or as an electronic meeting,</u> as may be determined by the Board <u>in its absolute discretion.</u>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
34.	58	<p>The Board may whenever it thinks fit call extraordinary general meetings. Any one or more 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 shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>	58	<p>The Board may whenever it thinks fit call extraordinary general meetings. Any one or more <del>Members</del>Member(s) 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, <u>on a one vote per share basis</u>, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business <u>or resolution</u> specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty=<u>one</u> (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may <del>do so in the same manner</del><u>convene a physical meeting at only one location which will be the Principal Meeting Place</u>, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
		<u>NOTICE OF GENERAL MEETINGS</u>		<u>NOTICE OF GENERAL MEETINGS</u>
35.	59(1)	An annual general meeting must be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:	59(1)	An annual general meeting must be called by Notice of not less than twenty-one (21) clear days <del>and not less than twenty (20) clear business days</del> . All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days <del>and not less than ten (10) clear business days</del> but if permitted by the <u>Listing r</u> <del>Rules of the Designated Stock Exchange</del> , a general meeting may be called by shorter notice, subject to the <u>Law</u> <del>Act</del> , if it is so agreed:

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
36.	59(2)	<p>The notice shall specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.</p>	59(2)	<p>The <del>n</del>Notice shall specify <u>(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 Article 64A, 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-</u> <del>and, in case of special business, the general nature of the business.</del> The <del>n</del>Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such <del>n</del>Notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.</p>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
		<u>PROCEEDINGS AT GENERAL MEETINGS</u>		<u>PROCEEDINGS AT GENERAL MEETINGS</u>
37.	61(2)	No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person (in the case of a Member being a corporation) by its duly authorised representative or by proxy shall form a quorum for all purposes.	61(2)	No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person <del>(in the case of a Member being a corporation) by its duly</del> <u>or by proxy</u> or, for quorum purposes only, <u>two persons appointed by the clearing house as</u> authorised representative or <del>by proxy</del> shall form a quorum for all purposes.
38.	62	If within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.	62	If within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and <del>place</del> <u>place(where applicable) same place(s)</u> or to such time and <del>place as the Board may</del> <u>place(where applicable) such place(s) and in such form and manner referred to in Article 57 as the chairman of the meeting (or in default, the Board) may absolutely</u> determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
39.	63	<p>The chairman of the Company 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, the deputy chairman of the Company 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. 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 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 Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.</p>	63(1)	<p>The chairman of the Company 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, the deputy chairman of the Company 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. 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 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 Members present in person or <del>(in the case of a Member being a corporation) by its duly authorised representative or by proxy</del> and entitled to vote shall elect one of their number to be chairman of the meeting.</p>



No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
40.			63(2)	<u>If the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 63(1) 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.</u>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
41.	64	<p>The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.</p>	64	<p><del>The</del>Subject to Article 64C, the chairman may, <del>with (without the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) or shall at</del> <u>the direction of the meeting</u>, adjourn the meeting from time to time (<u>or indefinitely</u>) 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, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' <del>n</del>Notice of the adjourned meeting shall be given specifying the <del>time and place of the adjourned meeting</del><u>details set out in Article 59(2)</u> but it shall not be necessary to specify in such <del>n</del>Notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give <del>n</del>Notice of an adjournment.</p>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
42.			64A(1)	<p><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 or proxy attending and 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>
43.			64A(2)	<p><u>All general meetings are subject to the following and, where appropriate, all references to a “Member” or “Members” in this sub-paragraph (2) shall include a proxy or proxies respectively:</u></p> <p><u>(a) 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>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
				<p>(b) <u>Members present in person or by proxy at a Meeting Location and/or Members attending and 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>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
				<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; and</u></p>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
				<p>(d) <u>if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Articles 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>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
44.			64B	<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>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
45.			64C	<p data-bbox="956 314 1383 385"><u>If it appears to the chairman of the general meeting that:</u></p> <p data-bbox="956 412 1390 921"><u>(a) 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 Article 64A(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 data-bbox="956 949 1390 1136"><u>(b) 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 data-bbox="956 1164 1390 1391"><u>(c) 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 data-bbox="956 1419 1390 1640"><u>(d) 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>



No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
				<p><u>then, without prejudice to any other power which the chairman of the meeting may have under these Articles 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>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
46.			64D	<p><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 Article 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>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
47.			64E	<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 Article shall be subject to the following:</u></p>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
				<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 a 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 Article, subject to and without prejudice to Article 64, 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 Articles not less than 48 hours before the time of the postponed meeting; and</u></p>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
				(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>
48.			64F	<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 Article 64C, 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>
49.			64G	<u>Without prejudice to other provisions in Article 64, 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>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
		<u>VOTING</u>		<u>VOTING</u>
50.	66(1)	<p>Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that 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 being a corporation, is present by a duly authorized representative), 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 Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties 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.</p>	66(1)	<p>Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy <del>or, in the case of a Member being a corporation, by its duly authorised representative</del> shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that <u>in the case of a physical meeting</u>, 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 <del>in person (or being a corporation, is present by a duly authorized representative)</del>; 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 Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties 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. <u>Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.</u></p>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
51.	66(2)	<p>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:</p> <p>(a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or</p> <p>(b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or 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</p> <p>(c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative 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.</p> <p>A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member.</p>	66(2)	<p><del>Where</del>In the case of a <u>physical meeting</u>, <del>where</del> a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:</p> <p>(a) by at least three Members present in person or <del>in the case of a Member being a corporation by its duly authorised representative or by</del> proxy for the time being entitled to vote at the meeting; or</p> <p>(b) by a Member or Members present in person or <del>in the case of a Member being a corporation by its duly authorised representative or</del> 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</p> <p>(c) by a Member or Members present in person or <del>in the case of a Member being a corporation by its duly authorised representative or by</del> 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.</p> <p>A demand by a person as proxy for a Member <del>or in the case of a Member being a corporation by its duly authorised representative</del> shall be deemed to be the same as a demand by the Member.</p>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
52.	72(1)	<p>A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting, as the case may be.</p>	72(1)	<p>A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting, <u>or postponed meeting</u>, as the case may be.</p>



No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
53.	72(2)	Any person entitled under Article 53 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 forty-eight (48) hours at least before the time of the holding of the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his entitlement to such shares, or the Board shall have previously admitted his right to vote at such meeting in respect thereof.	72(2)	Any person entitled under Article 53 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 forty-eight (48) hours at least 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 entitlement to such shares, or the Board shall have previously admitted his right to vote at such meeting in respect thereof.
54.			73(2)	<u>All Members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u>
55.	73(2)	Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.	73(3)	Where the Company has knowledge that any Member is, under the <u>Listing Rules</u> <del>of the Designated Stock Exchange</del> , required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
56.	74	<p>If:</p> <p>(a) any objection shall be raised to the qualification of any voter; or</p> <p>(b) any votes have been counted which ought not to have been counted or which might have been rejected; or</p> <p>(c) any votes are not counted which ought to have been counted;</p> <p>the objection or error shall not vitiate the decision of the meeting or adjourned meeting on any resolution unless the same is raised or pointed out at the meeting or, as the case may be, the adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same may have affected the decision of the meeting. The decision of the chairman on such matters shall be final and conclusive.</p>	74	<p>If:</p> <p>(a) any objection shall be raised to the qualification of any voter; or</p> <p>(b) any votes have been counted which ought not to have been counted or which might have been rejected; or</p> <p>(c) any votes are not counted which ought to have been counted;</p> <p>the objection or error shall not vitiate the decision of the meeting or adjourned meeting <u>or postponed meeting</u> on any resolution unless the same is raised or pointed out at the meeting or, as the case may be, the adjourned meeting <u>or postponed meeting</u> at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same may have affected the decision of the meeting. The decision of the chairman on such matters shall be final and conclusive.</p>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
		<u>PROXIES</u>		<u>PROXIES</u>
57.	76	The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.	76	The instrument appointing a proxy shall be in <u>such form as the Board may determine and in the absence of such determination, shall be in writing</u> <del>under the hand of</del> <u>signed by</u> the appointor or <del>of his attorney</del> duly authorised in writing or, if the appointor is a corporation, either under its seal or <del>under the hand of</del> <u>signed by</u> an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
58.			77(1)	<p><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 Articles) 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 Article 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 Article or if no electronic address is so designated by the Company for the receipt of such document or information.</u></p>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
59.	77	<p>The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) 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 convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>	77(2)	<p>The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the <del>n</del>Notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate), <u>or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified,</u> not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned <u>meeting or postponed</u> meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting <u>or postponed meeting</u> in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting <del>in person</del> at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
60.	78	<p>Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.</p>	78	<p>Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the <del>n</del>Notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment <u>or postponement</u> of the meeting as for the meeting to which it relates. <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 Articles has not been received in accordance with the requirements of these Articles. Subject to aforesaid, if the proxy appointment and any of the information required under these Articles is not received in the manner set out in these Articles, the appointee shall not be entitled to vote in respect of the shares in question.</u></p>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
61.	79	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement of the meeting or adjourned meeting, at which the instrument of proxy is used.	79	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the <del>n</del> Notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement of the meeting or <u>adjourned meeting or postponed meeting</u> , at which the instrument of proxy is used.

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
		<u>CORPORATIONS ACTING BY REPRESENTATIVES</u>		<u>CORPORATIONS ACTING BY REPRESENTATIVES</u>
62.	81(2)	<p>If a clearing house (or its nominee(s)), being a corporation, is a Member, 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 Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, where a show of hands is allowed, the right to vote individually on a show of hands.</p>	81(2)	<p>If a clearing house (or its nominee(s)), being a corporation, is a Member, 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 Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, <u>the right to speak and vote and</u>, where a show of hands is allowed, the right to vote individually on a show of hands.</p>



No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
		<u>BOARD OF DIRECTORS</u>		<u>BOARD OF DIRECTORS</u>
63.	83(3)	The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.	83(3)	The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director <u>so</u> appointed <del>by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following</del> <u>first</u> annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election.
64.	83(5)	The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).	83(5)	The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director ( <u>including a managing or other executive Director</u> ) at any time before the expiration of his <del>period</del> <u>term</u> of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
		<u>DIRECTORS' INTERESTS</u>		<u>DIRECTORS' INTERESTS</u>
65.	100(1)	<p>A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:</p> <p>(i) any contract or arrangement for the giving to such Director or his close associate(s) any security or indemnity in respect of money lent by him or any of his close associate(s) or obligations incurred or undertaken by him or any of his close associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;</p>	100(1)	<p>A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:</p> <p><del>(i) any contract or arrangement for the giving to such Director or his close associate(s) any security or indemnity in respect of money lent by him or any of his close associate(s) or obligations incurred or undertaken by him or any of his close associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;</del></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>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
		<p>(ii) any contract or arrangement for the giving of any security or indemnity 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 whether alone or jointly under a guarantee or indemnity or by the giving of security;</p> <p>(iii) any contract or arrangement 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;</p>		<p>(b) <del>(ii) any contract or arrangement for the giving of any security or indemnity 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 whether alone or jointly under a guarantee or indemnity or by the giving of security;</del></p> <p>(iii) <del>any contract or arrangement</del> <u>proposal</u> 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 <del>sub-sub</del>-underwriting of the offer;</p> <p><u>(iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:</u></p>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
		<p>(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; or</p>		<p><del>(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; or</del></p> <p>(a) <u>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>(b) <del>(v) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to to the</del> <u></u></p>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
		(v) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors or his close associate(s) and to employees of the Company or of 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 accorded generally to the class of persons to which such scheme or fund relates.		(c) Directors <del>or</del> , his close associate(s) and <del>to</del> employees(s) of the Company or <del>of</del> 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 <del>accorded</del> generally <u>accorded</u> to the class of persons to which such scheme or fund relates; (iv) <u>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>
		<u>PROCEEDINGS OF THE DIRECTORS</u>		<u>PROCEEDINGS OF THE DIRECTORS</u>
66.	111	The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it considers appropriate. Questions arising at any meeting shall be determined by a majority of votes. In the case of any equality of votes the chairman of the meeting shall have an additional or casting vote.	111	The Board may meet for the despatch of business, adjourn <u>or postpone</u> and otherwise regulate its meetings as it considers appropriate. Questions arising at any meeting shall be determined by a majority of votes. In the case of any equality of votes the chairman of the meeting shall have an additional or casting vote.

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
67.	112	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 via electronic mail or by telephone or in such other manner as the Board may from time to time determine.	112	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 <del>via</del> <u>by electronic mail 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</u> or by telephone or in such other manner as the Board may from time to time determine.

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
68.	119	<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 (provided that such number is sufficient to constitute a quorum and further 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 in the same manner as notices of meetings are required to be given by these Articles) be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held. 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 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.</p>	119	<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 (provided that such number is sufficient to constitute a quorum and further 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 in the same manner as notices of meetings are required to be given by these Articles) be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held. <u>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 Article.</u> 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 of a Director or an alternate Director shall be treated as valid. Notwithstanding the foregoing, a resolution in writing shall not</p>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
				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.
		<u>ACCOUNTING RECORDS</u>		<u>ACCOUNTING RECORDS</u>
		<u>AUDIT</u>		<u>AUDIT</u>
69.	152(1)	At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.	152(1)	At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall <u>by ordinary resolution</u> appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.
70.	152(2)	The Members may, at any general meeting convened and held in accordance with these Articles, by special 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.	152(2)	The Members may, at any general meeting convened and held in accordance with these Articles, by <del>special</del> <u>ordinary</u> 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.



No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
71.	154	The remuneration of the Auditor shall be fixed by the Company in general meeting or in such manner as the Members may determine.	154	The remuneration of the Auditor shall be fixed by <del>the Company in an</del> <u>ordinary resolution passed at a</u> general meeting or in such manner as the Members may <u>by ordinary resolution</u> determine.
72.	155	If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.	155	<del>If</del> <u>The Directors may fill any casual vacancy in the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required; the Directors shall fill the vacancy and fix the Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of the any Auditor so appointed: by the Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154.</u>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
		<u>NOTICES</u>		<u>NOTICES</u>
73.	158	<p>Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</p>	158	<p>(1) Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the <u>Listing rRules of the Designated Stock Exchange</u>), whether or not, to be given or issued under these Articles from the Company <del>to a Member</del> shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or <u>electronic communication</u> and any such Notice and document may be <del>served or delivered by the Company on or to any Member either personally or given</del> or issued by the following <u>means</u>:</p> <p>(a) <u>by serving it personally on the relevant person;</u></p> <p>(b) 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 <del>or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied;</del></p>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
				<p>(c) <u>by delivering or leaving it at such address as aforesaid;</u></p> <p>(d) <del>by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website.</del></p>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
				<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 Article 158(4), 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 (including implied or deemed consent) from such person;</u></p> <p>(f) <u>by publishing it on the Company’s website or the website of the Designated Stock Exchange 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 (including implied or deemed consent) from such person; 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>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
				<p>(2) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</p> <p>(3) <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>(4) <u>Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which notices can be served upon him.</u></p> <p>(5) <u>Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such member.</u></p>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
74.	159(b)	Any Notice or other document: (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. 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;	159(b)	Any Notice or other document: (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. A Notice, <u>documents or publication</u> placed on <u>either</u> the Company's website or the website of the Designated Stock Exchange, is deemed given <u>or served</u> by the Company <del>to a Member</del> on the day following <del>that on which a notice of availability is deemed served on the Member;</del> <u>it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;</u>
75.	159(d)	Any Notice or other document: (d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.	159(d)	Any Notice or other document: (d) <del>may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations;</del> <u>if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.</u>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
		<u>SIGNATURES</u>		<u>SIGNATURES</u>
76.	161	For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any notice or document to be given by the Company may be written, printed or made electronically.	161	For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any <del>n</del> Notice or document to be given by the Company may be written, printed or <del>made</del> <u>in electronically form</u> .
		<u>WINDING UP</u>		<u>WINDING UP</u>
77.	162(1)	The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.	162(1)	<del>The</del> <u>Subject to Article 162(2), the</u> Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.
78.	162(2)	A resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.	162(2)	<u>Unless otherwise provided by the Act, a resolution that the Company be wound up by the court or to be wound up voluntarily shall be a special resolution.</u> <del>A resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.</del>

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
		<u>FINANCIAL YEAR</u>		<u>FINANCIAL YEAR</u>
79.			165	<u>Unless otherwise determined by the Directors, the financial year of the Company shall end on the 31st day of December in each year.</u>
		<u>AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION AND NAME OF COMPANY</u>		<u>AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION AND NAME OF COMPANY</u>
80.	165	No Article shall be rescinded, altered or amended and no new Article shall be made until the same has been approved by a special resolution of the Members. A special resolution shall be required to alter the provisions of the memorandum of association or to change the name of the Company.	166	No Article shall be rescinded, altered or amended and no new Article shall be made until the same has been approved by a special resolution of the Members. A special resolution shall be required to alter the provisions of the memorandum of association or to change the name of the Company.
		<u>INFORMATION</u>		<u>INFORMATION</u>
81.	166	No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the members of the Company to communicate to the public.	167	No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the <del>m</del> Members of the Company to communicate to the public.





**Evergrande Property Services Group Limited**

**恒大物業集團有限公司**

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

**(Stock Code: 6666)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Evergrande Property Services Group Limited (the “**Company**”) for the year ended 31 December 2021 (the “**2021 Annual General Meeting**”) will be held at Meeting Room 1, 13th Floor, Guangzhou Evergrande Center, No. 78 Huangpu Avenue West, Tianhe District, Guangzhou, Guangdong Province, the PRC, on Thursday, 16 November 2023 at 9:00 a.m., for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

- (1) As a special business, to resolve, ratify and confirm the 2021 Annual General Meeting as the annual general meeting of the Company for the year ended 31 December 2021; and
- (2) To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company and the independent auditors of the Company for the year ended 31 December 2021.

By order of the Board  
**Evergrande Property Services Group Limited**  
**Duan Shengli**  
*Executive Director*

Hong Kong, 16 October 2023

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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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*Registered Office:*

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head Office and Principal Place of Business in Hong Kong:*

15/F, YF Life Centre  
38 Gloucester Road,  
Wanchai  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the above meeting may appoint one or, if he holds two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof (i.e. on or before 9:00 a.m., Tuesday, 14 November 2023, Hong Kong time). The proxy form will be published on the website of The Stock Exchange of Hong Kong Limited.
4. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting should he so wishes. In such event, the form of proxy shall be deemed to be revoked.
5. The register of members of the Company will be closed from 13 November 2023 to 16 November 2023 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for the entitlement to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 10 November 2023.
6. As at the date of this notice, the board of directors of Company comprises Mr. Duan Shengli, Mr. Han Chao and Mr. Hu Xu as executive directors of the Company; Mr. Sang Quan and Mr. Lin Wuchang as non-executive directors of the Company; and Mr. Peng Liaoyuan, Ms. Wen Yanhong and Mr. Dong Xinyi as independent non-executive directors of the Company.



**Evergrande Property Services Group Limited**

**恒大物業集團有限公司**

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

**(Stock Code: 6666)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Evergrande Property Services Group Limited (the “**Company**”) for the year ended 31 December 2022 (the “**2022 Annual General Meeting**”) will be held at Meeting Room 1, 13th Floor, Guangzhou Evergrande Center, No. 78 Huangpu Avenue West, Tianhe District, Guangzhou, Guangdong Province, the PRC, on Thursday, 16 November 2023 at 9:15 a.m. (or immediately following the conclusion of the annual general meeting of the Company for the year ended 31 December 2021), for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions and a special resolution (as the case may be) of the Company:

**ORDINARY RESOLUTIONS**

- (1) To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “**Directors**”) of the Company and the independent auditors of the Company (the “**Auditors**”) for the year ended 31 December 2022.
- (2) To re-elect Mr. Duan Shengli as an executive Director.
- (3) To re-elect Mr. Han Chao as an executive Director.
- (4) To re-elect Mr. Hu Xu as an executive Director.
- (5) To re-elect Mr. Sang Quan as a non-executive Director.
- (6) To re-elect Mr. Lin Wuchang as a non-executive Director.
- (7) To re-elect Ms. Wen Yanhong as an independent non-executive Director.
- (8) To re-elect Mr. Peng Liaoyuan as an independent non-executive Director.
- (9) To re-elect Mr. Dong Xinyi as an independent non-executive Director.
- (10) To authorise the board of Directors to fix the remuneration of the Directors.
- (11) To re-appoint Prism Hong Kong and Shanghai Limited as the auditors of the Company, and authorise the board of Directors to fix their remuneration.

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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### SPECIAL BUSINESS

(12) To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT:**

- a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or deal with additional shares in the capital of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any shares or convertible securities and to make or grant offers, agreements and options which would or might require the exercise of such powers in accordance with all applicable laws be and is hereby generally and unconditionally approved;
- b) the approval in paragraph (a) shall be in addition to any other authorisation gives to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- c) the total number of shares of the Company 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), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- d) for the purposes of this resolution:

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

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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- iii. the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.

“**Rights Issue**” means an offer of shares by the Company for a period fixed by the Directors to holders of ordinary shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion 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 regulatory body or any stock exchange in, any territory outside Hong Kong).”

- (13) To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT:**

- a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buy-back the shares of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Future Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and regulations of the Cayman Islands, the articles of association of the Company and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- b) the approval in paragraph (a) will not include any other authorisation granted to the Directors and will authorise the Directors during the Relevant Period to procure the Company to buy-back its shares at a price determined by the Directors;
- c) the total number of shares of the Company which may be bought back by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- d) for the purposes of this resolution:

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

- i. the conclusion of the next annual general meeting of the Company;

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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- ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of the Company or any applicable laws of the Cayman Islands to be held; and
  - iii. the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.
- (14) “**THAT** conditional upon the passing of resolutions nos. 12 and 13 above, the general mandate granted to the Directors pursuant to resolution no. 12 be and is hereby extended by the addition thereto of such number of shares of the Company bought back by the Company under the authority granted pursuant to the resolution no. 13, provided that such number of shares shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution.”

### SPECIAL RESOLUTION

- (15) As a special business, to consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT**

- (a) the proposed amendments (the “**Proposed Amendments**”) to the existing amended and restated articles of the Company (the “**Existing Articles**”), the details of which are set forth in Appendix III to the circular of the Company dated 16 October 2023 (the “**Circular**”), be and are hereby approved;
- (b) the new second amended and restated articles of the Company (incorporating the Proposed Amendments) (the “**New Articles**”), a copy of which has been produced to this meeting marked “A” and signed by the Chairman of the meeting for identification purpose, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Articles with immediate effect after the close of this meeting; and
- (c) any one director of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Articles.”

By order of the Board  
**Evergrande Property Services Group Limited**  
**Duan Shengli**  
*Executive Director*

Hong Kong, 16 October 2023

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## NOTICE OF 2022 ANNUAL GENERAL MEETING

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*Registered Office:*

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head Office and Principal Place of Business in Hong Kong:*

15/F, YF Life Centre  
38 Gloucester Road,  
Wanchai  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the above meeting may appoint one or, if he holds two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof (i.e. on or before 9:15 a.m., Tuesday, 14 November 2023, Hong Kong time). The proxy form will be published on the website of the Stock Exchange.
4. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting should he so wishes. In such event, the form of proxy shall be deemed to be revoked.
5. The register of members of the Company will be closed from 13 November 2023 to 16 November 2023 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for the entitlement to attend and vote at the forthcoming Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 10 November 2023 (Hong Kong time).
6. As at the date of this notice, the Board comprises Mr. Duan Shengli, Mr. Han Chao and Mr. Hu Xu as executive Directors; Mr. Sang Quan and Mr. Lin Wuchang as non-executive Directors; and Mr. Peng Liaoyuan, Ms. Wen Yanhong and Mr. Dong Xinyi as independent non-executive Directors.