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

If you have sold or transferred all your shares in **LX Technology Group Limited**, you should at once hand this circular to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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LX Technology Group Limited

凌雄科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2436)

PROPOSALS FOR

(1) GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES;

(2) RE-ELECTION OF DIRECTORS;

(3) RE-APPOINTMENT OF AUDITOR;

(4) PROPOSED AMENDMENTS TO THE MEMORANDUM AND

ARTICLES OF ASSOCIATION;

AND

NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Social Bear Meeting Room, 5th Floor, Cuilin Building, 10 Kaifeng Road, Maling District, Meilin Street, Futian District, Shenzhen, China on Friday, 21 June 2024 at 10:30 a.m. is set out on pages 39 to 44 of this circular. A proxy form for use at the meeting is enclosed. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's Hong Kong share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not less than 48 hours before the appointed time for holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish.

26 April 2024

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DEFINITIONS

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

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| “Annual General Meeting” | the annual general meeting of the Company to be convened and held at Social Bear Meeting Room, 5th Floor, Cuilin Building, 10 Kaifeng Road, Maling District, Meilin Street, Futian District, Shenzhen, China on Friday, 21 June 2024 at 10:30 a.m. (or any adjournment thereof), notice of which is set out on pages 39 to 44 of this circular |
| “Articles of Association” | the articles of association of the Company, as amended from time to time |
| “associate(s)” | has the meaning ascribed to it under the Listing Rules |
| “Audit Committee” | the audit committee of the Board |
| “Board” | the board of Directors |
| “close associate(s)” | has the meaning ascribed to it under the Listing Rules |
| “Companies Act” | the Companies Act, Cap. 22 (as consolidated and revised) of the Cayman Islands |
| “Company” | LX Technology Group Limited (凌雄科技集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange (stock code: 2436) |
| “connected person(s)” | has the meaning ascribed to it under the Listing Rules |
| “controlling shareholder(s)” | has the meaning ascribed to it under the Listing Rules |
| “core connected person(s)” | has the meaning ascribed to it under the Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |

DEFINITIONS

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| “HKD” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Issue Mandate” | a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares or to grant options and rights to subscribe for, or to convert securities into, additional Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) of not exceeding 20% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting |
| “Latest Practicable Date” | 22 April 2024, 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 of Hong Kong Limited as amended, supplemented or otherwise modified from time to time |
| “LX Brothers Employee Incentive Plan” | the employee incentive plan adopted by the Company pursuant to the written resolutions of the Board passed on 23 March 2022 |
| “Memorandum of Association” or “Memorandum” | the memorandum of association of the Company, as amended from time to time |
| “Mr. Hu” | Mr. Hu Zuoxiong, the founder, chairman of the Board, chief executive officer of the Group, executive Director and one of the controlling shareholders of the Company |
| “New Memorandum and Articles of Association” | the third amended and restated memorandum and articles of association of the Company, to be adopted by the Company upon the approval of the Shareholders at the Annual General Meeting |
| “Nomination Committee” | the nomination committee of the Board |

DEFINITIONS

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| “PRC” | the People’s Republic of China |
| “Remuneration Committee” | the remuneration committee of the Board |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |
| “Share(s)” | ordinary share(s) in the share capital of the Company |
| “Share Buy-back Mandate” | a general mandate proposed to be granted to the Directors to exercise the power of the Company to buy back Shares with a total number of Shares of not exceeding 10% of the total number of Shares in issue (excluding treasury shares) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting |
| “Shareholder(s)” | the holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “substantial shareholder(s)” | has the meaning ascribed to it under the Listing Rules |
| “Takeovers Code” | the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time |
| “treasury shares” | has the meaning ascribed to it under the Listing Rules |
| “Zhonghui” | ZHONGHUI ANDA CPA Limited, the auditor of the Company |
| “%” | per cent |

LETTER FROM THE BOARD



LX Technology Group Limited

凌雄科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2436)

Executive Directors:

Mr. Hu Zuoxiong

(Chairman and Chief Executive Officer)

Mr. Chen Xiuwei

Mr. Cao Weijun

Non-executive Director:

Mr. Li Jing

Independent Non-executive Directors:

Mr. Kam Chi Sing

Ms. Xu Nailong

Mr. Yao Zhengwang

Registered Office:

PO Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

*Principal place of business and
headquarters in the PRC:*

501, 5th Floor, Cuilin Building

10 Kaifeng Road, Maling District

Meilin Street, Futian District

Shenzhen, China

Principal Place of Business in Hong Kong:

5/F, Manulife Place

348 Kwun Tong Road

Kowloon

Hong Kong

26 April 2024

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR

(1) GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES;

(2) RE-ELECTION OF DIRECTORS;

(3) RE-APPOINTMENT OF AUDITOR;

**(4) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION;**

AND

NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting relating to (i) granting of the Issue Mandate to issue Shares; (ii) granting of the Share Buy-back Mandate to buy back Shares; (iii) the re-election of Directors; (iv) re-appointment of auditor; and (v) proposed amendments to the existing Memorandum and Articles of Association and the adoption of the New Memorandum and Articles of Association.

SHARE BUY-BACK MANDATE

An ordinary resolution will be proposed at the Annual General Meeting for the Shareholders to consider and, if thought fit, grant the Share Buy-back Mandate. The Shares which may be bought back pursuant to the Share Buy-back Mandate shall not exceed 10% of the total number of Shares in issue (excluding treasury shares) on the date of passing the resolution approving the Share Buy-back Mandate.

As at the Latest Practicable Date, the total number of Shares in issue was 353,259,000 Shares and the Company has no treasury shares. Subject to the passing of the proposed ordinary resolution approving the granting of the Share Buy-back Mandate and assuming no further Shares are issued or bought back prior to the Annual General Meeting, the maximum number of Shares which may be bought back pursuant to the Share Buy-back Mandate will be 35,325,900 Shares. An explanatory statement as required under the Listing Rules giving certain information regarding the Share Buy-back Mandate is set out in Appendix I to this circular.

The Share Buy-back Mandate will expire upon whichever occurs first: (i) the conclusion of the first annual general meeting of the Company following the passing of the ordinary resolution approving the grant of the Share Buy-back Mandate at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (iii) the authority given under the ordinary resolution approving the Share Buy-back Mandate is revoked or varied by an ordinary resolution of the Shareholders in the general meeting of the Company.

LETTER FROM THE BOARD

ISSUE MANDATE

An ordinary resolution will be proposed at the Annual General Meeting for the Shareholders to consider and, if thought fit, grant the Issue Mandate to the Directors to allot, issue and deal with additional Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) of not exceeding 20% of the total number of Shares in issue (excluding treasury shares) on the date of passing of the resolution in relation to the Issue Mandate.

Subject to the passing of the proposed ordinary resolution approving the granting of the Issue Mandate and assuming no further Shares are issued or bought back prior to the Annual General Meeting and the Company does not have any treasury shares, and based on the issued share capital of the Company of 353,259,000 Shares as at the Latest Practicable Date, the Directors would be allowed to allot and issue new Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) involving a maximum of 70,651,800 Shares under the Issue Mandate.

The Issue Mandate will expire upon whichever occurs first: (i) the conclusion of the first annual general meeting of the Company following the passing of the ordinary resolution approving the grant of the Issue Mandate at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or by the any applicable laws to be held; and (iii) the authority given under the ordinary resolution approving the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders in the general meeting of the Company.

Subject to the passing of the aforesaid ordinary resolutions of the Share Buy-back Mandate and the Issue Mandate, an ordinary resolution will be proposed at the Annual General Meeting for the Shareholders to consider and, if thought fit, approve the extension of the Issue Mandate by adding the number of Shares bought back under the Share Buy-back Mandate, if granted, to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted together with the treasury shares which may be resold (if permitted by the Listing Rules) by the Directors pursuant to the Issue Mandate.

RE-ELECTION OF DIRECTORS

In accordance with Article 26.4 of the Articles of Association, at each annual general meeting of the Company, 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 of the Company at least once every three years, and accordingly, Mr. Hu, an executive Director, Mr. Li

LETTER FROM THE BOARD

Jing (“**Mr. Li**”), a non-executive Director, and Ms. Xu Nailing (“**Ms. Xu**”), an independent non-executive Director, will retire from office by rotation and, being eligible, offer themselves for re-election at the Annual General Meeting.

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

Procedure and Process for Nomination of Directors

The Company has adopted a nomination policy for Directors’ candidate of the Company (the “**Nomination Policy**”). The purpose of such policy is to state the guidelines for the Nomination Committee on selection, appointment and re-appointment of Directors.

This policy aims to ensure the Board achieves a balance among skills, experience, knowledge and diverse perspectives, which meets the Company’s business requirements. The Nomination Committee will take into account the following criteria with due consideration for the assessment, selection and recommendation to the Board of the proposed Director. The criteria include but not limited to:

- Reputation for integrity
- Accomplishment and experience in respect of device lifecycle management and other relevant industries
- Commitment in respect of available time and relevant interest
- Diversity in all its aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service
- Compliance with the independence criteria as set out in Rule 3.13 of the Listing Rules for the appointment or reappointment of independent non-executive directors

The Nomination Committee will take into account the following criteria with due consideration to assess and recommend to the Board of one or more retiring Directors subject to re-appointment. The criteria include but not limited to:

- The overall contribution and service of the retiring Director(s) to the Company, including but not limited to the level of participation and performance of the retiring Director(s) as a member of the Board and/or the committees; and

LETTER FROM THE BOARD

- Whether the retiring Director(s) continue to meet these criteria.

In addition to these criteria, the Nomination Committee will take into account factors set out in Rules 3.10(2) and 3.13 of the Listing Rules and other factors determined by the Nomination Committee with due consideration to assess and recommend one or more candidates to serve as an independent non-executive Director.

The Nomination Committee will make recommendations to the Board for the appointment of Directors in accordance with the following procedures and processes:

- (a) The Nomination Committee will, after giving due consideration to the current composition and size of the Board, invite nominations of candidates from members of the Board for consideration by the Nomination Committee. The Nomination Committee may also propose candidates who are not nominated by members of the Board;
- (b) The Nomination Committee shall conduct adequate due diligence on the proposing candidate when evaluating the suitability of the candidates;
- (c) Upon considering the suitability of a candidate for the directorship, the Nomination Committee will hold a meeting and/or by way of a written resolution, if thought fit, to approve the recommendations to the Board for appointment;
- (d) The Nomination Committee will then make recommendations to the Board in respect of the proposed appointment. In case of a non-executive Director, the Remuneration Committee will make recommendations on the proposed remuneration package to the Board; and
- (e) The Board may arrange for the selected candidates to be interviewed by the members of the Board who are not members of the Nomination Committee, and the Board will thereafter deliberate and decide the appointment (as the case may be).

Recommendation of the Nomination Committee

The Nomination Committee, comprising Mr. Hu (*Chairman*), Ms. Xu and Mr. Yao Zhengwang, having reviewed the Board's composition, nominated Mr. Hu, Mr. Li and Ms. Xu to the Board for it to recommend to the Shareholders for re-election at the Annual General Meeting. The nominations were made in accordance with the Nomination Policy and the Board's diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), and took into account the merits of the candidates as set out in Appendix I of this circular including, among others, their industry

LETTER FROM THE BOARD

knowledge and experience. The Nomination Committee is of the view that each of the Directors proposed to be re-elected will provide valuable contributions and objective and balanced views to the Board in relation to the Company's affairs and, having considered the depth and breadth of professional experience, skills and knowledge of each of them, is satisfied that each of them will continue to contribute to the diversity of the Board.

In particular, Ms. Xu has given a confirmation of her independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee has assessed and reviewed her independence. The Nomination Committee and the Board are of the view that Ms. Xu has satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules. When considering the re-election of Ms. Xu, the Nomination Committee has considered her extensive experience in finance and investment industry, her working profile and other experience and merits as set out in Appendix I to this circular. The Nomination Committee is satisfied that Ms. Xu has the required character, integrity and experience to continuously fulfil her role as an independent non-executive Director effectively and provide appropriate balance of skills, diversity and independence.

Accordingly, the Nomination Committee has nominated, and the Board has recommended, all the above retiring Directors, namely Mr. Hu, Mr. Li and Ms. Xu, to stand for re-election as Directors at the Annual General Meeting.

RE-APPOINTMENT OF AUDITOR

The financial statements of the Group for each of the year ended 31 December 2022 and 31 December 2023 were audited by Zhonghui whose term of office will expire upon the conclusion of the Annual General Meeting.

With the recommendation of the Audit Committee, the Board also resolved to re-appoint Zhonghui as the auditor of the Company and to hold office until the next annual general meeting of the Company, subject to the approval of the Shareholders by way of an ordinary resolution at the Annual General Meeting in accordance with Article 41.1 of the Articles of Association.

AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 22 March 2024. On 22 March 2024, the Board proposed to put forward to the Shareholders for approval at the Annual General Meeting a special resolution to amend the existing Memorandum and Articles of Association and to adopt the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

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The proposed amendments to the existing Memorandum and Articles of Association (the “**Proposed Amendments**”) are for the purposes of, among others, (i) updating and bringing the existing Memorandum and Articles of Association in line with the latest regulatory requirements pursuant to the consultation conclusion of “Proposals to Expand the Paperless Listing Regime and Other Rule Amendments” published by the Stock Exchange in June 2023 and the relevant amendments to the Listing Rules of which came into effect on 31 December 2023 which mandate the electronic dissemination of corporate communications by listed issuers to their securities holders; (ii) allowing general meetings to be held physically and/or electronically; (iii) allowing the Directors to fill the causal vacancy of the office of the auditor of the Company; and (iv) other miscellaneous and housekeeping amendments to update or clarify the provisions of the existing Memorandum and Articles of Association.

The major areas of the Proposed Amendments include:

- (1) to include certain defined terms including “Corporate Communication”, “Electronic Meeting”, “Hybrid Meeting”, “Meeting Location(s)”, “Participant(s)”, “Physical Meeting”, “Principal Meeting Place”, and to update the relevant provisions in this regard;
- (2) to provide that any rights of any class of Shares be varied with the consent in writing of the holders of Shares of that class or votes casted in a meeting of the holders of Shares of that class by three-fourths in voting rights of the issued Shares in that class;
- (3) to provide that all general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in the Proposed Amendments, as a hybrid meeting or as an electronic meeting, as may be determined by the Directors in its absolute discretion;
- (4) to provide that the Directors may, in 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 determined by the Directors in its absolute discretion;
- (5) to provide rules and requirements of all general meetings, including but not limited to, that (a) a participant attending a meeting location and/or a participant has joined the meeting by means of electronic facilities, and a quorum for the said meeting is present, the meeting shall be treated as having commenced; (b) participant present in person or by proxy at a meeting location, participating in an electronic meeting or hybrid meeting by means of electronic facilities shall be counted towards quorum; and (c) the validity

LETTER FROM THE BOARD

of the meeting shall not be affected in the case of failure of the electronic facilities or communication equipment, or any other failure in the arrangements, or the inability of one or more participant to access or continue to access the electronic facilities in the case of an electronic meeting or hybrid meeting;

- (6) to provide that the directors and the chairperson may make arrangements for managing attendance, participation and voting as it/he/she shall in its/his/her absolute discretion consider appropriate;
- (7) to provide that votes (whether on a show of hands or by way of poll) may be cast) by such means, electronic or otherwise, as the chairperson of the meeting may determine;
- (8) to provide that the Directors may fill any casual vacancy in the office of the auditor of the Company and fix the remuneration of such auditor;
- (9) to provide that any notice or document, including any corporate communication and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules may be served by the Company on any member (a) personally by leaving it at or sending it through the post in a prepaid letter to the registered address of such Member; (b) by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company; (c) by placing it on the Company’s and the Exchange’s websites; or (d) (in the case of notice) by advertisement; and
- (10) to propose other house-keeping amendments to the Memorandum and Articles of Association including the removal of inoperative definitions and provisions, and various consequential amendments made in line with the Proposed Amendments.

For details of the Proposed Amendments, please refer to Appendix III to this circular. Save for the Proposed Amendments, other provisions of the existing Memorandum and Articles of Association shall remain unchanged.

The Board is of the view that the Proposed Amendments are in the interests of the Company and the Shareholders as a whole.

The New Memorandum and Articles of Association are prepared and written in English. As such, any Chinese translation shall be for reference only. In the event of any inconsistency, the English version shall prevail. After the Proposed Amendments come into effect, the full text of the New Memorandum and Articles of Association will be published on the websites of the Stock Exchange and the Company.

LETTER FROM THE BOARD

The legal advisers to the Company as to the laws of Hong Kong and the laws of the Cayman Islands have respectively confirmed that the Proposed Amendments comply with the applicable provisions under the Listing Rules and applicable laws and regulations in the Cayman Islands. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company incorporated in the Cayman Islands and listed on the Stock Exchange.

ANNUAL GENERAL MEETING

The Annual General Meeting will be convened and held at Social Bear Meeting Room, 5th Floor, Cuilin Building, 10 Kaifeng Road, Maling District, Meilin Street, Futian District, Shenzhen, China on Friday, 21 June 2024 at 10:30 a.m.. Notice of the Annual General Meeting is set out on pages 39 to 44 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. The chairman of the Annual General Meeting will exercise his power under Article 19.7 of the Articles of Association to put each of the resolutions to be proposed at the Annual General Meeting to be voted by way of a poll. The results of the poll will be published on the Company's website (www.bearrental.com) and the website of the Stock Exchange (www.hkexnews.hk) pursuant to Rule 13.39(5) of the Listing Rules.

A proxy form for use at the Annual General Meeting is enclosed. It can also be downloaded from the Company's website (www.bearrental.com) and the website of the Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and delivery of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or at any adjournment thereof if you so wish.

Subject to prior registration and completion of identity verification, Shareholders may view and listen to the Annual General Meeting through a live webcast (the "**Webcast**") which can be accessed using computers, mobile phones or any browser-enabled electronic or communication devices. Any Shareholder who wishes to access the Annual General Meeting by Webcast must provide his/her personal particulars as follows for verification purposes:

- (a) Full name;
- (b) Registered address;

LETTER FROM THE BOARD

- (c) Number of Shares held;
- (d) Hong Kong Identity Card Number or passport number (in case of natural person)/ company registration number (in case of body corporate);
- (e) Contact telephone number; and
- (f) Email address

not later than 48 hours before the appointed time and date of the Annual General Meeting. Shareholders having completed registration and identity verification will be provided the web link and/or password to access the Webcast at the start of the Annual General Meeting until conclusion. Shareholders who are given the web link and/or password of the Webcast should not share such information to anyone else.

Shareholders having completed registration and identity verification can submit questions to the Board in advance of the Annual General Meeting via this email address: ir@lxrental.com. Subject to the discretion of the Chairman as to the proper conduct of the meetings, questions relevant to the business of the Annual General Meeting will be addressed by the Board during the Annual General Meeting.

No remote voting system will be provided at the Webcast. For the avoidance of doubt, presence at the Webcast is not counted as quorum or attendance of the Annual General Meeting, and will not revoke any proxy instrument previously delivered to the Company by the same Shareholder.

If any Shareholder has any question on the arrangements of the Annual General Meeting, please contact the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at the following:

Address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong

Email: is-enquiries@hk.tricorglobal.com

Telephone: (852) 2980-1333 from 9:00 a.m. to 5:00 p.m.

(Monday to Friday, excluding Hong Kong public holidays)

Should any changes be made to the Annual General Meeting's arrangements, the Company will publish further announcement on the Company's website (www.bearrental.com) and the HKEXnews website (www.hkexnews.hk).

LETTER FROM THE BOARD

TYPHOON AND RAINSTORM ARRANGEMENTS

In case (1) Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions caused by a super typhoon” announced by the Government of Hong Kong is/are in force in Hong Kong, or (2) Red Typhoon Warning Signal or Red Rainstorm Signal announced by the Meteorological Bureau of Shenzhen Municipality is/are in force in Shenzhen, Guangdong Province, PRC, being the place of which the Annual General Meeting will be held, at or at any time after 12:00 noon on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the Company’s website (www.bearrental.com) and the website of the Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled when (1) an Amber or Red Rainstorm Warning Signal is in force in Hong Kong, or (2) a White, Blue, Amber or Orange Typhoon Warning Signal or an Amber or Orange Rainstorm Warning Signal is in force in Shenzhen, Guangdong Province, PRC. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.

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.

RECOMMENDATIONS

The Board considers that (i) the granting of the Share Buy-back Mandate; (ii) the granting of the Issue Mandate; (iii) the re-election of Directors; (iv) the re-appointment of auditor; and (v) the Proposed Amendments and the adoption of the New Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of the proposed resolutions.

By order of the Board
LX Technology Group Limited
Hu Zuoxiong
Chairman

APPENDIX I EXPLANATORY STATEMENT FOR THE SHARE BUY-BACK MANDATE

This explanatory statement provides information required under the Listing Rules to be given to the Shareholders in connection with the proposed Share Buy-back Mandate to be granted to the Directors.

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total number of 353,259,000 Shares in issue and the Company has no treasury shares. Subject to the passing of the ordinary resolution approving the Share Buy-back Mandate and on the basis that no further Shares are issued and no Shares are bought back prior to the Annual General Meeting, exercise in full of the Share Buy-back Mandate could accordingly result in up to 35,325,900 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares) as at the date of the Annual General Meeting, being bought back by the Company.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the Share Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. When exercising the Share Buy-back Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the buy-backs, resolve to cancel the Shares bought back following settlement of any such buy-back or hold them as treasury shares. Shares bought back for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share. On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Memorandum and Articles of Association, and the laws of the Cayman Islands, Share buy-backs will only be made when the Directors believe that such buy-back of Shares will benefit the Company and its Shareholders as a whole.

3. FUNDING OF SHARE BUY-BACK

In buying-back Shares, the Company may only apply funds which are legally available for such purpose in accordance with the Articles of Association, the laws of the Cayman Islands, the Listing Rules and/or any other applicable laws, as the case may be. The Articles of Association and the applicable laws of the Cayman Islands provide that payment for a share buyback may only be made out of profits or the proceeds of a new issue of shares made for such purpose, or subject to the applicable laws of the Cayman Islands, out of capital of the Company. In the case of any premium payable on buy back of shares, such amount of premium 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.

APPENDIX I EXPLANATORY STATEMENT FOR THE SHARE BUY-BACK MANDATE

In addition, under the applicable laws of the Cayman Islands, payment out of capital by a company for the buy-back of its own shares by a company 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 applicable 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.

There might have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements for the year ended 31 December 2023 as contained in the 2023 annual report of the Company) in the event that the proposed Share buy-backs were to be carried out in full at any time during the proposed Share buy-back period. However, the Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the buy-back of its own shares by a company 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 may (i) be treated by the Company as cancelled; or (ii) be held by the Company as treasury shares, and in each case the aggregate amount of authorised share capital would not be reduced.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months before the Latest Practicable Date were as follows:

| | Share Prices (per Share) | |
|---|---------------------------------|---------------|
| | Highest | Lowest |
| | <i>HK\$</i> | <i>HK\$</i> |
| 2023 | | |
| April | 10.42 | 10.42 |
| May | 10.42 | 10.42 |
| June | 10.42 | 10.42 |
| July | 10.42 | 10.42 |
| August | 10.42 | 10.42 |
| September | 9.40 | 7.97 |
| October | 8.20 | 7.54 |
| November | 8.20 | 6.00 |
| December | 7.94 | 7.00 |
| 2024 | | |
| January | 7.70 | 6.00 |
| February | 7.40 | 6.05 |
| March | 6.40 | 5.00 |
| April (up to the Latest Practicable Date) | 5.90 | 5.20 |

5. UNDERTAKING

The Board will exercise the Share Buy-back Mandate in accordance with the Listing Rules, the Articles of Association, and the applicable Laws of the Cayman Islands. None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their close associates, have any present intention to sell any Shares to the Company under the Share Buy-back Mandate if it is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Share Buy-back Mandate is approved by the Shareholders.

The Directors have confirmed that neither the explanatory statement nor the proposed Share buy-back has any unusual features.

6. THE TAKEOVERS CODE

If, as a result of a buy-back of Shares by the Company, 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 the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of shareholding interest, 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, Mr. Hu and its associates (the "**Controlling Shareholders Group**") were interested in approximately 40.21% of the issued Shares of the Company. Based on such shareholding and the voting rights exercisable underlying such shareholding and assuming that there is no change in the number of the issued Shares and the number of Shares held by the Controlling Shareholders Group after the Latest Practicable Date, and assuming the Company does not have any treasury shares, in the event that the Directors will exercise in full the Share Buy-back Mandate if so approved at the Annual General Meeting, the interest in the Company of the Controlling Shareholders Group would be increased to approximately 44.68% of the issued Shares and such increase will give rise to an obligation of Mr. Hu and its associates to make a mandatory offer under Rule 26 of the Takeovers Code. Other than the above, the Directors are not aware of any other consequences that may arise under the Takeovers Code as a result of any repurchases made under the Share Buy-back Mandate.

Nevertheless, the Directors have no present intention to exercise the Share Buy-back Mandate to such extent as would result in any Shareholders being required to make a mandatory offer under the Takeovers Code.

The Listing Rules prohibit a company from conducting a share buy-back on the Stock Exchange if the result of the share buy-back would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to buy back Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

7. SHARE BUY-BACK MADE BY THE COMPANY

The Company has not made any buy-back of Shares during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

Mr. Hu Zuoxiong (胡祚雄), aged 46, founded our Group in November 2004 and has been the chairman of the board, the chief executive officer and the director of our Group since our Group's establishment. He was appointed as our Director on 10 January 2022 and was re-designated as our executive Director on 24 March 2022. He is responsible for the overall management, operation and strategic planning of our Group.

Mr. Hu has extensive experience in the DLM industry and has more than 20 years of experience in corporate management, corporate governance and information technology industry. Owing to Mr. Hu's practical experience in digital transformation and upgrading in Internet+ and industrial internet, Mr. Hu was appointed as the visiting professor of Southwest Jiaotong University (西南交通大學) in the PRC since May 2018. Mr. Hu was also appointed as the vice president of China Association of Small and Medium Enterprises (中國中小企業協會) and Shenzhen Chamber of Commerce (深圳市商業聯合會) in July 2019 and May 2018, respectively.

Mr. Hu was named as one of the "Pioneers of Digital Transformation in China" (中國數字化轉型先鋒人物) in Harvard Business Review in November 2019. He was also named as one of the "Outstanding Innovative Development Leader" (傑出創新發展領袖) by Jingrongjie (金融界) in December 2023. In September 2020, a report setting out the success of the digital transformation of the Group led by Mr. Hu was named as a collected case by the Management Case Research Center of Guanghua School of Management (光華管理學院) of the Peking University (北京大學) in the PRC.

Mr. Hu obtained a junior college diploma of building materials engineering from Hubei Polytechnic University (湖北理工學院) in the PRC in June 1998.

Mr. Hu has entered into a service agreement with the Company for a term of three years, renewable upon expiry of the term, which may be terminated by not less than thirty days' notice in writing served by either party on the other. Mr. Hu shall be subject to retirement by rotation at least once every three years. Mr. Hu is not entitled to any Directors' fee.

As at the Latest Practicable Date, Mr. Hu was interested in or deemed to be interested in an aggregate of 142,051,375 Shares, representing approximately 40.21% of the issued Shares as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, Mr. Hu (i) did not hold other positions in the Company; (ii) had not held other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

years; (iii) did not have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, there was no other information relating to Mr. Hu that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules or any other matters concerning Mr. Hu that need to be brought to the attention of the Shareholders.

Mr. Li Jing (李靖), aged 43, was appointed as our non-executive Director on 28 March 2022. He is primarily responsible for providing insights for the management, operation and strategic planning of the Group.

Mr. Li joined JD.com in October 2014 and is currently the vice president of JD.com and the president of corporate business division of JD Retail, where he is primarily responsible for the development, operation and strategic planning of corporate retail businesses. Since joining JD.com, Mr. Li has continued to provide support to corporate customers by leading the construction of corporate focused supply chain, implementation of strategy-to-execution system and has successfully promoted innovative and indomitable team culture. During his job rotation to the strategic cooperation division of JD.com, he launched several benchmark strategic cooperation projects. Prior to joining JD.com, from March 2005 to October 2014, Mr. Li worked at Lenovo Group Ltd., a technology company listed on the Main Board of the Stock Exchange (stock code: 992).

Mr. Li obtained a bachelor's degree in engineering from the Northern Jiaotong University (北方交通大學) (now known as Beijing Jiaotong University (北京交通大學)) in the PRC in June 2002.

Mr. Li is an employee of JD.com, one of the substantial shareholders of the Company.

Mr. Li has entered into a letter of appointment with the Company for a term of three years, renewable upon expiry of the term, which may be terminated by not less than one month's notice in writing served by either party on the other. Mr. Li shall be subject to retirement by rotation at least once every three years. Mr. Li is not entitled to any Directors' fee.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li (i) did not hold other positions in the Company; (ii) had not held other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

years; (iii) did not have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, there was no other information relating to Mr. Li that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules or any other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

Ms. Xu Nailing (徐乃玲), aged 58, was appointed as our independent non-executive Director on 27 September 2022. She is primarily responsible for providing independent advice on the operation and management of our Group.

Ms. Xu has over 30 years of experience in the finance and investment industry. From July 1986 to December 1992, Ms. Xu served at Finance College of China (中國金融學院), a subunit of the Head Office of the People's Bank of China, and China Rural Development Trust and Investment Corporation (中國農村發展信託投資公司). From April 1997 to December 2008, Ms. Xu worked in the Guangzhou branch of China Everbright Bank, which she was primarily responsible for operations management, internal audit and legal compliance matters. Ms. Xu joined Ping An Bank Co., Ltd. from January 2009 to September 2012 as the assistant to president of the Guangzhou Branch, deputy general manager of the head office of the audit and supervision department and the operational risk management department (Presided over the work), where she was responsible for auditing, supervising and evaluating the bank's operational management, financial capital, office security, legal compliance and risk management related work. From September 2012 to January 2021, Ms. Xu served in China Everbright International Ltd. (now known as China Everbright Environment Group Limited ("CEE")), a company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 257), where she served various roles including the deputy chief finance director of CEE, the executive director of China Everbright Water Limited, a company listed on the Main Board of Singapore Stock Exchange (Stock Code: U9E) and the Main Board of the Hong Kong Stock Exchange (stock code: 1857), and the director and finance director of Everbright Environmental Protection (China) Company Limited (光大環保(中國)有限公司), where she was primarily responsible for financial operations, investment budgeting, financing, intermediary agency management, risk management work, and serving as the chairman or committee member of multiple professional committees. Ms. Xu was appointed as an independent director of Herrel Environmental Protection Industrial Co., Ltd. on 30 August 2023, a company previously listed on the National Equities Exchange and Quotations (former stock code: 833896).

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Ms. Xu holds the professional title of Chinese Senior Economist (Finance). Ms. Xu obtained a junior college diploma of Urban Finance from Harbin Finance College (哈爾濱金融高等專科學校) in the PRC in July 1986. Ms. Xu also obtained a bachelor's degree in finance from Southwestern University of Finance and Economics (西南財經大學) in the PRC in July 2004¹ and a master's degree in executive business management from Xiamen University (廈門大學) in the PRC in September 2015.

Ms. Xu has entered into a letter of appointment with the Company for a term of three years, renewable upon expiry of the term, which may be terminated by not less than one month's notice in writing served by either party on the other. Ms. Xu shall be subject to retirement by rotation at least once every three years. Ms. Xu is entitled to a Directors' fee of RMB120,000 per annum, which was determined with reference to her skills and knowledge of, job responsibilities and level of involvement in the Group's affairs, the performance and profitability as well as remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Ms. Xu (i) did not hold other positions in the Company;(ii) had not held other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) did not have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, there was no other information relating to Ms. Xu that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules or any other matters concerning Ms. Xu that need to be brought to the attention of the Shareholders.

¹ Obtained through long distance learning.

APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The details of the Proposed Amendments are as follows (shown with strikethrough to denote text to be deleted and underline to denote text to be added):

| Existing Memorandum of Association | Proposed Amendments |
|---|--|
| 7. Capitalised terms that are not defined in this Second Amended and Restated Memorandum of Association bear the respective meanings given to them in the Second Amended and Restated Articles of Association of the Company. | Capitalised terms that are not defined in this Second <u>Third</u> Amended and Restated Memorandum of Association bear the respective meanings given to them in the Second <u>Third</u> Amended and Restated Articles of Association of the Company. |

| Existing Articles of Association | Proposed Amendments |
|---|--|
| Article 1.1 | |
| ... “Articles” means these second amended and restated articles of association of the Company. | ... “Articles” means these second <u>third</u> amended and restated articles of association of the Company. |
| ... | ... “ <u>Corporate Communication</u> ” <u>has the same meaning as in the Listing Rules.</u> |
| ... | ... “ <u>Electronic Meeting</u> ” <u>means a general meeting of the Members convened for, and held and conducted wholly and exclusively by, virtual attendance and participation by Members and/or proxies by means of electronic facilities.</u> |
| ... | ... “ <u>Hybrid Meeting</u> ” <u>means a general meeting convened of the Members for, and held and conducted by: (a) physical attendance and participation by Members and/or proxies at the Principal Meeting Place and, where applicable, one or more Meeting Locations; and (b) virtual attendance and participation by Members and/or proxies by means of electronic facilities.</u> |
| ... | ... “ <u>Meeting Location(s)</u> ” <u>has the meaning given to it in Article 19.12.</u> |

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION**

| | |
|---|---|
| <p>...</p> <p>“Memorandum” means the second amended and restated memorandum of association of the Company.</p> | <p>...</p> <p>“Memorandum” means the second^{third} amended and restated memorandum of association of the Company.</p> |
| <p>...</p> | <p>...</p> <p>“Participant(s)” <u>has the meaning given to it in Article 19.12.</u></p> |
| <p>...</p> | <p>...</p> <p>“Physical Meeting” <u>means a general meeting of the Members convened for, and held and conducted by, physical attendance and participation by Members and/or proxies at the Principal Meeting Place and, where applicable, one or more Meeting Locations.</u></p> |
| <p>...</p> | <p>...</p> <p>“Principal Meeting Place” <u>has the meaning given to it in Article 18.1.</u></p> |
| <p>Article 1.2</p> | |
| <p>...</p> <p>(o) the term “published in the newspapers” means published as a paid advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper, being in each case a newspaper published daily and circulating generally in Hong Kong in accordance with the Listing Rules; and</p> | <p>...</p> <p>(o) the term “published in the newspapers” means published as a paid advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper, being in each case a newspaper published daily and circulating generally in Hong Kong in accordance with the Listing Rules; and</p> |
| <p>...</p> | <p>(q) <u>a reference to a meeting is to a meeting convened and held in any manner permitted by these Articles and any Member, Chairperson or Director participating in a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statute and these Articles, and the terms attend, participate, attending, participating, attendance and participation shall be construed accordingly; and</u></p> <p>(r) <u>a reference to electronic facilities includes, without limitation, a website address, a webinar, a webcast, video or any other form of conference call system (being a telephone, video, web or other system) by means of which all persons participating in a meeting are capable of hearing and be heard by each other.</u></p> |

| Article 5.1 | |
|---|---|
| <p>5.1 For the purpose of determining Members entitled to notice of, or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any Dividend or other distribution, or in order to make a determination of Members for any other purpose, the Directors may, on giving 10 Business Days' notice (or 6 Business Days' notice in the case of a Rights Issue) by advertisement published on the Exchange's website or, subject to the Listing Rules, in the manner in which notices may be served by the Company by Electronic Means as provided in the Articles or by advertisement published in the newspapers, close the Register of Members at such times and for such periods as the Directors may determine, either generally or in respect of any class of Shares, provided that the Register of Members shall not be closed for more than 30 days in any year (or such longer period as the Members may by ordinary resolution determine, provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the Register of Members or any part thereof which is closed by virtue of this Article with a certificate signed by the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 Business Days' notice in accordance with the procedures set out in this Article.</p> | <p>5.1 For the purpose of determining Members entitled to notice of, or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any Dividend or other distribution, or in order to make a determination of Members for any other purpose, the Directors may, on giving at least 10 Business Days' notice (or at least 6 Business Days' notice in the case of a Rights Issue) by advertisement published on the Exchange's website or, subject to the Listing Rules, in the manner in which notices may be served by the Company by Electronic Means as provided in the Articles or by advertisement published in the newspapers, close the Register of Members at such times and for such periods as the Directors may determine, either generally or in respect of any class of Shares, provided that the Register of Members shall not be closed for more than 30 days in any year (or such longer period as the Members may by ordinary resolution determine, provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the Register of Members or any part thereof which is closed by virtue of this Article with a certificate signed by the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 Business Days' notice in accordance with the procedures set out in this Article and the Listing Rules.</p> |
| Article 9.1 | |
| <p>9.1 If at any time the share capital of the Company is divided into different classes of Shares, all or any of the rights attached to any class for the time being issued (unless otherwise provided by the terms of issue of the Shares of that class) may, whether or not the Company is being wound up, be varied only 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 approval of a resolution passed by a majority of not less than three-fourths of the votes cast at a separate meeting of the holders of the Shares of that class. To any such meeting all the provisions of the Articles relating to general meetings shall apply <i>mutatis mutandis</i>, except that the necessary quorum shall be one or more persons holding or representing by proxy or duly authorised representative at least one-third of the issued Shares of that class.</p> | <p>9.1 If at any time the share capital of the Company is divided into different classes of Shares, all or any of the rights attached to any class for the time being issued (unless otherwise provided by the terms of issue of the Shares of that class) may, whether or not the Company is being wound up, be varied only with the consent in writing of the holders of not less than three-fourths in nominal value <u>of the voting rights</u> of the issued Shares of that class, or with the approval of a resolution passed by a majority of not less than three-fourths of the votes cast at a separate meeting of the holders of the Shares of that class. To any such meeting all the provisions of the Articles relating to general meetings shall apply <i>mutatis mutandis</i>, except that the necessary quorum shall be one or more persons holding or representing by proxy or duly authorised representative at least one-third of the <u>voting rights of the</u> issued Shares of that class.</p> |

| Article 17.1 | |
|---|---|
| 17.1 The Company shall hold a general meeting as its annual general meeting in each financial year. The annual general meeting shall be specified as such in the notices calling it, and shall be held at such time and place as the Directors shall appoint. | 17.1 The Company shall hold a general meeting as its annual general meeting in for each financial year. The annual general meeting shall be specified as such in the notices calling it, and shall be held at such time and place as the Directors shall appoint. <u>Without prejudice to any of the provisions of Articles 18.3 to 18.5 and Articles 19.12 to 19.18, a meeting of the Members or any class thereof (including an annual general meeting or an adjourned or postponed meeting) may be held as a Physical Meeting in any part of the world, and at one or more locations as provided in Articles 19.12 and 19.13, or as a Hybrid Meeting or an Electronic Meeting, as may be determined by the Directors in its absolute discretion. Each Member who is entitled to attend and vote at a meeting of the Members or any class thereof may speak at that meeting.</u> |

| Article 18.1 | |
|---|---|
| <p>18.1 At least 21 clear days' notice shall be given of any annual general meeting, and at least 14 clear days' notice shall be given of any extraordinary general meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Every notice shall specify the place, the day and the hour of the meeting, particulars of the resolutions and the general nature of the business to be conducted at the general meeting, and shall be given in the manner set out in Article 42.1, provided that a general meeting of the Company shall, whether or not the notice specified in this Article has been given and whether or not the provisions of the Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed:</p> <p>(a) in the case of an annual general meeting, by all of the Members entitled to attend and vote at the meeting; and</p> <p>(b) in the case of an extraordinary general meeting, by a majority in number of the Members having a right to attend and vote at the meeting, together holding not less than 95% in par value of the Shares giving that right.</p> | <p>18.1 At least 21 clear days' notice shall be given of any annual general meeting, and at least 14 clear days' notice shall be given of any extraordinary general meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Every notice shall specify the place, the day and the hour of the meeting, or include: (i) <u>except in the case of an Electronic Meeting, the place of the meeting (and, if two or more Meeting Locations have been determined by the Directors pursuant to Article 19.12, the principal place of the meeting, which shall be a location in Hong Kong or any other location determined by the Directors (the "Principal Meeting Place"))</u>; (ii) <u>the day, the hour and the agenda of the meeting,</u> (iii) <u>particulars of the resolutions and the general nature of the business to be conducted at the general meeting, and</u> (iv) <u>if the general meeting is to be a Hybrid Meeting or an Electronic Meeting, a statement to that effect and details of the electronic facilities to be made available for attending and participating and voting at the meeting (or how these details will be made available by the Company before the meeting) and the procedures to be followed by any Member or other participant of the general meeting who wishes to utilise such electronic facilities for the purpose of attending, participating and voting at such meeting.</u> <u>The notice shall be given in the manner set out in Article 42.1, provided that a general meeting of the Company shall, whether or not the notice specified in this Article has been given and whether or not the provisions of the Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed:</u></p> <p>(a) in the case of an annual general meeting, by all of the Members entitled to attend and vote at the meeting; and</p> <p>(b) in the case of an extraordinary general meeting, by a majority in number of the Members having a right to attend and vote at the meeting, together holding not less than 95% in par value of the Shares giving that right.</p> |

| | |
|---|---|
| Article 18.3 | |
| <p>18.3 If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general 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 impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place specified in the notice calling such meeting, they may change or postpone the meeting to another date, time, and place in accordance with Article 18.5.</p> | <p>18.3 If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general 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 impractical or unreasonable for any reason to hold a general meeting on the date or at the time <u>and/or</u> <u>place or by means of electronic facilities</u> specified in the notice calling such meeting, they may (a) change or postpone the meeting to another date, time, <u>and place</u>/or (b) <u>change the place and/or electronic facilities and/or form of the meeting (including, without limitation, a Physical Meeting, an Electronic Meeting or a Hybrid Meeting) without approval from the Participants</u> in accordance with Article 18.5.</p> |
| Article 18.5 | |
| <p>...</p> <p>(b) the Directors shall fix the date, time and place for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting in the manner specified in Article 42.1, and such notice shall specify the date, time and place at which the postponed meeting will be reconvened, and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and</p> <p>...</p> | <p>...</p> <p>(b) the Directors shall fix the date, time <u>and</u>, <u>place (if applicable), electronic facilities (if applicable) and form of the meeting (if applicable)</u> for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting in the manner specified in Article 42.1, and such notice shall specify the date, time <u>and</u>, <u>place (if applicable), electronic facilities (if applicable) and form of the meeting (if applicable)</u> at which the postponed meeting will be reconvened, and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and</p> <p>...</p> |
| Article 19.3 | |
| <p>19.3 If a quorum is not present within 15 minutes from the time appointed for the meeting to commence or if during such a meeting a quorum ceases to be present, the meeting, if convened upon a Members' requisition, shall be dissolved and in any other case it shall stand adjourned to the same day in the next week at the same time and/or place or to such other day, time and/or place as the Directors may determine, and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting to commence, the Members present shall be a quorum.</p> | <p>19.3 If a quorum is not present within 15 minutes from the time appointed for the meeting to commence or if during such a meeting a quorum ceases to be present, the meeting, if convened upon a Members' requisition, shall be dissolved and in any other case it shall stand adjourned to the same day in the next week at the same time <u>and/or</u> <u>place (where applicable) such place(s), and (where applicable) in the form and manner referred to in Article 17.1</u> or to such other day, time <u>and/or</u> <u>place (where applicable) such place(s) and/or (where applicable) in the form and manner referred to in Article 17.1</u> as the Directors may determine, and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting to commence, the Members present shall be a quorum.</p> |

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| Article 19.5 | |
| 19.5 The chairperson may, with the consent of a 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 but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. | 19.5 The Subject to Article 19.15, the chairperson may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time (or indefinitely) and/or from place(s) to place(s) and/or from one form to another (a <u>Physical Meeting, an Electronic Meeting or a Hybrid Meeting</u>), but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. |
| Article 19.9 | |
| 19.9 A poll shall, subject to Article 19.10, be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the chairperson directs. No notice needs to be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken. | 19.9 A poll shall, subject to Article 19.10, be taken in such manner (including the use of ballot or voting papers or tickets <u>or through an e-voting platform</u>) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the chairperson directs. No notice needs to be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken. |
| Article 19.12 | |
| ... | 19.12 The Directors may, in its absolute discretion, arrange for persons entitled to attend a general meeting (“ Participant(s) ”) to do so by <u>simultaneous attendance and participation by means of electronic facilities or at such location or locations (“Meeting Location(s)”) determined by the Directors in its absolute discretion. Any Participant attending and participating in such way, any Member or any proxy participating in such way or any Member or any proxy 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 for, the meeting.</u> |

Article 19.13

...

- 19.13 All general meetings are subject to the following rules and requirements:
- (a) a Participant is attending a Meeting Location, and/or, in the case of a Hybrid Meeting, a Participant has joined the meeting by means of electronic facilities, and a quorum for the said meeting is present in accordance with these Articles, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;
 - (b) each Participant present in person (or, in the case of a Participant being a corporation, by its duly authorised representative) or by proxy at a Meeting Location, and/or each Participant 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 chairperson of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Participants at all Meeting Locations, and Participants participating in an Electronic Meeting or a Hybrid Meeting by means of electronic facilities, are able to participate in the meeting, consider all of the business and matters for which the meeting has been convened and communicate with each other simultaneously and instantaneously at all times;
 - (c) where Participants attend a meeting by being present at one of the Meeting Locations and/or where Participants participate in an Electronic Meeting or 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 Participants (or, in the case of a Participant being a corporation, its duly authorised representative who is present at the meeting) 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 at it, or any business conducted at the meeting, provided that there is a quorum present throughout the meeting; and
 - (d) 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.

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| Article 19.14 | |
| ... | <p>19.14 <u>The Directors and, at any general meeting, the chairperson of the meeting, may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place and/or any Meeting Location(s) and/or participation and/or voting 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, hyperlinks, passcode, seat reservation, electronic voting or otherwise) as it/he/she shall in its/his/her absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Participant who, pursuant to such arrangements, is not entitled to attend, in person (or in the case of a Participant being a corporation, by its duly authorised representative) or by proxy, at any Meeting Location shall be entitled to so attend at one of the other Meeting Locations, and the entitlement of any Participant to so attend the meeting or adjourned or postponed meeting at such Meeting Location or other Meeting Location shall be subject to any arrangements made by the chairperson or as may be for the time being in force and by the notice of meeting or adjourned or postponed meeting stated to apply to the meeting.</u></p> |
| Article 19.15 | |
| ... | <p>19.15 <u>If it appears to the chairperson of the general meeting that:</u></p> <ul style="list-style-type: none"> (a) <u>the electronic facilities at the Principal Meeting Place or such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purpose referred to in Article 19.12 or 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> (b) <u>in the case of an Electronic Meeting or a hybrid meeting, the electronic facilities being made available have become inadequate; or</u> (c) <u>it is not possible to ascertain the views 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> (d) <u>there is violence or a 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><u>then, without prejudice to any other power which the chairperson of the meeting may have under these Articles or at common law, the chairperson may, in his/ her absolute discretion, without the consent of anyone else present at 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 an indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.</u></p> |

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| Article 19.16 | |
| ... | 19.16 The Directors, and, at any general meeting, the chairperson of the meeting, may make any arrangement and impose any requirement or restriction the Directors or the chairperson of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of that 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 to and determining the number and frequency of and the time allowed for questions or comments that may be raised at the meeting). Members shall also comply with all requirements or restrictions imposed by the owner or occupier 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 arrangement, requirement or restriction may be refused entry to the meeting or ejected (physically or electronically) from the meeting. |
| Article 19.17 | |
| ... | 19.17 All persons seeking to attend and participate in an Electronic Meeting or a Hybrid Meeting shall be responsible for maintaining adequate facilities enabling them to do so. Subject to electronic facilities being considered by the chairperson to be adequate at the commencement of the meeting, any inability of a person or persons to attend or participate in a meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting. |
| Article 19.18 | |
| ... | 19.18 Without prejudice to any provision of Article 19.15, a Physical Meeting may also be held by means of any telephone, electronic or other communication facilities which 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 that meeting. |
| Article 20.1 | |
| 20.1 Subject to the Articles and to any rights or restrictions attached to any Shares, at any general meeting (a) every Member present in person (or, in the case of a Member being a corporation, by its duly authorised representative) or by proxy shall have the right to speak; (b) on a show of hands every Member present in any such manner shall have one vote; and (c) on a poll every Member present in any such manner shall have one vote for every Share of which they are the holder. | 20.1 Subject to the Articles and to any rights or restrictions attached to any Shares, at any general meeting (a) every Member present in person (or, in the case of a Member being a corporation, by its duly authorised representative) or by proxy shall have (a) the right to speak; (b) <u>one vote</u> on a show of hands every Member present in any such manner shall have one vote ; and (c) on a poll every Member present in any such manner shall have one vote for every Share of which they are the holder <u>on a poll</u> . |

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| Article 20.9 | |
| ... | 20.9 <u>Votes (whether on a show of hands or a poll) may be cast by such means, electronic (including through e-voting platform) or otherwise, as the chairperson of the meeting may determine.</u> |
| Article 21.3 | |
| 21.3 The Directors shall, in the notice convening any meeting or adjourned meeting, or in an instrument of proxy sent out by the Company, specify the manner by which the instrument appointing a proxy shall be deposited and the place and the time (being not later than the time appointed for the commencement of the meeting or adjourned meeting to which the proxy relates) at which the instrument appointing a proxy shall be deposited. | 21.3 The Directors shall, in the notice convening any meeting or adjourned meeting, or in an instrument of proxy sent out by the Company, specify the manner (including by Electronic Means) by which the instrument appointing a proxy shall be deposited and the place and the time (being not later than the time appointed for the commencement of the meeting or adjourned meeting to which the proxy relates) at which the instrument appointing a proxy shall be deposited. |
| Article 22.2 | |
| 22.2 If a Recognised Clearing House (or its nominee(s)) is a Member it may authorise such person or persons as it thinks fit to act as its representative(s) at any meeting of the Company or 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 person is so authorised. The person so authorised will be deemed to have been duly authorised without the need to produce any documents of title, notarised authorisation and/or further evidence to substantiate that that person is so authorised. A person so authorised pursuant to this Article shall be entitled to exercise the same rights and powers on behalf of the Recognised Clearing House (or its nominee(s)) which that person represents as that Recognised Clearing House (or its nominee(s)) could exercise as if such person were an individual Member holding the number and class of Shares specified in such authorisation, including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in the Articles. | 22.2 If a Recognised Clearing House (or its nominee(s)) is a Member it may authorise such person or persons as it thinks fit to act as its representative(s) at any meeting of the Company or 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 person is so authorised. The person so authorised will be deemed to have been duly authorised without the need to produce any documents of title, notarised authorisation and/or further evidence to substantiate that that person is so authorised. A person so authorised pursuant to this Article shall be entitled to exercise the same rights and powers on behalf of the Recognised Clearing House (or its nominee(s)) which that person represents as that Recognised Clearing House (or its nominee(s)) could exercise as if such person were an individual Member holding the number and class of Shares specified in such authorisation, including the right to speak and, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in the Articles. |
| Article 26.3 | |
| 26.3 The Directors may appoint any person to be a Director, either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. Any Director so appointed shall hold office only until the first annual general meeting of the Company after such Director's appointment and shall then be eligible for re-election at that meeting. | 26.3 The Directors may appoint any person to be a Director, either to fill a <u>casual</u> vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. Any Director so appointed shall hold office only until the first annual general meeting of the Company after such Director's appointment and shall then be eligible for re-election at that meeting. |

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| Article 30.6 | |
| 30.6 A Director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Directors in respect of any contract or arrangement or any other proposal in which such Director or any of their Close Associates has any material interest, and if they shall do so their vote shall not be counted (nor is such Director to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters: ... | 30.6 A Director shall not be entitled to vote on (nor shall such Director be counted in the quorum in relation to) any resolution of the Directors in respect of any contract or arrangement or any other proposal in which such Director or any of their Close Associates has any material interest, and if they shall do so their vote shall not be counted (nor is shall such Director to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters: ... |
| Article 39.1 | |
| ... (d) upon expiry of the 12-year period, the Company has caused an advertisement to be published in the newspapers or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by Electronic Means as provided in the Articles, given notice of its intention to sell such Shares, and a period of three months has elapsed since such advertisement and the Exchange has been notified of such intention. ... | ... (d) upon expiry of the 12-year period, the Company has caused an advertisement to be published in the newspapers or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by Electronic Means as provided in the Articles, given giving notice of its intention to sell such Shares, and a period of three months has elapsed since such advertisement and the Exchange has been notified of such intention. ... |
| Article 41.1 | |
| 41.1 The Company shall at every annual general meeting by Ordinary Resolution appoint an Auditor of the Company who shall hold office until the next annual general meeting of the Company. The Company may by Ordinary Resolution remove an Auditor before the expiration of such Auditor's term of office. No person may be appointed as an Auditor unless such person is independent of the Company. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed by Ordinary Resolution. | 41.1 The Company shall at every annual general meeting by Ordinary Resolution appoint an Auditor of the Company who shall hold office until the next annual general meeting of the Company. The Company may by Ordinary Resolution remove an Auditor before the expiration of such Auditor's term of office. No person may be appointed as an Auditor unless such person is independent of the Company. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed by Ordinary Resolution, or in such manner as the Members may determine by <u>Ordinary Resolution</u> . |

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| Article 41.2 | |
| ... | <u>41.2</u> If the office of Auditor becomes vacant by the resignation or death of the Auditor, or by the Auditor becoming incapable of acting by reason of illness or other disability, the Directors may fill the casual vacancy in the office of Auditor. The remuneration of any Auditor appointed under this Article shall be fixed by the Directors. Subject to Article 41.1, any Auditor appointed under this Article shall hold office until the next annual general meeting of the Company. |
| Article 41.3 | |
| 41.2 The Auditors of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information and explanation as may be necessary for the performance of the duties of the Auditors. | 41.2 <u>41.3</u> The Auditors of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information and explanation as may be necessary for the performance of the duties of the Auditors. |

| Article 41.4 | |
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| 41.3 The Auditors shall audit the profit and loss account and balance sheet of the Company in each year and shall prepare a report thereon to be annexed thereto. Such report shall be laid before the Company at its annual general meeting in each year and shall be open to inspection by any Member. The Auditors shall at the next annual general meeting following their appointment and at any other time during their term of office, upon request of the Directors or any general meeting of the Members, make a report on the accounts of the Company during their term of office. | 41.3 <u>41.4</u> The Auditors shall audit the profit and loss account and balance sheet of the Company in each year and shall prepare a report thereon to be annexed thereto. Such report shall be laid before the Company at its annual general meeting in each year and shall be open to inspection by any Member. The Auditors shall at the next annual general meeting following their appointment and at any other time during their term of office, upon request of the Directors or any general meeting of the Members, make a report on the accounts of the Company during their term of office. |

| Article 42.1 | |
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| <p>42.1 Except as otherwise provided in the Articles, any notice or document may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at their registered address as appearing in the Register of Members or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by Electronic Means by transmitting it to any electronic number or address or website supplied by the Member to the Company, or by placing it on the Company’s Website or the Exchange’s website provided that the Company has obtained either (a) the Member’s prior express positive confirmation in writing; or (b) the Member’s deemed consent in the manner specified in the Listing Rules to receive or otherwise have made available to such Member notices and documents to be given or issued to them by the Company by such Electronic Means, or (in the case of notice) by advertisement published in the manner prescribed in the Listing Rules.</p> <p>In the case of joint holders of a Share, all notices shall be given to that holder for the time being whose name stands first in the Register of Members and notice so given shall be sufficient notice to all the joint holders.</p> | <p>42.1 Except as otherwise provided in the Articles, any notice or document, <u>including any Corporate Communication and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules</u>, may be served by the Company on any Member either personally or by <u>in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:</u></p> <p>(a) <u>personally by leaving it at the registered address of such Member as appearing in the Register of Members;</u></p> <p>(b) <u>by sending it through the post in a prepaid letter addressed to such Member at their registered address as appearing in the Register of Members or, to the extent permitted (which shall be sent by airmail where the notice or document is posted from one country to another);</u></p> <p>(c) by the Listing Rules and all applicable laws and regulations, by Electronic Means by transmitting it to any electronic number or address or website supplied by the Member to the Company, or;</p> <p>(d) by placing it on the Company’s Website or <u>and</u> the Exchange’s website provided that the Company has obtained either (a) the Member’s prior express positive confirmation in writing; or</p> <p>(e) (b) the Member’s deemed consent in the manner specified in the Listing Rules to receive or otherwise have made available to such Member notices and documents to be given or issued to them by the Company by such Electronic Means, or (in the case of notice) by advertisement published in the manner prescribed in the Listing Rules.</p> <p>In the case of joint holders of a Share, all notices shall be given to that holder for the time being whose name stands first in the Register of Members and notice so given shall be sufficient notice to all the joint holders.</p> |

| Article 42.2 | |
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| <p>42.2 Any notice or document:</p> <p>(a) sent by post shall be deemed to have been served on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into a post office; and in proving such service it shall be sufficient to prove that the envelope containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Directors that the envelope containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;</p> <p>(b) delivered personally or left at a registered address otherwise than by post shall be deemed to have been served on the day it was so delivered or left;</p> <p>(c) served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspapers in which the advertisement is published (or on the last day of issue if the publication and/or newspapers are published on different dates);</p> <p>(d) given by Electronic Means as provided in the Articles shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient; and</p> <p>(e) served by being placed on the Company's Website or the Exchange's website shall be deemed to be served at such time as may be prescribed by the Listing Rules.</p> | <p>42.2 Any notice or document, including any Corporate Communication and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules:</p> <p>(a) <u>delivered personally or left at a registered address otherwise than by post shall be deemed to have been served on the day it was so delivered or left;</u></p> <p>(b) sent by post shall be deemed to have been served on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into a post office; and in proving such service it shall be sufficient to prove that the envelope containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Directors that the envelope containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;</p> <p>(b) <u>delivered personally or left at a registered address otherwise than by post shall be deemed to have been served on the day it was so delivered or left;</u></p> <p>(c) <u>served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspapers in which the advertisement is published (or on the last day of issue if the publication and/or newspapers are published on different dates);</u></p> <p>(d)<u>(c)</u> given by Electronic Means as provided in the Articles shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient; and</p> <p>(e)<u>(d)</u> served by being placed on the Company's Website or the Exchange's website shall be deemed to be served at such time as may be prescribed<u>on the day 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; and</u></p> <p>(e) <u>served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspapers in which the advertisement is published (or on the last day of issue if the publication and/or newspapers are published on different dates).</u></p> |

NOTICE OF ANNUAL GENERAL MEETING



LX Technology Group Limited

凌雄科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2436)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of LX Technology Group Limited (the “**Company**”) will be convened and held at Social Bear Meeting Room, 5th Floor, Cuilin Building, 10 Kaifeng Road, Maling District, Meilin Street, Futian District, Shenzhen, China on Friday, 21 June 2024 at 10:30 a.m., for the following purposes:

ORDINARY RESOLUTIONS

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

1. To receive and consider the audited consolidated financial statements together with the reports of the directors of the Company (the “**Directors**”) and the independent auditor of the Company for the year ended 31 December 2023.
2.
 - (a) To re-elect Mr. Hu Zuoxiong as an executive Director.
 - (b) To re-elect Mr. Li Jing as a non-executive Director.
 - (c) To re-elect Ms. Xu Nailing as an independent non-executive Director.
 - (d) To authorise the board of Directors (the “**Board**”) to fix the Directors’ fees.
3. To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and authorise the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back its own shares, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**) as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorization given to the Directors of the Company and shall authorise the Directors of the Company on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by its Directors;
- (c) the total number of the shares of the Company which are authorised to be bought back by the Directors of the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of shares of the Company in issue (excluding treasury shares) as at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above 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 occurs first:

- (i) the conclusion of the first annual general meeting of the Company following the passing of this ordinary resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions;
- (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; or
- (iii) the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

5. “THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and/or to resell treasury shares of the Company (if permitted under the Listing Rules), and to make, issue or grant offers, agreements or options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorization given to the Directors during the Relevant Period (as hereinafter defined) and shall authorise the Directors to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the shares in the capital of the Company to be issued or allotted either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) together with the treasury shares of the Company resold by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue 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 (excluding treasury shares) as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

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

- (i) the conclusion of the first annual general meeting of the Company following the passing of this ordinary resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions;
- (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; or
- (iii) the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company or issue of option, warrants or other securities of the Company giving the right to subscribe for shares of the Company, open for a period fixed by the Directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. “**THAT** conditional upon the passing of resolutions nos. 4 and 5 of this notice being passed, the general mandate granted to the Directors pursuant to resolution no. 5 be and is hereby extended by the addition thereto of an amount representing the total number of shares of the Company bought back by the Company under the authority granted pursuant to the resolution no. 4, provided that such amount shall not more than 10% of the total number of shares of the Company in issue (excluding treasury shares) as at the date of the passing of this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

7. To consider and, if thought fit, to pass with or without amendments, the following resolution as a special resolution:

“THAT

- (a) the proposed amendments (the **“Proposed Amendments”**) to the existing second amended and restated memorandum and articles of association of the Company (the **“Existing Memorandum and Articles of Association”**) as set out in Appendix III to the circular of the Company dated 26 April 2024 (the **“Circular”**) which contains this notice be and are hereby approved and THAT the third amended and restated memorandum and articles of association of the Company, a copy of which has been produced to the meeting and marked “A” and initialled by the Chairman of the meeting, which consolidates all the Proposed Amendments, be and are hereby approved and adopted in substitution for and to the exclusion of the Existing Memorandum and Articles of Association in force immediately before the passing of this special resolution; and
- (b) any Director be and is hereby authorised to execute all such documents and/or do all such acts as the Directors may, in their absolute discretion, deem necessary or expedient and in the interest of the Company in order to give effect to the foregoing.”

By order of the Board
LX Technology Group Limited
Hu Zuoxiong
Chairman

Hong Kong, 26 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any shareholder of the Company (the “**Shareholders**”) entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her, a proxy need not be a shareholder of the Company.
2. In case of joint registered holders of any shares of the Company, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint persons be present at the Annual General Meeting personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. To be valid, the Proxy Form duly completed and signed in accordance with the instructions printed hereon together with the power of attorney or other authority, if any, under which it is signed or a notarized copy thereof must be delivered to the Company’s Hong Kong share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time for holding the meeting or any adjournment thereof (as the case may be).
4. Completion and delivery of the Proxy Form will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned thereof if you so wish. In such event, the Proxy Form shall be deemed to be revoked.
5. For the purpose of ascertaining Shareholders’ entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 18 June 2024 to Friday, 21 June 2024 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 17 June 2024.
6. Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the shareholders at the Annual General Meeting must be taken by poll. The chairman of the Annual General Meeting will exercise his power under Article 19.7 of the Company’s articles of association to put each of the above resolutions to be proposed at the Annual General Meeting to be voted by way of a poll.
7. In case (1) Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions caused by a super typhoon” announced by the Government of Hong Kong is/are in force in Hong Kong, or (2) Red Typhoon Warning Signal or Red Rainstorm Signal announced by the Meteorological Bureau of Shenzhen Municipality is/are in force in Shenzhen, Guangdong Province, PRC, being the place of which the Annual General Meeting will be held, at or at any time after 12:00 noon on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the Company’s website (www.bearrental.com) and the website of the Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled when (1) an Amber or Red Rainstorm Warning Signal is in force in Hong Kong, or (2) a White, Blue, Amber or Orange Typhoon Warning Signal or a Amber or Orange Rainstorm Warning Signal is in force in Shenzhen, Guangdong Province, PRC. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.
8. If shareholders have any particular access request or special needs for participating in the above meeting, please contact the Company (email: ir@lxrental.com) on or before Wednesday, 19 June 2024.
9. The Chinese version of this notice is for reference only. Should there be any discrepancies, the English version shall prevail.