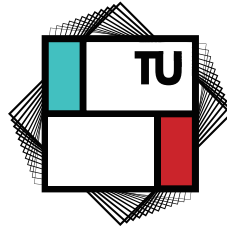

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Times Universal Group Holdings Limited (the “**Company**”), you should at once hand this circular and the accompanying proxy form to the purchaser(s) or the transferee(s) or to the bank, the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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TIMES UNIVERSAL GROUP HOLDINGS LIMITED

時代環球集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 2310)

**GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
ADOPTION OF THE AMENDED AND
RESTATED ARTICLES OF ASSOCIATION
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “**Annual General Meeting**”) of the Company to be held at Room 3002, 30/F., Workington Tower, 78 Bonham Strand, Sheung Wan, Hong Kong on Thursday, 30 May 2024 at 2:30 p.m. is set out on pages 34 to 38 of this circular. A form of proxy for use at the Annual General Meeting is enclosed herewith. Whether or not you intend to attend the Annual General Meeting or any adjournment thereof, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. Tuesday, 28 May 2024 at 2:30 p.m.) or any adjournment thereof to the Company’s share registrar, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment meeting if you so wish and in such event, the form of proxy will be deemed to be revoked.

30 April 2024

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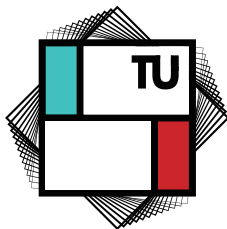
DEFINITIONS

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

“Amended and Restated Articles of Association”	the amended and restated articles of association of the Company, incorporating the Proposed Amendments, proposed to be adopted by the Shareholders at the Annual General Meeting
“Annual General Meeting”	the annual general meeting of the Company to be held at Room 3002, 30/F., Workington Tower, 78 Bonham Strand, Sheung Wan, Hong Kong on Thursday, 30 May 2024 at 2:30 p.m., the notice of which is set out on pages 34 to 38 of this circular, or, where the context so admits, any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associate(s)”	having the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Company”	Times Universal Group Holdings Limited (時代環球集團控股有限公司), a company incorporated in Hong Kong with limited liability, whose Shares are listed on the Main Board of the Stock Exchange (stock code: 2310)
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all the powers of the Company to allot, issue and otherwise deal with additional Shares of up to a maximum number not exceeding 20% of the total number of Shares in issue as at the date of passing the relevant resolution
“Latest Practicable Date”	23 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Amendments”	the proposed amendments to the existing Articles of Association as set out in Appendix III to this circular (with the proposed amendments marked up against the existing Articles of Association)
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all the powers of the Company to purchase Shares the total number of which shall not exceed 10% of the total number of Shares in issue as at the date of passing the Repurchase Resolution
“Repurchase Proposal”	the proposal to grant to the Directors the Repurchase Mandate under the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no.5(II) of the notice of Annual General Meeting
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.



TIMES UNIVERSAL GROUP HOLDINGS LIMITED

時代環球集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 2310)

Executive Directors:

Mr. Choi Yun Chor (*Chairman*)

Mr. Chen Jian

Mr. Tai Kwok Keung Kenny

Ms. Hung Wang Kai Grace

Registered office:

Room 3002, 30/F.

Workington Tower

78 Bonham Strand

Sheung Wan

Hong Kong

Independent non-executive Directors:

Ms. Lai Cheuk Yu Cherrie

Mr. Huang Xiangyang

Mr. Ngok Ho Wai

30 April 2024

To the Shareholders

Dear Sir or Madam

**GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
ADOPTION OF THE AMENDED AND
RESTATED ARTICLES OF ASSOCIATION
AND
RE-ELECTION OF DIRECTORS**

1. INTRODUCTION

The purposes of this circular is (a) to provide the Shareholders with details regarding (i) the proposed granting of general mandates to the Directors to issue and repurchase Shares, (ii) the proposed re-election of a Director, and (iii) the proposed amendments to the Articles of Association and proposed adoption of the Amended and Restated Articles of

LETTER FROM THE BOARD

Association; and (b) to provide the Shareholders with the notice of the Annual General Meeting for, among other things, the above mentioned proposals which will be dealt with at the Annual General Meeting.

We regard annual general meetings as one of the principal channels to communicate with the Shareholders, who are hence cordially invited to attend the Annual General Meeting.

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 16 June 2023, ordinary resolutions were passed giving general mandates to the Directors to issue and repurchase Shares not exceeding 20% and 10% respectively of the total number of Shares in issue as at 16 June 2023. Such general mandates will lapse at the conclusion of the Annual General Meeting. Ordinary resolutions will be proposed at the Annual General Meeting to renew such general mandates.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,092,877,195 Shares. Subject to the passing of the resolution approving the Issue Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Issue Mandate to allot, issue and deal with additional Shares of up to a maximum of 218,575,439 Shares.

Under the Listing Rules, the Company is required to give to all Shareholders all information which is reasonably necessary to enable them to make an informed decision as to whether to vote in favour of or against the Repurchase Resolution at the Annual General Meeting. An explanatory statement providing requisite information in connection with the Repurchase Mandate is set out in Appendix I to this circular.

In addition, conditional on the passing of the resolutions approving the Issue Mandate and the Repurchase Mandate, an ordinary resolution regarding the Extension Mandate will be proposed at the Annual General Meeting providing that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate.

Each of the Issue Mandate and the Repurchase Mandate will expire: (a) at the conclusion of the next annual general meeting of the Company; (b) at the end of the period within which the Company is required by the applicable laws of Hong Kong or the Articles of Association to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company, whichever is the earliest.

3. RE-ELECTION OF DIRECTORS

The Board currently consists of four executive Directors, namely, Mr. Choi Yun Chor, Mr. Chen Jian, Mr. Tai Kwok Keung Kenny and Ms. Hung Wang Kai Grace; and three independent non-executive Directors, namely, Ms. Lai Cheuk Yu Cherrie, Mr. Huang Xiangyang and Mr. Ngok Ho Wai. Pursuant to Article 97 of the Articles of Association, at

LETTER FROM THE BOARD

each annual general meeting one third of the Directors for the time being, other than those Director(s) who is/are subject to Article 88 or 103, (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation and the Directors to retire in every year shall be those who have been longest in office since their last election or appointment but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot.

In accordance with Article 88 of the Articles of Association, no directors shall be subject to re-election at annual general meeting.

In accordance with the Article 97 of the Company's Article of Association, Mr. Chen Jian, Ms. Hung Wai Kai Grace and Mr. Ngok Ho Wai shall retire from the Board by rotation and Mr. Chen Jian, Ms. Hung Wai Kai Grace and Mr. Ngok Ho Wai, being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company.

The particulars of the above Director proposed to be re-elected at the Annual General Meeting is set out in Appendix II to this circular.

4. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 12 April 2024. The Board proposes to seek approval from the Shareholders at the Annual General Meeting to amend the existing Articles of Association in order to (i) update and bring the existing Articles of Association in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which have taken effect from 31 December 2023; and (ii) make other consequential and housekeeping amendments. The Board also proposed to adopt the Amended and Restated Articles of Association in substitution for, and to the exclusion of, the existing Articles of Association with effect from the date of passing the relevant resolution at the Annual General Meeting.

The legal adviser to the Company as to Hong Kong laws has confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and do not contravene the applicable laws of Hong Kong. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

The Proposed Amendments and the proposed adoption of the Amended and Restated Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting. Details of the Proposed Amendments are set out in Appendix III to this circular.

LETTER FROM THE BOARD

5. EXERCISE OF VOTING RIGHTS BY SHAREHOLDERS

Registered Shareholders

The register of members of the Company will be closed from Monday, 27 May 2024 to Thursday, 30 May 2024, both days inclusive, during which period no transfer of Shares will be registered. To be entitled to attend the Annual General Meeting, Shareholders must ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 24 May 2024 for registration.

A form of proxy for use at the Annual General Meeting is enclosed herewith. Whether or not you intend to attend the Annual General Meeting or any adjournment thereof, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar, Tricor Standard Limited (address as above), not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. Tuesday, 28 May 2024 at 2:30 p.m.) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire and in such event, the form of proxy will be deemed to be revoked.

Non-registered Shareholders

If your Shares are held through an intermediary (for example, a bank, a custodian or a securities broker) or registered in the name of your nominee, you will not receive a proxy form. You have to give instruction to your intermediary/nominee to vote on your behalf. If you wish to attend and vote at the Annual General Meeting, you should seek an authorisation from your intermediary/nominee directly.

Voting by Poll

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in the notice of the Annual General Meeting will be decided by poll. Detailed procedures for conducting a poll are set out in Appendix IV to this circular.

6. BOARD RECOMMENDATIONS

The Board considers that the resolutions as set out in the notice of the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole, and recommends the Shareholders to vote in favour of all of them at the Annual General Meeting.

LETTER FROM THE BOARD

7. RESPONSIBILITY STATEMENT

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

Yours faithfully
By order of the Board
Times Universal Group Holdings Limited
CHOI Yun Chor
Chairman and Executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders for considering the Repurchase Mandate and also constitutes the memorandum as required under section 239(2) of the Companies Ordinance.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,092,877,195 Shares.

Subject to the passing of the Repurchase Resolution and assuming no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Directors would be authorised to repurchase up to 109,287,719 Shares, being 10% of the number of Shares of the Company in issue as at the date of passing the resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws of Hong Kong or by the Articles of Association to be held; or
- (iii) the passing of an ordinary resolution by Shareholders in general meeting revoking or varying the authority under the Repurchase Mandate given to the Directors.

2. REASONS FOR REPURCHASE

The Directors believe that Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the applicable laws of Hong Kong and the Articles of Association. Repurchases made pursuant to the Repurchase Mandate would be financed by the Company's distributable profits or the proceeds of a fresh issue of shares made for such purpose.

There might be an adverse impact on the working capital position or gearing levels of the Company as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023, in the event that the Repurchase Mandate is exercised in full during the proposed repurchase period.

However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company.

4. SHARE PRICES

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

Month	Per Share	
	Highest Price <i>HK\$</i>	Lowest Price <i>HK\$</i>
2023		
April	0.051	0.050
May	0.050	0.045
June	0.045	0.038
July	0.049	0.038
August	0.050	0.030
September	0.033	0.033
October	0.033	0.033
November	0.033	0.025
December	0.028	0.023
2024		
January	0.032	0.021
February	0.036	0.030
March	0.033	0.028
April (up to the Latest Practicable Date)	0.031	0.026

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases only pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the applicable laws of Hong Kong and the Articles of Association.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Proposal if the Repurchase Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have any present intention to sell any Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power by the Directors to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Great Match International Limited, which is wholly owned by Mr. Choi Yun Chor, held 818,156,014 Shares (approximately 74.86% of the total issued Shares). Assuming full exercise of the Repurchase Mandate by the Company, the percentage shareholding of Great Match International Limited in the Company would be increased to approximately 83.18%. Such increase: (i) would not give rise to an obligation on the part of Great Match International Limited to make a mandatory offer under Rule 26 of the Takeovers Code; and (ii) would result in less than 25% of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent as may result in a public shareholding of less than the prescribed percentage of 25%.

7. SHARE REPURCHASE MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting:

Mr. Chen Jian

Position and experience

Mr. Chen, aged 67, has been an executive director of the Company since 10 October 2019. Mr. Chen jointed Realway investment Limited in 2009 as a director of sales and marketing. He is a professional in sales and marketing and is experienced in business development in both developed and emerging markets including Hong Kong, Malaysia, Singapore, Egypt, Greece, and Pakistan etc. Mr. Chen obtained a bachelor of engineering from Shanghai Maritime Institute (now known as Shanghai Maritime University) in July 1982.

Length of services and director's emoluments

Mr. Chen has entered into a letter of appointment with the Company as an executive Director with no fixed term of service with the Company and subject to retirement by rotation and re-election of his directorship in the Company as set in the Articles of Association. Pursuant to the letter of appointment entered into between Mr. Chen and the Company, Mr. Chen is entitled to an annual salary of HK\$120,000 based on his qualifications, experience, level of responsibilities undertaken and the prevailing market conditions.

Relationship

As far as the Directors are aware, Mr. Chen does not have any relationship with any other Directors, senior management, substantial Shareholders, or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Chen was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Other information and matters that need to be disclosed to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Chen to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders.

Ms. Hung Wang Kai Grace***Position and experience***

Ms. Hung, aged 41, has over 9 years of experience in culture and sports industry. In April 2014, Ms. Hung co-founded Pacific Media Group Limited (宏愛大平台文化投資有限公司), a company principally engaged in culture and sports industry. Since April 2014 and up to the date of this announcement, Ms. Hung is interested in 50% equity interest in and a director of Pacific Media Group Limited. In 2021, Ms. Hung co-founded Beijing PMG China Limited (北京宏京文化有限公司), a company principally engaged kids animation content including local production, Asia distribution and the licensing copyright of children indoor parks, pop-ups, consumer products and children's publications.

Ms. Hung is a member of the Fifth (5th) and the Six (6th) Shenzhen Municipal Yantian District Committee of Chinese People's Political Consultative Conference. Ms. Hung was also a director of the fortieth (40th) and fortieth-first (41st) term board of directors of Yan Oi Tong.

Length of services and director's emoluments

Ms. Hung has entered into a letter of appointment with the Company as an executive Director with no fixed term of service with the Company and subject to retirement by rotation and re-election of her directorship in the Company as set in the Articles of Association. Pursuant to the letter of appointment entered into between Ms. Hung and the Company, Ms. Hung is not entitled to any salaries.

Relationship

As far as the Directors are aware, Ms. Hung does not have any relationship with any other Directors, senior management, substantial Shareholders, or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Hung was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Other information and matters that need to be disclosed to the attention of the Shareholders

As far as the Directors are aware, there is no information of Ms. Hung to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Hung that need to be brought to the attention of the Shareholders.

Mr. Ngok Ho Wai***Position and experience***

Mr. Ngok, aged 54, obtained a Bachelor degree of Social Science with Honors from The Chinese University of Hong Kong in December 1993. He obtained a Master degree of Accounting from Curtin University of Technology (now known as Curtin University) in February 1999. Mr. Ngok has been a member of the Hong Kong Institute of Certified Public Accountants and CPA Australia since July 2000 and July 2022 respectively.

Mr. Ngok has over approximately 28 years of experience in the banking industry. He worked at Wing Hang Bank Limited from August 1993 to September 1996 with his last position as senior officer, at Fortis Bank Asia HK from September 1996 to July 2000 with his last position as relationship manager in the commercial banking department — medium enterprises, at DBS Bank (Hong Kong) Limited from July 2000 to March 2007 with his last position as vice president in the wholesale banking, corporate & investment banking — enterprise banking division, at Dah Sing Bank Limited from May 2007 to August 2014 with his last position as team head in the commercial bank marketing department, at O-Bank Co., Limited (Hong Kong branch) from August 2014 to November 2018 with this last position as vice president of the corporate banking section, at OCBC Wing Hang Bank Limited from January 2019 to November 2019 with his last position as senior manager in the commercial banking department, and at Industrial & Commercial Bank of China (Asia) Limited from December 2019 to October 2020 with his last position as team head in the Greater Bay Area corporate banking department.

Mr. Ngok is currently an independent non-executive director of Basetrophy Group Holdings Limited, the issued shares of which are listed on the GEM of The Stock Exchange of Hong Kong Limited (stock code: 8460).

Length of services and director's emoluments

Mr. Ngok has entered into a letter of appointment with the Company as an independent non-executive Director which is for a term of three years commencing from 1 December 2022 and subject to retirement by rotation and re-election of his directorship in the Company as set in the Articles of Association. Pursuant to the letter of appointment entered between Mr. Ngok and the Company, Mr. Ngok is entitled to a director's fee of HK\$120,000 per based on the prevailing market conditions, the financial position of the Company, his qualification, experience and level of responsibilities undertaken.

Relationship

As far as the Directors are aware, Mr. Ngok does not have any relationship with any other Directors, senior management, substantial Shareholders, or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Ngok was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Other information and matters that need to be disclosed to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Ngok to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Ngok that need to be brought to the attention of the Shareholders.

The following are the proposed amendments to be made to the existing Articles of Association as introduced by the Amended and Restated Articles of Association. Unless otherwise specified, articles referred to herein are articles of the existing Articles of Association:

Before Amendments	Proposed Amendments
COVER	
<p style="text-align: center;">ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">(as adopted by a Special Resolutions passed on 16 June 2023)</p> <p style="text-align: center;">TIMES UNIVERSAL GROUP HOLDINGS LIMITED 時代環球集團控股有限公司</p>	<p style="text-align: center;"><u>AMENDED AND RESTATED ARTICLES OF ASSOCIATION</u></p> <p style="text-align: center;">(as adopted by a Special Resolutions<u>Resolution</u> passed on 16 June 2023<u>30 May 2024</u>)</p> <p style="text-align: center;">TIMES UNIVERSAL GROUP HOLDINGS LIMITED 時代環球集團控股有限公司</p>
ARTICLES OF ASSOCIATION	
<p style="text-align: center;">ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">(as adopted by a Special Resolutions passed on 16 June 2023)</p> <p style="text-align: center;">TIMES UNIVERSAL GROUP HOLDINGS LIMITED 時代環球集團控股有限公司</p>	<p style="text-align: center;"><u>AMENDED AND RESTATED ARTICLES OF ASSOCIATION</u></p> <p style="text-align: center;">(as adopted by a Special Resolutions<u>Resolution</u> passed on 16 June 2023<u>30 May 2024</u>)</p> <p style="text-align: center;">TIMES UNIVERSAL GROUP HOLDINGS LIMITED 時代環球集團控股有限公司</p>
<p>Article 1(D)</p> <p>The regulations contained in Table A in the First Schedule to the predecessor of the Companies Ordinance and Model Articles in Schedule 1 of the Companies (Model Articles) Notice (Cap. 622H) shall not apply to the Company.</p>	<p>Article 1(D)</p> <p>The regulations contained in Table A in the First Schedule to the predecessor of the Companies Ordinance and Model Articles in Schedule 1 of the Companies (Model Articles) Notice (Cap. 622H) shall not apply to the Company.</p>
<p>—</p>	<p>Article 2(A)</p> <p>The following new definition of “Company’s Website” is to be inserted immediately following the definition of “Company” in Article 2(A):</p> <p><u>“Company’s website” shall mean the website of the Company to which any Shareholder may have access to, the address or domain name of which has been notified to the Shareholders by the Company or as subsequently amended by notice given to the Shareholders by the Company;</u></p>

	<p>Article 2(A)</p> <p>The following new definition of “electronic record” is to be inserted immediately following the definition of “dollars” or “HK\$” in Article 2(A):</p> <p><u>“electronic record” shall mean a record generated in digital form by an information system, which can be transmitted within an information system or from one information system to another, and stored in an information system or other medium;</u></p>
	<p>Article 2(A)</p> <p>The following new definition of “electronic means” is to be inserted immediately following the new definition of “electronic record” in Article 2(A):</p> <p><u>“electronic means” shall mean the transmission of any notice, document or information from the Company by any means while in the form of an electronic record (including but not limited to electronic mail or publication on the Company’s Website or publication on the website of the Stock Exchange or the website of any stock exchange on which any securities of the company are listed and/or permitted to be dealt in);</u></p>
	<p>Article 2(A)</p> <p>The following new definition of “in electronic form” is to be inserted immediately following the definition of “Hong Kong” in Article 2(A):</p> <p><u>“in electronic form” shall mean in the form of an electronic record;</u></p>
<p>Article 2(A)</p> <p>“shareholders” or “members” shall mean the duly registered holders from time to time of the shares in the capital of the Company; and</p>	<p>Article 2(A)</p> <p>“shareholders”<u>shareholder</u>” or “members”<u>member</u>” shall mean the<u>a</u> duly registered holders<u>holder</u> from time to time of the shares in the capital of the Company; and</p>

<p>Article 2(B)</p> <p>“writing” or “printing” shall include writing, printing, lithography, photography, typewriting and every other mode of representing words of figures in a legible and non-transitory form.</p>	<p>Article 2(B)</p> <p>“writing” or “printing” shall, <u>unless contrary intention appears, and subject to the Companies Ordinance and other applicable laws, rules and regulations,</u> include writing, printing, lithography, photography, typewriting and, every other mode of or representing words of or figures in a legible and non-transitory form, <u>any visible substitute for writing (including electronic record) or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display.</u></p>
<p>Article 13</p> <p>Every person whose name is entered as a member in the register shall be entitled without payment to receive</p> <p>(a) in the case of an allotment, within two (2) months; and</p> <p>(b) in the case of a lodgement of a transfer, within ten (10) business days</p> <p>after such allotment or lodgement of a transfer (as the case may be) one certificate for all his shares or, if he so requests, where the allotment or transfer (as the case may be) is of a number of shares in excess of the number for the time being forming a stock exchange board lot, upon payment, in the case of a transfer, for every certificate after the first of a sum equal to the relevant maximum payment as the Stock Exchange may from time to time determine or such lesser sum as the Board shall from time to time determine, such number of certificates for shares in stock exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question. In respect of share(s) held jointly by several persons, the Company shall not be bound to issue certificate(s) to each such person, and the issue and delivery of certificate(s) to one of several joint holders shall be deemed sufficient delivery to all such holders.</p>	<p>Article 13</p> <p>Every person whose name is entered as a member in the register shall be entitled without payment to receive</p> <p>(a) in the case of an allotment, within two (2) months; and</p> <p>(b) in the case of a-lodgement of a transfer, within ten (10) business days</p> <p>after such allotment or lodgement of a transfer (as the case may be) one certificate for all his shares or, if he so requests, where the allotment or transfer (as the case may be) is of a number of shares in excess of the number for the time being forming a stock exchange board lot, upon payment, in the case of a transfer, for every certificate after the first of a sum equal to the relevant maximum payment as the Stock Exchange may from time to time determine or such lesser sum as the Board shall from time to time determine, such number of certificates for shares in stock exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question. In respect of share(s) held jointly by several persons, the Company shall not be bound to issue certificate(s) to each such person, and the issue and delivery of certificate(s) to one of several joint holders shall be deemed sufficient delivery to all such holders.</p>

<p>Article 25</p> <p>Notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members by notice to be inserted once in The Hong Kong Government Gazette and once at least in both an English language newspaper in English and a Chinese language newspaper in Chinese.</p>	<p>Article 25</p> <p>Notice of the person appointed to receive payment of every call and of the times and places appointed for payment may, <u>if required by any applicable laws, rules or regulations, or determined by the Board to be appropriate</u>, be given to the members by notice to be inserted once in The Hong Kong Government Gazette and once at least in both an English language newspaper in English and a Chinese language newspaper in Chinese, <u>or by any electronic means.</u></p>
<p>Article 39(2)</p> <p>If the Directors decline to register a transfer, the transferee or transferor may request a statement of the reasons for the refusal. If such request is made, the Directors shall, within 28 days after receiving the request, (a) send to the person who made the request a statement of the reasons; or (b) register the transfer.</p>	<p>Article 39(2)</p> <p>If the Directors decline to register a transfer, the transferee or transferor may request a statement of the reasons for the refusal. If such request is made, the Directors shall, within <u>twenty-eight (28)</u> days after receiving the request, (a) send to the person who made the request a statement of the reasons; or (b) register the transfer.</p>
<p>Article 50</p> <p>A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the shares, together with (if the Board shall in their discretion so require) interest thereon from the date of forfeiture until payment at such rate not exceeding twenty (20) percent per annum as the Board may prescribe, and the Board may enforce the payment thereof if it thinks fit, and without any deduction or allowance for the value of the shares, at the date of forfeiture, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares. For the purposes of this Article any sum which, by the terms of issue of a share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, shall notwithstanding that time has not yet arrived be deemed to be payable at the date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment.</p>	<p>Article 50</p> <p>A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the shares, together with (if the Board shall in their discretion so require) interest thereon from the date of forfeiture until payment at such rate not exceeding twenty (20) percent per annum as the Board may prescribe, and the Board may enforce the payment thereof if it thinks fit, and without any deduction or allowance for the value of the shares, at the date of forfeiture, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares. For the purposes<u>purpose</u> of this Article any sum which, by the terms of issue of a share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, shall notwithstanding that time has not yet arrived be deemed to be payable at the date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment.</p>

<p>Article 58</p> <p>The Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it in accordance with the provisions of the Companies Ordinance.</p>	<p>Article 58</p> <p>The Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it in accordance with the provisions of the Companies Ordinance.</p>
<p>Article 62</p> <p>Subject to the foregoing Article, the notice of every general meeting shall be given, in the manner hereinafter mentioned or in such other manner, if any; as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company. A meeting of the Company notwithstanding that it is called by shorter notice than that specified in this Article shall be deemed to have been duly called if it is so agreed:</p>	<p>Article 62</p> <p>Subject to the foregoing Article, the notice of every general meeting shall be given; <u>in accordance with Article 162, subject to the requirements of the Ordinance</u> the manner hereinafter mentioned or in such other manner, if any; as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company. A meeting of the Company notwithstanding that it is called by shorter notice than that specified in this Article shall be deemed to have been duly called if it is so agreed:</p>

<p>Article 73</p> <p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands every member who (being an individual) is present in person or (being a corporation) (save and except for a clearing house (or its nominee(s)) pursuant to Article 85(b)) by proxy or duly authorised representative shall have one vote, and every proxy present who has been duly appointed by a member entitled to vote on the resolution shall have one vote and on a poll, subject to Article 79, every member present in person or by proxy or by duly authorised representative shall have one vote for every fully paid share of which he is the holder and have for every partly paid share of which he is the holder the fraction of one vote equal to the proportion which the nominal amount due and paid up thereon bears to the subscription price of the share, but no amount paid or credited as paid up on a share in advance of calls shall be treated for the purposes of this Article as paid up on the share. On a poll a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.</p>	<p>Article 73</p> <p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands every member who (being an individual) is present in person or (being a corporation) (save and except for a clearing house (or its nominee(s)) pursuant to Article 85(b)) by proxy or duly authorised representative shall have one vote, and every proxy present who has been duly appointed by a member entitled to vote on the resolution shall have one vote and on a poll, subject to Article 79, every member present in person or by proxy or by duly authorised representative shall have one vote for every fully paid share of which he is the holder and have for every partly paid share of which he is the holder the fraction of one vote equal to the proportion which the nominal amount due and paid up thereon bears to the subscription price of the share, but no amount paid or credited as paid up on a share in advance of calls shall be treated for the purposes <u>purpose</u> of this Article as paid up on the share. On a poll a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.</p>
<p>Article 120</p> <p>Any Director may participate in a meeting of the Board or of any such committee of the Board by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other. Meetings of the Board may be held in Hong Kong or in any other place.</p>	<p>Article 120</p> <p>Any Director may participate in a meeting of the Board or of any such committee of the Board by means of a conference <u>electronic or similar other communication facilities as permitted and equipment by means of which</u> all persons participating in the meeting are capable of hearing each other <u>to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u> Meetings of the Board may be held in Hong Kong or in any other place.</p>

<p>Article 121</p> <p>A Director may, and on request of a Director the Secretary shall, at any time summon a meeting of the Board. Notice thereof shall be given to each Director either in writing or by telephone or by telex or telegram at the address from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine provided however that notice need not be given to any Director for the time being absent from Hong Kong. A Director may waive notice of any meeting either prospectively or retrospectively.</p>	<p>Article 121</p> <p>A Director may, and on request of a Director the Secretary shall, at any time summon a meeting of the Board. Notice thereof shall be given to each Director either in writing or by telephone or by telex or telegram <u>by other electronic means</u> at the address, <u>facsimile, telex number or electronic address</u> from time to time notified to the Company by such Director <u>for this purpose</u>, or in such other manner as the Board may from time to time determine, provided however that notice need not be given to any Director for the time being absent from Hong Kong. A Director may waive notice of any meeting either prospectively or retrospectively.</p>
<p>Article 129</p> <p>A resolution in writing signed by all the Directors (or their respective alternate Directors as the case may be) shall be as valid and effectual as if it had been passed at a meeting of the Board or a committee of the Board (as the case may be) duly convened and held and may consist of several documents in like form each signed by one (1) or more of the Directors (or alternate Directors as the case may be). A written notification of confirmation of such resolution in writing given by a Director to the Board by any means shall be deemed to be his signature to such resolution in writing for the purposes of this Article. A resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity. A telex, facsimile message or cable (or any other message sent by electronic means) sent by or at the direction of a Director (or his alternate) shall be deemed to be a document signed by him for the purpose of this Article.</p>	<p>Article 129</p> <p>A resolution in writing signed by all the Directors (or their respective alternate Directors as the case may be) shall be as valid and effectual as if it had been passed at a meeting of the Board or a committee of the Board (as the case may be) duly convened and held and may consist of several documents in like form each signed by one (1) or more of the Directors (or alternate Directors as the case may be). A written notification of confirmation of such resolution in writing given by a Director to the Board by any means shall be deemed to be his signature to such resolution in writing for the purposes<u>purpose</u> of this Article. A resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity. A telex, facsimile message or cable (or any other message sent by electronic means) sent by or at the direction of a Director (or his alternate) shall be deemed to be a document signed by him for the purpose of this Article.</p>
<p>Article 143(a)(ii)</p> <p>That that the shareholders entitled to such dividend be entitled to elect to receive an allotment of shares credited as fully paid in lieu of the whole or such part of the dividend as the Board may think fit. In such case, the following provisions shall apply:</p>	<p>Article 143(a)(ii)</p> <p>That <u>that</u> the shareholders entitled to such dividend be entitled to elect to receive an allotment of shares credited as fully paid in lieu of the whole or such part of the dividend as the Board may think fit. In such case, the following provisions shall apply:</p>

<p>Article 143(b)(i)</p> <p>The shares allotted pursuant to the provisions of paragraph (a) of this Article shall rank <i>pari passu</i> in all respects with the shares of the same class (if any) then in issue save only as regards participation:</p>	<p>Article 143(b)(i)</p> <p>The shares allotted pursuant to the provisions of paragraph (a) of this Article <u>143(a)</u> shall rank <i>pari passu</i> in all respects with the shares of the same class (if any) then in issue save only as regards participation:</p>
<p>Article 143(b)(i)(bb)</p> <p>in any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneously with the payment or declaration of the relevant dividend, unless contemporaneously with the announcement by the Directors of their proposal to apply the provisions of sub-paragraph (i) or (ii) of paragraph (a) of this Article in relation to the relevant dividend or contemporaneously with their announcement of the distribution, bonus or rights in question, the Directors shall specify that the shares to be allotted pursuant to the provisions of paragraph (a) of this Article shall rank for participation in such distribution, bonus or rights.</p>	<p>Article 143(b)(i)(bb)</p> <p>in any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneously with the payment or declaration of the relevant dividend, unless contemporaneously with the announcement by the Directors of their proposal to apply the provisions of sub-paragraph (i) or (ii) of paragraph (a) of this Article <u>143(a)</u> in relation to the relevant dividend or contemporaneously with their announcement of the distribution, bonus or rights in question, the Directors shall specify that the shares to be allotted pursuant to the provisions of paragraph (a) of this Article <u>143(a)</u> shall rank for participation in such distribution, bonus or rights.</p>
<p>Article 143(b)(iii)</p> <p>The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (a) of this Article, with full power to the Board to make such provisions as they think fit in the case of shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the members concerned). The Board may authorise any person to enter into, on behalf of all members interested, an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made pursuant to such authority shall be effective and binding on all concerned.</p>	<p>Article 143(b)(iii)</p> <p>The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (a) of this Article <u>143(a)</u>, with full power to the Board to make such provisions as they think fit in the case of shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the members concerned). The Board may authorise any person to enter into, on behalf of all members interested, an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made pursuant to such authority shall be effective and binding on all concerned.</p>

<p>Article 143(c)</p> <p>The Company may upon the recommendation of the Board by special resolution resolve in respect of any particular dividend of the Company that notwithstanding the provisions of paragraph (a) of this Articles a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid without offering any right to shareholders to elect to receive such dividend in cash in lieu of such allotment.</p>	<p>Article 143(c)</p> <p>The Company may upon the recommendation of the Board by special resolution resolve in respect of any particular dividend of the Company that notwithstanding the provisions of paragraph (a) of this Articles <u>143(a)</u> a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid without offering any right to shareholders to elect to receive such dividend in cash in lieu of such allotment.</p>
<p>Article 143(d)</p> <p>The Board may on any occasion determine that an allotment of shares under paragraph (a)(i) of this Article or a right of election to receive an allotment of shares under paragraph (a)(ii) of this Article a shall not be made or made available to any shareholders with registered addresses to any territory where in the absence of a registration statement or other special formalities the allotment of shares or the circulation of an offer of such right of election would or might be unlawful, and in such event the provisions aforesaid shall be read and construed subject to such determination.</p>	<p>Article 143(d)</p> <p>The Board may on any occasion determine that an allotment of shares under paragraph (a)(i) of this Article <u>143(a)(i)</u> or a right of election to receive an allotment of shares under paragraph (a)(i) of this Article <u>143(a)(ii)</u> a shall not be made or made available to any shareholders with registered addresses to any territory where in the absence of a registration statement or other special formalities the allotment of shares or the circulation of an offer of such right of election would or might be unlawful, and in such event the provisions aforesaid shall be read and construed subject to such determination.</p>
<p>Article 145</p> <p>Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid by reference to each member’s holding of shares which are fully paid up or credited as fully paid up in respect whereof the dividends paid, but no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Article as paid up on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such shares shall rank for dividend accordingly.</p>	<p>Article 145</p> <p>Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid by reference to each member’s holding of shares which are fully paid up or credited as fully paid up in respect whereof the dividends paid, but no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes<u>purpose</u> of this Article as paid up on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such shares shall rank for dividend accordingly.</p>

<p>Article 154</p> <p>...</p> <p>For the purpose of the foregoing, “relevant period” means the period commencing twelve (12) years before the date of publication of the advertisement referred to in paragraph (c) of this Article and ending at the expiry of the period referred to in that paragraph.</p>	<p>Article 154</p> <p>...</p> <p>For the purpose of the foregoing, “relevant period” means the period commencing twelve (12) years before the date of publication of the advertisement referred to in paragraph (c) of this Article 154(c) and ending at the expiry of the period referred to in that paragraph.</p>
<p>Article 158(b)</p> <p>Every balance sheet of the Company shall be signed pursuant to the provisions of the Ordinance, and a printed copy of every balance sheet (including every document required by law to be annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a printed copy of the Directors’ report and a printed copy of the Auditors’ report, shall not less than twenty-one (21) days before the date of the meeting, be sent to the registered address of every member of, and every holder of debenture of, the Company and every person registered under Article 43 and every other person entitled to receive notices of general meetings of the Company provided that this Article shall not require a printed copy of those documents to be sent to any person whose address the Company is not aware of or to more than one (1) of the joint holders of any shares or debentures.</p>	<p>Article 158(b)</p> <p>Every balance sheet of the Company shall be signed pursuant to the provisions of the Ordinance, and a printed copy of every balance sheet (including every document required by law to be annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a printed copy of the Directors’ report and a printed copy of the Auditors’ report, shall not less than twenty-one (21) days before the date of the meeting, be sent <u>in accordance with Article 162</u> to the registered address of every member of, and every holder of debenture of, the Company and every person registered under Article 43 and every other person entitled to receive notices of general meetings of the Company provided that this Article shall not require a printed copy of those documents to be sent to any person whose address the Company is not aware of or to more than one (1) of the joint holders of any shares or debentures.</p>

<p>Article 162</p> <p>Any notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company to a member shall be in writing or by telex or facsimile transmission message or other form of electronic transmission or communication and any such notice and document may be served or delivered by the Company on or to any member by any of the following means:</p> <p>(a) personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered address as appearing in the register; or</p>	<p>Article 162</p> <p>Any notice or <u>document or information</u> (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company to a member shall be in writing, or by telex or facsimile transmission message or other form of electronic transmission or communication and any <u>Any such notice and</u> document <u>or information</u> to be given or issued by or on behalf of the Company under these Articles, <u>unless otherwise specified,</u> may be served or <u>delivered or supplied</u> by the Company on or to <u>another person</u> any member by any of the following means, <u>subject to due compliance with the Ordinance and other applicable laws, rules and regulations:</u></p> <p>(a) <u>(i) by serving it personally; (ii) or by sending it through the post in a prepaid envelope or wrapper addressed to such member at any address supplied by him to the Company for the purpose, or if the Company is unable to obtain such address, his registered address as appearing in the register or address last known to the Company; or (iii) by delivering or leaving it at such address as aforesaid; or</u></p>
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<p>(b) by transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of notice to him or which the person transmitting the notice or document reasonably and bona fide believes at the relevant time will result in the notice or document being duly received by the member; or</p> <p>(c) by advertisement in one (1) Chinese language newspaper and one (1) English language newspaper in Hong Kong; or</p> <p>(d) subject to due compliance with the Ordinance and other applicable laws, rules and regulations, (i) by placing it on the Company's website or the website of the Stock Exchange provided all the pre-conditions and requirements of the Stock Exchange have been complied with, including, if required, giving to the member a notice stating that the notice or document is available there (a "notice of availability"), which may be given to the member by any of the means set out above; or (ii) in any other manner permitted by the Stock Exchange from time to time.</p>	<p>(b) by <u>sending or supplying</u> transmitting it <u>in electronic form by electronic means to that other person at such address as he may provide or be regarded as having provided for the purpose</u> to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of notice to him or which the person transmitting the notice or document reasonably and bona fide believes at the relevant time will result in the notice or document being duly received by the member; or</p> <p>(c) by <u>placing an</u> advertisement in one (1) Chinese language newspaper and one (1) English language newspaper in Hong Kong; or</p> <p>(d) subject to due compliance with the Ordinance and other applicable laws, rules and regulations, (i) by placing <u>making it available</u> on the Company's website <u>Website</u> or the website of the Stock Exchange provided all the pre-conditions and requirements of the Stock Exchange have been complied with, including, if required, giving to the member a notice stating that the notice or document is available there (a "notice of availability"), which may be given to the member by any of the means set out above; or (ii) in any other manner permitted by the Stock Exchange from time to time.</p> <p>(e) <u>by any other manner permitted by and in accordance with the Ordinance and other applicable laws, rules and regulations from time to time.</u></p>
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<p>In the case of joint holders of a share all notices or documents shall be given or issued to that one of the joint holders whose name stands first in the register and the notice or document so given or issued shall be deemed a sufficient service on or delivery to all the joint holders.</p>	<p>In the case of joint holders of a share all notices or documents shall be given or issued to that one of the joint holders whose name stands first in the register and the notice or document so given or issued shall be deemed a sufficient service on or delivery to all the joint holders.</p> <p><u>For the purpose of this Article: (i) sending by the Company of a document includes supplying, delivering, forwarding or producing a document and giving a notice but excludes serving a document that is issued for the purpose of any legal proceedings; and (ii) supplying by the Company of information includes sending, delivering, forwarding or producing the information.</u></p>
<p>Article 163</p> <p>A member shall be entitled to have notices served on him at any address within Hong Kong. Any member whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who does not notify the Company of an address in Hong Kong may notify the Company of an address outside Hong Kong and the Company may serve notices on him at such overseas address. In the absence of notification by a member of an address in Hong Kong or overseas for the purpose of service shall be deemed to have received any notice which shall have been displayed at the registered office of the Company and shall have remained there for the space of twenty-four (24) hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed.</p>	<p>Article 163</p> <p>(a) A member shall be entitled to have notices served on him at any address within Hong Kong. Any member whose registered address is outside Hong Kong may notify the Company in writing of (i) an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address <u>for service of notice, (ii) an electronic address for the purpose of service of notice, -</u> A member who does not notify the Company of an address in Hong Kong may notify the Company of or (iii) an address outside Hong Kong <u>and at which</u> the Company may serve notices on him at such overseas address. In the absence of notification by a member of an address in Hong Kong or overseas for the purpose of service shall be deemed to have received any notice which shall have been displayed at the registered office of the Company and shall have remained there for the space of twenty four (24) hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed.</p>

	<p>(b) <u>Any member who fails (and, where a share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address, or, in case of electronic record, fails to supply his electronic address or a correct electronic address, to the Company for service of notices and documents on him shall not (and where a share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the registered office of the Company, or, if the Board sees fit, by advertisement in the newspapers, and, in the case of documents, by posting up a notice conspicuously at the registered office of the Company addressed to such member which notice shall state the address within Hong Kong at which he may obtain a copy of the relevant document, or by displaying or otherwise making available the relevant notice or document on the Company's Website and the website of the Stock Exchange and stating the address within Hong Kong at which he may obtain a copy of the notice or the document. Any notice or document served in the manner so described shall be sufficient service as regards members with no registered or incorrect addresses, or, in case of electronic record, no electronic address or an incorrect electronic address, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any member with no or an incorrect registered address for the service of notice or document on him or on any member other than the first named on the register of members of the Company.</u></p>
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	<p>(c) <u>If any notice, document or information has been sent through the post to any member (or, in the case of joint holders of a share, the first holder named on the register) at his registered address or by electronic means to his electronic address but has been returned undelivered, such member (and, in the case of joint holders of a share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to Article163(b)) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address or a new electronic address for the service of notices on him.</u></p> <p>(d) <u>Notwithstanding any election by a member from time to time to receive any notice or document otherwise in hard copy form, such member may, within twenty-eight (28) days after the date of receiving from the Company the notice or document, require the Company to send or supply to him the notice or document in hard copy form.</u></p>
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<p>Article 164</p> <p>Any notice or document:</p> <p>(a) If served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered (subject to the provisions of the Ordinance) on the second business day following that on which the envelope or wrapper containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into the post shall be conclusive evidence thereof;</p>	<p>Article 164</p> <p>Any notice or document <u>or information</u>, subject to the Ordinance and other applicable laws, rules and regulations:</p> <p>(a) If served or delivered <u>if sent or supplied</u> by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered (subject to the provisions of the Ordinance) <u>be regarded as being received by that other person on the second business day following that after the day the notice, document or information is sent or supplied, or otherwise in accordance with the Ordinance, and on which the envelope or wrapper containing the same, properly prepaid and addressed, is put into the post; after the day the notice, document or information is sent or supplied, or otherwise in accordance with the Ordinance, and in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid (and in the case of an address outside Hong Kong where airmail service can be extended thereto airmail postage prepaid), addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or document was so prepaid, addressed and put into the post shall be conclusive evidence thereof;</u></p>
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<p>(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company’s website or the website of the Designated Stock Exchange is deemed given by the Company to a member on the day following that on which a notice of availability is deemed served on the member; and</p> <p>(c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof.</p>	<p>(b) if sent <u>or supplied</u> by electronic communication<u>means</u> (other than by making it available on the Company’s Website), shall be deemed to be given <u>regarded as being received by that other person at the time when the notice, document or information is sent or supplied or otherwise in accordance with the Ordinance; on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company’s website or the website of the Designated Stock Exchange is deemed given by the Company to a member on the day following that on which a notice of availability is deemed served on the member; and</u></p> <p>(c) <u>if made available on the Company’s Website or the website of the Stock Exchange, shall be regarded as being sent or supplied by the Company and being received by that other person at the time when the notice, document or information is first made available on the website; and</u></p> <p><u>(d)</u> if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof.</p>
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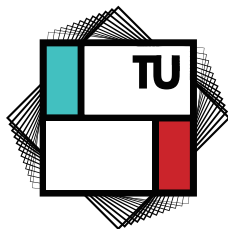
<p>Article 165</p> <p>A notice or document may be given by the Company to the person(s) entitled to a share in consequence of the death, mental incapacity or bankruptcy of a member in such manner as provided in Article 164 in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p>	<p>Article 165</p> <p>A notice or document may be given by the Company to the person(s) entitled to a share in consequence of the death, mental disorder <u>incapacity</u> or bankruptcy of a member in such manner as provided in <u>accordance with Article 162</u> by name, or by <u>the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the member, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice or document in any manner as provided in Article 162</u> in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p>
<p>Article 167</p> <p>Any notice or document delivered or sent by post or left at the registered address of any member in pursuance of these presents, shall notwithstanding that such member be then deceased or bankrupt or that any other event has occurred and whether or not the Company has notice of his death, bankruptcy or such other event be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) with him in any such shares.</p>	<p>Article 167</p> <p>Any notice or document delivered or sent by post or left at the registered address of any member in pursuance of these presents <u>in accordance with Article 162</u>, shall notwithstanding that such member be then deceased or bankrupt or that any other event has occurred and whether or not the Company has notice of his death, bankruptcy or such other event, be deemed to have been duly served in respect of any registered shares, whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) with him in any such shares.</p>

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted on by a show of hands. The chairman of the meeting will therefore demand poll voting on all resolutions put to the vote of the Annual General Meeting pursuant to Article 68(a) of the Articles of Association.

On a poll, pursuant to Article 73 of the Articles of Association, subject to any special rights or restrictions as to voting for the time being attached to any Shares and to the provisions of the Articles of Association, every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or proxy, shall have one vote for every Share of which he/she/it is the holder.

The poll voting slip will be distributed to Shareholders or their proxies or authorised representatives upon registration of attendance at the Annual General Meeting. Shareholders who want to cast all their votes entitled may mark a “✓” in either the “FOR” or “AGAINST” box corresponding to the resolution to indicate whether he/she/it supports that resolution. For Shareholders who do not want to use all their votes or want to split votes in casting a particular resolution shall indicate the number of votes cast on a particular resolution in the “FOR” or “AGAINST” box, where appropriate, but the total votes cast must not exceed his/her/its entitled votes, or otherwise, the voting slip will be spoiled and the Shareholder’s vote will not be counted.

After closing the poll, the poll results will be subject to scrutiny by a scrutineer appointed for such purpose and will be published in a corporate announcement to be posted on the websites of Stock Exchange and of the Company.



TIMES UNIVERSAL GROUP HOLDINGS LIMITED

時代環球集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 2310)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Times Universal Group Holdings Limited (the “**Company**”) will be held at Room 3002, 30/F., Workington Tower, 78 Bonham Strand, Sheung Wan, Hong Kong on Thursday, 30 May 2024 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

As Ordinary Business

1. To receive and adopt the audited consolidated financial statements, the directors’ report and the independent auditor’s report of the Company for the year ended 31 December 2023.
2. To re-elect the following persons as directors of the Company, each as a separate resolution:
 - (a) Mr. Chen Jian;
 - (b) Ms. Hung Wang Kai Grace; and
 - (c) Mr. Ngok Ho Wai.
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint Asian Alliance (HK) CPA Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As Special Business

5. To consider as special business and, if thought fit, pass with or without modifications the following resolutions as ordinary resolutions:

(I) “**THAT:**

(a) a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements or options (including warrants, bonds and debentures convertible into shares in the Company) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and/or requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, provided that the total number of shares so allotted, issued and dealt with pursuant to the general mandate herein, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) exercise of any share option pursuant to any share option scheme or similar arrangement for the time being adopted, (iii) an issue of shares in the Company upon the exercise of the subscription or conversion rights attaching to any warrants or convertible notes which may be issued by the Company or any of its subsidiaries, or (iv) any scrip dividend pursuant to the articles of association of the Company from time to time, shall not exceed the aggregate of (aa) 20% of the total number of shares of the Company in issue as at the date of passing of this resolution and (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of shares of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of shares of the Company in issue on the date of the passing of this resolution), and the said mandate shall be limited accordingly; and

(b) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws of Hong Kong or by the articles of association of the Company to be held;
or

NOTICE OF ANNUAL GENERAL MEETING

(iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

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

(II) **“THAT:**

(a) a general mandate be and is hereby unconditionally given to the directors of the Company to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, 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 or of any other stock exchange as amended from time to time, provided that the total number of shares so repurchased shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this resolution, and the said mandate shall be limited accordingly; and

(b) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws of Hong Kong or by the articles of association of the Company to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

(III) “**THAT:**

conditional upon the passing of ordinary resolutions nos.5(I) and 5(II) set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares pursuant to ordinary resolution no.5(I) set out in the notice convening this meeting, be and is hereby extended by the addition thereto of an amount representing the total number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution no.5(II) set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution.”

SPECIAL RESOLUTION

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a special resolution of the Company:

“**That:**

- (a) the proposed amendments to the existing articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 30 April 2024 be and are hereby approved;
- (b) the amended and restated articles of association of the Company (incorporating the Proposed Amendments) (the “**Amended and Restated Articles of Association**”), a copy of which has been produced to this meeting and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted in substitution for, and to the exclusion of, the existing articles of association of the Company with immediate effect after the conclusion of the meeting; and
- (c) any Director or company secretary of the Company be and is hereby authorized to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Amended and Restated Articles of Association, including without limitation, attending to the necessary filings with the Companies Registry in Hong Kong.”

By order of the Board
Times Universal Group Holdings Limited
CHOI Yun Chor
Chairman and Executive Director

Hong Kong, 30 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Registered office:
Room 3002, 30/F.
Workington Tower
78 Bonham Strand
Sheung Wan
Hong Kong

Notes:

1. A member entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint one or more proxies (who must be individuals) to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the Company's share registrar, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the above meeting (i.e. Tuesday, 28 May 2024 at 2:30 p.m.) (or any adjournment thereof). Completion and return of the form of proxy shall not preclude members from subsequently attending and voting in person at the meeting or any adjourned meeting should member(s) so desire and in such event, the form of proxy will be deemed to be revoked.
4. The register of members of the Company will be closed from Monday, 27 May 2024 to Thursday, 30 May 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. To be entitled to attend the meeting, shareholders of the Company must ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 24 May 2024 for registration.
5. As at the date hereof, the executive Directors are Mr. CHOI Yun Chor, Mr. CHEN Jian, Mr. TAI Kwok Keung, Kenny and Ms. HUNG Wang Kai Grace; and the independent non-executive Directors are Ms. LAI Cheuk Yu Cherrie, Mr. HUANG Xiangyang and Mr. NGOK Ho Wai.