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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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### **HYGIEIA GROUP LIMITED**

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

**(Stock Code: 1650)**

**PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND BUY BACK SHARES  
AND  
RE-ELECTION OF DIRECTORS  
AND  
PROPOSED ADOPTION OF THE NEW ARTICLES  
AND  
DECLARATION OF FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Hygieia Group Limited to be held at 6 Tagore Drive, #B1-02, Tagore Building, Singapore 787623 at 10:00 am, on Thursday, 30 May 2024 is set out on pages 22 to 26 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and deposit the same with the Company's Hong Kong branch 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 later than 48 hours before the commencement of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

30 April 2024

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## DEFINITIONS

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

“2023 Annual Report”	the annual report of the Company for the financial year ended 31 December 2023 despatched to the Shareholders on 30 April 2024
“AGM” or “Annual General Meeting”	the annual general meeting of the Company in respect of the financial year ended 31 December 2023 to be held at 6 Tagore Drive, #B1-02, Tagore Building, Singapore 787623 at 10:00 a.m. on Thursday, 30 May 2024 or any adjournment thereof
“Articles”	the second amended and restated articles of association of our Company
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase up to 10% of the total number of Shares in issue as at the date of passing the relevant resolution granting such mandate
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Hygieia Group Limited, a company incorporated in the Cayman Islands with limited liability and whose Shares are listed on the Main Board of the Stock Exchange
“controlling shareholders”	has the meaning ascribed thereto in the Listing Rules and unless the context otherwise requires, refers to the controlling shareholders of our Company, namely TEK Assets Management Limited and Mr. Toh Eng Kui
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company

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## DEFINITIONS

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“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to extend the Issue Mandate by the addition of an amount representing the total number of Shares repurchased by the Company pursuant to the Buy-Back Mandate
“Group”	the Company and its subsidiaries and the consolidated affiliated entities from time to time, or, where the context so requires in respect of the period before the Company became the holding company of our present subsidiaries, the entities which carried on the business of the present Group at the relevant time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	22 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	3 July 2020, since which the Shares of the Company have been listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Articles”	the third amended and restated articles of association of the Company incorporating and consolidating all the Proposed Amendments, proposed to be adopted by the Company at the Annual General Meeting
“Notice”	the notice convening the Annual General Meeting as set out on pages 22 to 26 of this circular
“Proposed Amendments”	the proposed amendments to the Articles as set out in Appendix III to this circular
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Singapore”	the Republic of Singapore
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“S\$”	Singapore dollars, the lawful currency of Singapore
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as approved by the Securities and Futures Commission in Hong Kong, as amended or supplemented from time to time
“%”	per cent

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## LETTER FROM THE BOARD

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### **HYGIEIA GROUP LIMITED**

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

**(Stock Code: 1650)**

*Executive Directors:*

Mr. Toh Eng Kui  
Mr. Peh Poon Chew  
Ms. Toh Lek Siew

*Independent non-executive Directors:*

Mr. Leung Chi Hang, Benson  
Mr. Lew Chern Yong  
Mr. Wong Yuk

*Registered office:*

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

*Principal Place of Business  
in Hong Kong:*

Unit 1102, 11th Floor,  
Brill Plaza  
No. 84 To Kwa Wan Road  
To Kwa Wan, Kowloon  
Hong Kong

30 April 2024

To the Shareholders,

Dear Sir/Madam,

**PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND BUY BACK SHARES  
AND  
RE-ELECTION OF DIRECTORS  
AND  
PROPOSED ADOPTION OF THE NEW ARTICLES  
AND  
DECLARATION OF FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

The primary purpose of this circular is to provide you with information regarding (i) the proposed grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate, (ii) the re-election of the retiring Directors; (iii) the proposed adoption of the New Articles; and (iv) the declaration of final dividend and to seek your approval of the resolutions to these matters at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution at the Annual General Meeting. As at the Latest Practicable Date, a total of 2,000,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or bought back by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 400,000,000 Shares.

### BUY-BACK MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to buy back, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares of up to 10% of the total number of Shares in issue as at the date of passing of the relevant resolution at the Annual General Meeting. Subject to the passing of the proposed resolution granting the Buy-back Mandate to the Directors and on the basis that no Shares will be issued or bought back by the Company prior to the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy back a maximum of 200,000,000 Shares.

Under the Listing Rules, the Company is required to give to its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Buy-back Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

### EXTENSION MANDATE

In addition, an ordinary resolution will also be proposed at the Annual General Meeting to extend the Issue Mandate by an addition of an amount representing the aggregate number of Shares bought back under the Buy-back Mandate.

The Buy-back Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders of the Company in a general meeting prior to the next annual general meeting of the Company.

Please refer to resolutions numbered 6 to 8 set out in the Notice on pages 23 to 25 of this circular for further details of the proposed Issue Mandate, Buy-back Mandate and Extension Mandate.

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## LETTER FROM THE BOARD

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### THE ANNUAL GENERAL MEETING

The Notice is set out on pages 22 to 26 of this circular. The 2023 Annual Report incorporating the audited consolidated financial statements of the Group for the year ended 31 December 2023 and the reports of the Directors and the auditors of the Company thereon has been despatched to the Shareholders.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and deposit the same with the Company's Hong Kong branch 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 later than 48 hours before the commencement of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

### RE-ELECTION OF DIRECTORS

According to Article 84 of the Articles, at each annual general meeting, one third of the Directors for the time being (or if their number is not a multiple of three, then 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 least once every three years.

As such, Ms. Toh Lek Siew and Mr. Wong Yuk will retire. Each of them, being eligible, will offer themselves for re-election. Mr. Lew Chern Yong and Mr. Leung Chi Hang, Benson were appointed as independent non-executive Directors with effect from 1 September 2023 and 5 April 2024, respectively. According to Article 83(3) of the Articles, each of them will offer himself for re-election at the Annual General Meeting. Particulars of each of them are set out in Appendix II of this circular.

### ADOPTION OF THE NEW ARTICLES

The Board proposes to amend the Articles by way of adoption of the New Articles for the purpose of, among others, updating and bringing the Articles 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 took effect from 31 December 2023. Details of the Proposed Amendments are set out in Appendix III to this circular.

The Company has been advised by its legal advisers as to Hong Kong law that the Proposed Amendments conform to the requirements of the Listing Rules and by its legal adviser as to the Cayman Islands law that the Proposed Amendments do not violate the laws of the Cayman Islands, respectively.

The Board proposes to put forward to the Shareholders for approval at the Annual General Meeting a special resolution to adopt the New Articles. The proposed adoption of the New Articles is subject to the passing of a special resolution by the Shareholders in the Annual General Meeting.



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## LETTER FROM THE BOARD

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### DECLARATION OF FINAL DIVIDEND

The Board recommended the declaration and payment of a final dividend of S\$0.0015 per Share in respect of the year ended 31 December 2023. The final dividend is subject to approval of the Shareholders at the Annual General Meeting. The final dividend, if approved by the Shareholders at the Annual General Meeting, will be payable on 24 June 2024 to Shareholders whose names appear on the register of members of the Company on 6 June 2024. For details on closure of the register of members of the Company for entitlement to the final dividend, please refer to the paragraph headed “Closure of Register of Members” below.

### VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, every resolution put to the vote at the Annual General Meeting will be taken by way of poll.

To the best of the Director’s knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the relevant resolutions to be proposed at the Annual General Meeting.

### RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate, the re-election of Directors named above, the proposed adoption of the New Articles and the declaration of a final dividend are in the best interests of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend that the Shareholders vote in favour of all the resolutions proposed at the AGM.

### RESPONSIBILITY STATEMENT

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

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## LETTER FROM THE BOARD

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### CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from Monday, 27 May 2024 to Thursday, 30 May 2024, both days inclusive, for the purpose of determining Shareholders' entitlements to attend and vote at the Annual General Meeting. In order to qualify for the right to attend and vote at the meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services 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.

The transfer books and register of members of the Company will be closed from Wednesday, 5 June 2024 to Thursday, 6 June 2024, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Tuesday, 4 June 2024.

Yours faithfully,  
For and on behalf of the Board of  
**Hygieia Group Limited**  
**Toh Eng Kui**  
*Chairman*

*This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the proposed Buy-back Mandate.*

### **1. LISTING RULES RELATING TO THE BUY-BACK OF SHARES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all buy-back of shares by such company must be approved in advance by an ordinary resolution of Shareholders, either by way of a general buy-back mandate or by specific approval of a particular transaction.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 2,000,000,000 Shares in issue. Subject to the passing of the proposed resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back prior to the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy back a maximum of 200,000,000 Shares, which represents 10% of the entire issued share capital of the Company as at the date of passing the resolution.

### **3. REASONS FOR THE BUY-BACK**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to buy back the Shares in the market. Share buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole.

### **4. FUNDING OF BUY-BACKS**

In buying back the Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Companies Act and the Listing Rules.

Taking into account the current working capital position of the Company, the Directors consider that, if the Buy-back Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company. However, the Directors do not intend to make any buy-backs to such an extent as would, in the circumstances, have a material adverse effect on our working capital requirements or the gearing levels which in the opinion of our Directors are from time to time appropriate for us.

## 5. SHARE PRICES

The highest and lowest traded prices (rounded to the nearest cent) for the Shares on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
April	0.068	0.056
May	0.068	0.056
June	0.067	0.058
July	0.061	0.046
August	0.119	0.050
September	0.084	0.057
October	0.067	0.055
November	0.063	0.056
December	0.062	0.057
<b>2024</b>		
January	0.073	0.058
February	0.097	0.066
March	0.100	0.071
April (Up to the Latest Practicable Date)	0.182	0.086

## 6. THE TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

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

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and to the best knowledge and belief of the Directors, Mr. Toh Eng Kui was indirectly interested in an aggregate of approximately 1,500,000,000 Shares, representing approximately 75% of the total issued share capital of the Company.

In the event that the Directors exercise in full the power to buy back Shares pursuant to the Buy-back Mandate, the voting right of Mr. Toh Eng Kui in the Company would increase to approximately 83.3% of the issued share capital of the Company. Such exercise of the Buy-back Mandate in full to Buy-back the Shares will not trigger an obligation on the part Mr. Toh Eng Kui to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code. The Directors do not have any present intention to exercise the Buy-back Mandate to such an extent as will trigger such obligation under the Takeovers Code.

Furthermore, the Directors will not exercise the Buy-back Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

## **7. SHARE BUY-BACK MADE BY THE COMPANY**

The Company had not bought back any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months preceding the Latest Practicable Date.

## **8. GENERAL**

None of the Directors, to the best of their knowledge having made all reasonable enquiries, nor any of their close associates has any present intention to sell any Shares to the Company if the Buy-back Mandate is approved by the Shareholders.

The Directors confirmed that they will exercise the power of the Company to make purchases pursuant to the Buy-back Mandate in accordance with the Listing Rules, the applicable laws of Cayman Islands and the regulations set out in the Articles of the Company.

The Directors confirmed that neither this explanatory statement nor the proposed Buy-back Mandate has any unusual features.

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any Shares held by him to the Company in the event that the Buy-back Mandate is granted.

The following set out the details of the Directors who will retire and, being eligible, will offer themselves for re-election at the AGM pursuant to Article 84(1) of the Articles and the Directors who will offer themselves for re-election at the AGM pursuant to Article 83(3) of the Articles:

**1. Ms. Toh Lek Siew (卓麗秋女士)**

Ms. Toh Lek Siew (卓麗秋女士), aged 56, was appointed as an executive Director on 2 June 2022. She is also the administrative and human resources director of our Group. She has over 25 years of experience in the administrative aspects of the cleaning industry. Ms. Toh started her career when she joined Eng Leng since its founding in June 1991 as a general clerk, in February 2008 as finance and administration director of Eng Leng and was responsible for all finance and administration matters of our Group, overseeing the financial management and reporting activities of our Group, monitoring the day-to-day financial operations within the Group, analysing market trend for business opportunities as well as ways to improve profitability. She also ensures the business meets all its statutory and compliance obligations including statutory accounting and tax issues and maintains office services by organizing office operations and procedures and approving supply procurement. On 1 April 2019, she was re-designated as the administrative and human resources director of our Group. Ms. Toh completed the GCE “O” Level Certificate in Singapore in December 1985. She is the sister of Mr. Toh Eng Kui, an executive Director.

Ms. Toh has no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO. Save as disclosed above, Ms. Toh does not have any other relationship with any other Directors, senior management, or other substantial shareholders or controlling shareholders of the Company and its subsidiaries. Ms. Toh held no other directorships in any listed public companies in the last three years.

A service contract has been entered into between the Company and Ms. Toh for a term of three years commencing from 2 June 2022, automatically renewable for a term of three years. The current remuneration payable to Ms. Toh is S\$164,000 per annum, which was determined by reference to her duties and responsibilities with the Company.

Save as disclosed above, there are no other matters concerning Ms. Toh that need to be brought to the attention of the shareholders of the Company, nor is there any information relating to Ms. Toh that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**2. Mr. Wong Yuk (王旭先生)**

Mr. Wong Yuk (王旭先生), aged 52, was appointed as an independent non-executive Director on 18 December 2019 and is the chairman of our audit committee. For over two decades, he has been involved in auditing and accounting and financial management with listed enterprises adopting international and PRC accounting standards, taxation, group reporting, internal control, credit control, risk management, company restructuring and company secretarial functions. Mr. Wong has extensive business exposure across industry sectors in automobile, construction, electronic gaming equipment, investment and financial consultation, IT solution, manufacturing, oil and gas, public utilities and professional audit. He also has extensive experience in the initial public offering process and investors' relationship management. From March 2019 to February 2024, Mr. Wong was the company secretary of XXF Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2473), an established automobile rental service provider. Since August 2022, Mr. Wong has been serving as an executive director and company secretary (since 31 August 2023) of Tian Cheng Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 2110), where he is primarily responsible for financial management and company secretarial matters. From 31 May 2023, Mr. Wong has been appointed as an executive director of Winto Group (Holdings) Limited, a company listed on the GEM of the Stock Exchange (stock code: 8238), a publication and advertising provider.

Mr. Wong started his career in KPMG Hong Kong in September 1996 and left the firm as a senior accountant in April 1999. Mr. Wong also worked in various financial, accounting and compliance related roles for a number of Hong Kong and Singapore listed companies since 1999, including subsidiaries of the Swire Group, Hong Kong and China Gas Company Limited, Lung Kee Metal Ltd., China Oilfield Technology Services Group Limited, Yuanda China Holdings Limited, Success Dragon International Holdings Limited and Huanian Xinxing Changye Jituan Company Limited respectively.

Mr. Wong obtained a bachelor of arts degree in Accountancy from the Hong Kong Polytechnic University in November 1996. He is a member of the Hong Kong Institute of Certified Public Accountants since January 2004 and a Fellow Member of the Association of Chartered Certified Accountants since August 2005.

As at the Latest Practicable Date, Mr. Wong had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO and Mr. Wong does not have any other relationship with any other Directors, senior management, or other substantial shareholders or controlling shareholders of the Company and its subsidiaries. Save as disclosed above, Mr. Wong held no other directorships in any listed public companies in the last three years.

A service contract has been entered into between the Company and Mr. Wong for a term of one year commencing from the Listing Date, automatically renewable for a term of one year. The service fee payable to Mr. Wong is S\$42,105 per annum pursuant to the service contract, which was determined by reference to his duties and responsibilities with the Company.

Save as disclosed above, there are no other matters concerning Mr. Wong that need to be brought to the attention of the shareholders of the Company, nor is there any information relating to Mr. Wong that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**3. Mr. Lew Chern Yong (劉振榮先生)**

Mr. Lew Chern Yong (劉振榮先生), aged 50, was appointed as an independent non-executive Director with effect from 1 September 2023. He is the chairman of the nomination committee of the Board and a member of each of the audit committee and the remuneration committee of the Board. He obtained a Bachelor's Degree in Accountancy with a Minor in Banking and Finance from the Nanyang Technological University in Singapore in 1997. He is currently an independent non-executive director of Eggriculture Foods Ltd., a company listed on The Stock Exchange of Hong Kong Limited (stock code: 8609), and Euda Health Limited, a company listed on NASDAQ (stock code: EUDAW), both advising on fundraising and mergers & acquisitions matters. From March 2019 to July 2022, Mr. Lew was the executive chairman of Y Ventures Ltd., a data driven e-commerce company based in Singapore. From September 2003 to March 2019, he was an executive director of Wong Fong Industries Ltd., a company listed on the Singapore Stock Exchange (Catalyst) (stock code: 1A1) and is primarily engaged in the provision of land transport engineering solutions and systems. From July 2000 to June 2002, he worked at a program executive of TOUCH Community Services, a Singapore charity organization, responsible for planning and running programs for schools and communities. From July 1997 to April 2000, Mr. Lew started his career as an auditor with KPMG Services Pte. Ltd, covering a wide range of industries such as manufacturing, technology, banking and finance.

As at the Latest Practicable Date, Mr. Lew had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO and Mr. Lew does not have any other relationship with any other Directors, senior management, or other substantial shareholders or controlling shareholders of the Company and its subsidiaries. Save as disclosed above, Mr. Lew held no other directorships in any listed public companies in the last three years.

A service contract has been entered into between the Company and Mr. Lew for a term of one year commencing on 1 September 2023, automatically renewable for a term of one year. The service fee payable to Mr. Lew is S\$42,105 per annum pursuant to the service contract, which was determined by reference to his duties and responsibilities with the Company.

Save as disclosed above, there are no other matters concerning Mr. Lew that need to be brought to the attention of the shareholders of the Company, nor is there any information relating to Mr. Lew that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.



**4. Mr. Leung Chi Hang, Benson (梁志恒先生)**

Mr. Leung Chi Hang, Benson (梁志恒先生), aged 45, was appointed as an independent non-executive Director with effect from 5 April 2024. He is also the chairman of the remuneration committee of the Board, and a member of each of the audit committee and the nomination committee of the Board. He is a finance executive with over 20 years of experience in corporate finance, accounting and capital market transactions. Mr. Leung has been the Head of Financial Reporting of Newlinks Technology Limited since June 2023, where he leads the accounting and financial reporting of Newlinks Technology Limited and NAAS Technology Inc., its subsidiary listed on NASDAQ (Nasdaq: NAAS). Prior to joining Newlinks Technology Limited, Mr. Leung was a partner at PricewaterhouseCoopers Hong Kong and PricewaterhouseCoopers China between 2013 and 2022 where he had led various audit and capital market engagements. Before his admission as a partner, Mr. Leung had served at offices of PricewaterhouseCoopers Hong Kong and the United States from 2000 to 2013. Mr. Leung has been an independent non-executive director of Chengdu Expressway Co. Ltd., a company listed on The Stock Exchange of Hong Kong Limited (stock code: 1785), since September 2022.

Mr. Leung graduated from the University of Warwick in the United Kingdom. He is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He is also a certified Financial Risk Manager and a certified ESG Analyst.

As at the Latest Practicable Date, Mr. Leung had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO and Mr. Leung does not have any other relationship with any other Directors, senior management, or other substantial shareholders or controlling shareholders of the Company and its subsidiaries. Save as disclosed above, Mr. Leung held no other directorships in any listed public companies in the last three years.

A service contract has been entered into between the Company and Mr. Leung for a term of three years commencing from 5 April 2024, automatically renewable for a term of three years. The service fee payable to Mr. Leung is S\$42,105 per annum pursuant to the service contract, which was determined by reference to his duties and responsibilities with the Company.

Save as disclosed above, there are no other matters concerning Mr. Leung that need to be brought to the attention of the shareholders of the Company, nor is there any information relating to Mr. Leung that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**5. General**

- (i) The emoluments of the executive Directors are determined with reference to the Directors' duties and responsibilities, the individual director's overall performance, the Company's performance, as well as the prevailing market conditions.
- (ii) Save for the information set out in this section, there are no other matters that need to be brought to the attention of the Shareholders of the Company in respect of re-election of the retiring Directors and there is no other information relating to the retiring Directors that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The details of the proposed amendments to the Articles introduced by the New Articles are as follows. Unless otherwise specified, clauses, paragraphs and article numbers referred herein are clauses, paragraphs and article numbers of the New Articles:

<b>Provisions of the Existing Articles of Association</b>	<b>Provisions of the New Articles</b>
Article 1  The regulations in Table A in the Schedule to the Companies Act (Revised) do not apply to the Company.	Article 1 is proposed to be fully replaced by the following:  The regulations in Table A in the Schedule to the Companies Act (as defined in Article 2) do not apply to the Company.
Article 2(1)  “Act” The Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands.	The following definition in Article 2(1) is proposed to be fully replaced by the following new definition:  “Act” the Companies Act, Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
Article 2(1)  “electronic communication” a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other electron magnetic means in any form through any medium.	The following definition in Article 2(1) is proposed to be fully replaced by the following new definition:  “electronic communication” a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other similar means in any form through any medium.
Article 2(2)(j)  a reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;	Article 2(2)(j) is proposed to be fully replaced by the following:  a reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly, and (b) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Article 64E;

Provisions of the Existing Articles of Association	Provisions of the New Articles
<p>Article 158(1)</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 shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be given or issued by the following means:</p> <p>(a) by serving it personally on the relevant person;</p> <p>(b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;</p> <p>(c) by delivering or leaving it at such address as aforesaid;</p> <p>(d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;</p>	<p>Article 158(1) is proposed to be fully replaced by the following:</p> <p>Any Notice or document (including any “corporate communication” and “actionable 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 shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means:</p> <p>(a) by serving it personally on the relevant person;</p> <p>(b) by sending it through the post in a prepaid envelope addressed to such shareholder at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;</p> <p>(c) by delivering or leaving it at such address as aforesaid;</p> <p>(d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;</p>

Provisions of the Existing Articles of Association	Provisions of the New Articles
<p>(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;</p> <p>(f) by publishing it on the Company’s website or to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company’s computer network website (a “notice of availability”); or</p> <p>(g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</p>	<p>(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5);</p> <p>(f) by publishing it on the Company’s website or the website of the Designated Stock Exchange; or</p> <p>(g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</p>
<p>Article 158(2)</p> <p>The notice of availability may be given by any of the means set out above other than by posting it on a website.</p>	<p>Article 158(2) is proposed to be deleted and replace with the words "INTENTIONALLY DELETED".</p>

Provisions of the Existing Articles of Association	Provisions of the New Articles
<p>Article 158(4)</p> <p>Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.</p>	<p>Article 158(4) is proposed to be deleted and replace with the words "INTENTIONALLY DELETED".</p>
<p>Article 159(b)</p> <p>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;</p>	<p>Article 159(b) is proposed to be fully replaced by the following:</p> <p>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, documents or publication placed on either the Company's website or the website of the Designated Stock Exchange, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such case, the deemed date of service shall be as provided or required by the Listing Rules;</p>
<p>Article 159(c)</p> <p>if published on the Company's website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company's website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;</p>	<p>Article 159(c) is proposed to be deleted and replace with the words "INTENTIONALLY DELETED".</p>

<b>Provisions of the Existing Articles of Association</b>	<b>Provisions of the New Articles</b>
<p>Article 160(1)</p> <p>Any Notice or other document delivered or sent by post to or left at the registered address of any Member in pursuance of these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.</p>	<p>Article 160(1) is proposed to be fully replaced by the following:</p> <p>Any Notice or other document delivered or sent in any manner permitted by these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.</p>
<p>Article 160(2)</p> <p>A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, 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 in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p>	<p>Article 160(2) is proposed to be fully replaced by the following:</p> <p>A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it via electronic means or through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the electronic or postal address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such electronic or postal address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p>

<b>Provisions of the Existing Articles of Association</b>	<b>Provisions of the New Articles</b>
<p>Article 161</p> <p>For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received.</p>	<p>Article 161 is proposed to be fully replaced by the following:</p> <p>For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any Notice or document to be given by the Company may be written, printed or in electronic form.</p>

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# NOTICE OF ANNUAL GENERAL MEETING

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## **HYGIEIA GROUP LIMITED**

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

**(Stock Code: 1650)**

### **NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Hygieia Group Limited (the “**Company**”) will be held at 6 Tagore Drive, #B1-02, Tagore Building, Singapore 787623 at 10:00 a.m. on Thursday, 30 May 2024 to consider and, if thought fit, transact the following business:

#### **ORDINARY RESOLUTIONS**

1. To receive and approve the audited consolidated financial statements, the reports of the directors (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2023.
2. To declare a final dividend of S\$0.0015 per share of the Company for the year ended 31 December 2023.
3. To re-elect the following Directors:
  - i. Ms. Toh Lek Siew as an executive Director;
  - ii. Mr. Wong Yuk as an independent non-executive Director;
  - iii. Mr. Lew Chern Yong as an independent non-executive Director; and
  - iv. Mr. Leung Chi Hang, Benson as an independent non-executive Director.
4. To authorise the Board to fix the remuneration of the Company’s Directors.
5. To re-appoint HLB Hodgson Impey Cheng Limited as the Company’s auditors and to authorise the Board to fix their remuneration.

And to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification):



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## NOTICE OF ANNUAL GENERAL MEETING

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6. “THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company (the “Shares”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of the aforesaid powers after the expiry of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options and otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under the share option schemes of the Company adopted from time to time; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20% of the total number of Shares in issue as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing this resolution), and the said approval shall be limited accordingly;
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (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 the applicable laws of the Cayman Islands to be held; or
- (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of; or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

7. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to buy back (or agree to buy back) the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and subject to and in accordance with all applicable laws and requirements in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be bought back or agreed to be bought back by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing this resolution), and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (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 the applicable laws of the Cayman Islands to be held; or
  - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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8. “**THAT** conditional on the passing of resolutions numbered 6 and 7 above, the general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 6 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 7 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing this resolution).”

### SPECIAL RESOLUTION

And, as special business, to consider, and if thought fit, pass the following resolution as a special resolution:

9. “**THAT** the second amended and restated articles of association of the Company (the “**Existing Articles of Association**”) be amended in the manner as set out in the circular of the Company dated 30 April 2024 (the “**Circular**”); and the third amended and restated articles of association of the Company (the “**Amended Articles of Association**”) in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and for identification purpose signed by the Chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Articles of Association with immediate effect after the close of the meeting and that the Directors of the Company be and are hereby authorised to do all things necessary to implement the adoption of the Amended Articles of Association.”

By Order of the Board  
**Hygieia Group Limited**  
**Toh Eng Kui**  
*Chairman*

Hong Kong, 30 April 2024

*As at the date of this notice, the executive Directors are Mr. Toh Eng Kui, Mr. Peh Poon Chew and Ms. Toh Lek Siew; and the independent non-executive Directors are Mr. Leung Chi Hang, Benson, Mr. Lew Chern Yong and Mr. Wong Yuk.*

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 27 May 2024 to Thursday, 30 May 2024, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 24 May 2024.
2. A shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
3. In the case of joint registered holders of any shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Company's register of members in respect of the relevant joint holding.
4. In order to be valid, the signed and completed form of proxy must be deposited at the Company's branch share registrar in Hong Kong, 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 of the AGM (i.e. not later than 10:00 a.m. on Tuesday, 28 May 2024) or any adjournment thereof. If a form of proxy is signed by an attorney of a shareholder who is not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to the Company's branch share registrar in Hong Kong together with the form of proxy.