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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your 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 Man King Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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MAN KING HOLDINGS LIMITED

萬景控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2193)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE NEW SHARES AND
BUY BACK SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED AMENDMENTS TO EXISTING MEMORANDUM AND
ARTICLES OF ASSOCIATION AND ADOPTION OF
NEW MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (“AGM”) to be held at Unit D, 10/F, Skyline Tower, 18 Tong Mi Road, Mongkok, Kowloon, Hong Kong on 28 August 2024 (Wednesday) at 4:00 p.m. is set out on pages 44 to 49 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the same to 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 but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjournment thereof if they so wish.

References to time and dates in this circular are to Hong Kong time and dates.

Hong Kong, 29 July 2024

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Unit D, 10/F, Skyline Tower, 18 Tong Mi Road, Mongkok, Kowloon, Hong Kong on 28 August 2024 (Wednesday) at 4:00 p.m., a notice of which is set out on pages 44 to 49 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Buy-Back Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to buy back Shares, during the period as set out in the proposed ordinary resolution as referred to in ordinary resolution no. 9, up to a maximum of 10% of the total issued Shares (excluding Treasury Shares) as at the date of passing the relevant resolution at the AGM
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Man King Holdings Limited, an exempt company incorporated in the Cayman Islands with limited liability with its shares listed on the Main Board of the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Memorandum and Articles of Association”	the existing second amended and restated Memorandum and Articles of Association of the Company adopted by a special resolution passed and effective on 23 August 2022

DEFINITIONS

“Group”	the Company and its subsidiaries
“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
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with Shares (including any sale or transfer of Treasury Shares), during the period as set out in the proposed ordinary resolution as referred to in ordinary resolution no. 8, up to a maximum of 20% of the total issued Shares (excluding Treasury Shares) as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	19 July 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Memorandum”	the memorandum of association of the Company as amended, supplemented or otherwise modified from time to time
“New Memorandum and Articles of Association”	the third amended and restated memorandum of association and articles of association which contains the Proposed Amendments, to be adopted by the Shareholders with effect from the passing of the relevant special resolution at the AGM
“Nomination Committee”	the nomination committee of the Company
“Proposed Amendments”	the proposed amendments to the Existing Memorandum and Articles of Association as set out in Appendix III to this circular
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended from time to time
“Treasury Shares”	has the meaning ascribed thereto under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



MAN KING HOLDINGS LIMITED

萬景控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2193)

Executive Directors:

Mr. Lo Yuen Cheong (*Chairman*)

Mr. Lo Yick Cheong

Non-Executive Director:

Ms. Chan Wai Ying

Independent Non-Executive Directors:

Mr. Leung Wai Tat Henry

Prof. Lo Man Chi, *JP*

Ms. Chau Wai Yung

Mr. So Kei Wai

Registered Office:

PO Box 309, Uglan House

Grand Cayman

KY1-1104

Cayman Islands

Head Office and Principal Place

of Business in Hong Kong:

Unit D, 10/F, Skyline Tower

18 Tong Mi Road, Mongkok

Kowloon, Hong Kong

29 July 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE NEW SHARES AND
BUY BACK SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED AMENDMENTS TO EXISTING MEMORANDUM AND
ARTICLES OF ASSOCIATION AND ADOPTION OF
NEW MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with notice of the AGM and information in respect of the resolutions to be proposed at the AGM, including but not limited to (i) the granting to the Directors of the Issue Mandate, the Buy-Back Mandate and the extension of the Issue Mandate; (ii) the re-election of the retiring Directors; and (iii) the Proposed Amendments and adoption of the New Memorandum and Articles of Association.

GENERAL MANDATES TO ISSUE SHARES

On 28 August 2023, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to exercise the powers of the Company to issue Shares. Such mandate, to the extent not utilized, will lapse at the conclusion of the AGM. The Directors propose to seek your approval of the Issue Mandate to be proposed at the AGM.

As at the Latest Practicable Date, the total issued Shares comprised 419,818,000 Shares. Subject to the passing of the resolution approving the Issue Mandate and assuming that there is no change in the issued Shares (excluding Treasury Shares) between the period from the Latest Practicable Date and the date of passing the resolution, the maximum number of Shares which may be issued pursuant to the Issue Mandate will be 83,963,600 Shares, representing not more than 20% of the total issued Shares (excluding Treasury Shares) at the date of passing the resolution.

In addition, a separate resolution will also be proposed for you to approve the extension of the Issue Mandate by adding to the total number of Shares which may be allotted and issued by the Directors pursuant to the Issue Mandate by the number of Shares representing such number of Shares bought back under the Buy-Back Mandate.

Details of the Issue Mandate and the extension of the Issue Mandate are set out in ordinary resolutions as referred to in resolutions nos. 8 and 10 respectively of the notice of the AGM.

GENERAL MANDATES TO BUY BACK SHARES

On 28 August 2023, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to exercise the powers of the Company to buy back Shares. Such mandate, to the extent not utilized, will lapse at the conclusion of the AGM. The Directors propose to seek your approval of the Buy-Back Mandate to be proposed at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 419,818,000 Shares. Subject to the passing of the resolution approving the Buy-Back Mandate and assuming that there is no change in the issued Shares (excluding Treasury Shares) between the period from the Latest Practicable Date and the date of passing the resolution, the maximum number of Shares which may be bought back pursuant to the Buy-Back Mandate will be 41,981,800 Shares, representing not more than 10% of the total issued Shares (excluding Treasury Shares) at the date of passing the resolution.

LETTER FROM THE BOARD

Details of the Buy-Back Mandate are set out in ordinary resolution as referred to in resolution no. 9 of the notice of the AGM.

An explanatory statement as required under the Listing Rules to provide the requisite information of the Buy-Back Mandate is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises seven Directors, of which two are executive Directors, namely Mr. Lo Yuen Cheong and Mr. Lo Yick Cheong; one is a non-executive Director, namely Ms. Chan Wai Ying; and four are independent non-executive Directors, namely Mr. Leung Wai Tat Henry, Prof. Lo Man Chi, *JP*, Ms. Chau Wai Yung and Mr. So Kei Wai.

Pursuant to Article 16.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. Accordingly, Mr. So Kei Wai, being a new Director appointed on 15 July 2024, shall hold office until the conclusion of the AGM and, being eligible, offer himself for re-election as Director at the said meeting.

Pursuant to Article 16.18 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or 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 (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. Accordingly, Mr. Lo Yuen Cheong, Ms. Chan Wai Ying and Prof. Lo Man Chi, *JP* shall retire from office by rotation at the AGM and, being eligible, offer themselves for re-election at the said meeting.

Each of Mr. Leung Wai Tat Henry, Prof. Lo Man Chi, *JP* and Ms. Chau Wai Yung has respectively served as an independent non-executive Director for approximately 9 years.

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

Pursuant to the Company's Nomination Policy, the Nomination Committee utilizes various methods for identifying director candidates, including recommendations from Board members, management, and professional search firms and may review the resume and job history of the candidate, conduct personal interviews and verification of professional and personal references or perform the background checks, etc. On evaluation of the director candidates including incumbents and candidates nominated by the Shareholders according to the requirements set out in the Articles of Association, the Board and the Nomination Committee will take into account whether a candidate has the qualifications, skills and experience, gender diversity, etc. that can

LETTER FROM THE BOARD

add to and complement the range of skills, experience and background of existing Directors by reference to the Board Diversity Policy of the Company and may consider the qualifications as set out in the Company's Nomination Policy to be required of a director candidate in recommending to the Board a potential new Director, or the continued service of an existing Director.

The re-election of aforesaid Directors has been reviewed in accordance with the criteria as set out in the Company's Nomination Policy and the Company's Board Diversity Policy by the Nomination Committee which recommended to the Board that the re-election be proposed for the Shareholders' approval at the AGM.

Prof. Lo Man Chi, *JP* has served as an independent non-executive Director for more than 9 years and her re-election will be subject to a separate resolution to be approved by the Shareholders. In determining the proposal to re-elect Prof. Lo Man Chi, *JP* as independent non-executive Director despite having served as independent non-executive Director for over 9 years, the Board has, after a thorough discussion and having taken into account of the following factors, concluded that Prof. Lo Man Chi, *JP* is still independent and should be re-elected:

- (i) the Nomination Committee and the Board have assessed and reviewed the annual confirmation of independence based on, among others, the criteria set out in Rule 3.13 of the Listing Rules, and were satisfied of the independence of Prof. Lo Man Chi, *JP* and were not aware of any circumstances which are likely to question the independence of Prof. Lo Man Chi, *JP* as an independent non-executive Director;
- (ii) the Nomination Committee and the Board have reviewed Prof. Lo Man Chi, *JP*'s past performance in discharging her duties as an independent non-executive Director, including but not limited to reviewing the attendance record of meetings of the Board and the Board committees, and were satisfied that Prof. Lo Man Chi, *JP* has devoted sufficient time to her duties as an independent non-executive Director and discharged such duties through active participation in meetings and has demonstrated her ability to exercise independent judgment and provide a balanced and objective view in relation to the Company's affairs;
- (iii) the Nomination Committee and the Board have reviewed the biography of Prof. Lo Man Chi, *JP*, and assessed her suitability to be re-elected based on her reputation for integrity and extensive experience in her specialist field having regard to the Board Diversity Policy adopted by the Company; and
- (iv) the Board is satisfied that through exercising the scrutinising and monitoring function of independent non-executive Director, Prof. Lo Man Chi, *JP* will continue to exercise independent judgment and provide objective advice to the Board to safeguard the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Prof. Lo Man Chi, *JP* is a full professor in the Department of Civil and Environmental Engineering with extensive research and practical experience in the field of civil and environmental engineering. As a member of Audit Committee, Remuneration Committee and Nomination Committee, Prof. Lo has provided constructive comments and opinions to the Board since her appointment.

Prof. Lo Man Chi, *JP* has been continuously demonstrating firm commitments to her various roles. Prof. Lo Man Chi, *JP* always place great importance on high standards of corporate governance. Being the member of the Board who possess extensive knowledge and experience, the Board considers that the professional knowledge and experience of Prof. Lo Man Chi, *JP* contribute to the diversity of the Board.

The Board considers that the proposed re-appointment of Prof. Lo Man Chi, *JP* will bring considerable stability and significant contribution to the Board. In addition, by reason of the factors mentioned above, the Board believes that the long service of Prof. Lo Man Chi, *JP* would not affect her exercise of independent judgement and she has the character, integrity, independence and expertise to continue to fulfill her role as independent non-executive Director effectively and will continue to bring valuable experience, knowledge and professionalism to the Board. Therefore, the Board would recommend Prof. Lo Man Chi, *JP* for re-election as independent non-executive Director at the AGM.

Mr. So Kei Wai has over 46 years of experience in working in the engineering industry. As a member of the Audit Committee, Remuneration Committee and Nomination Committee. Mr. So has provided constructive comments and opinions to the Board since his appointment.

The Nomination Committee and the Board have reviewed the annual written confirmation of independence of Mr. So Kei Wai and assessed his independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules. Mr. So Kei Wai does not have any other relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. The Nomination Committee and the Board are also not aware of any circumstance that might influence Mr. So Kei Wai in exercising independent judgment. On this basis, Mr. So Kei Wai is considered independent to act as independent non-executive Directors.

The Board and the Nomination Committee are also satisfied that Mr. Lo Yuen Cheong, our executive Director, Ms. Chan Wai Ying, our non-executive Director, Prof. Lo Man Chi, *JP* and Mr. So Kei Wai, our independent non-executive Directors, have the required character, integrity and experience to continuously fulfill their role as Directors effectively and will continue to contribute to the diversity of the Board. The Board concurs with the view of the Nomination Committee and believes that the re-election of Mr. Lo Yuen Cheong, as executive Director, Ms. Chan Wai Ying, our non-executive Director, Prof. Lo Man Chi, *JP* and Mr. So Kei Wai as independent non-executive Directors would be in best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

As disclosed in the announcement of the Company dated 26 June 2024, the Board proposed to amend the Existing Memorandum and Articles of Association in order to (i) conform to the current requirements of the Listing Rules which mandate the electronic dissemination of corporate communications by listed issuers to their securities holders from 31 December 2023 onwards; and (ii) incorporate certain housekeeping amendments.

The Proposed Amendments will permit the Company and the Board to serve notices or documents to members without obtaining their prior written consent or deemed consent. The Company will seek approval from the Shareholders at the AGM for the adoption of the New Memorandum and Articles of Association incorporating the Proposed Amendments. The adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of special resolution at the AGM. Details of the Proposed Amendments are set out in Appendix III to this circular. Prior to the passing of the special resolution at the AGM, the Existing Memorandum and Articles of Association shall remain valid.

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the New Memorandum and Articles of Association conform with the applicable requirements under the Listing Rules and are not inconsistent with the applicable laws of the Cayman Islands.

AGM

At the AGM, resolutions will be proposed to approve, *inter alia*, the Issue Mandate, the Buy-Back Mandate and the extension of the Issue Mandate, the re-election of retiring Directors who offer themselves for re-election and the Proposed Amendments and adoption of the New Memorandum and Articles of Association. The notice of the AGM is set out on pages 44 to 49 of this circular.

ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, but in any event not less than 48 hours before the time appointed for the holding of the AGM 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 if you so wish and in such event, your proxy form shall be deemed to be revoked.

LETTER FROM THE BOARD

VOTING BY WAY OF POLL

Pursuant to Article 13.5 of the Articles of Association, all resolutions put to vote of the Shareholders at the AGM shall be decided on a poll. For the avoidance of doubt, holders of Treasury Shares of the Company (if any) are not entitled to attend and vote on the resolutions proposed at the AGM. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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.

RECOMMENDATION

The Directors consider that the proposed granting to the Directors of the Issue Mandate, the Buy-Back Mandate and the extension of the Issue Mandate, the re-election of the retiring Directors who offer themselves for re-election and the Proposed Amendments and adoption of the New Memorandum and Articles of Association, are in the best interests of the Company and the Shareholders as a whole and accordingly the Directors recommend all Shareholders to vote in favour of such resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Man King Holdings Limited
Lo Yuen Cheong
Chairman and Executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Buy-Back Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, 419,818,000 Shares were in issue and fully paid and the Company did not have any Treasury Share. Subject to the passing of the proposed resolution granting the Buy-Back Mandate and on the basis that no further Shares are issued and bought back prior to the AGM, the Company will be allowed under the Buy-Back Mandate to buy back a maximum of 41,981,800 Shares, representing 10% of the total number of Shares in issue (excluding Treasury Shares) at the date of passing the resolution.

The Company may cancel any Shares it bought back and/or hold them as Treasury Shares to the extent permitted under all applicable laws, rules and regulations, subject to market conditions and its capital management needs at the relevant time of the repurchases.

To the extent permitted by the applicable laws of the Cayman Islands, for any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as Treasury Shares, which may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS, and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

REASONS FOR BUY-BACKS

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from Shareholders to enable the Company to buy back Shares in the market. Buy-back of Shares will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole. Such buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will give the Company greater flexibility to manage its capital structure and improve market liquidity.

FUNDING OF BUY-BACKS

Any buy-back will only be funded out of funds of the Company legally available for the purpose of making the proposed buy-backs in accordance with the Company's Memorandum and Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

EFFECT OF EXERCISING THE BUY-BACK MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's audited accounts for the year ended 31 March 2024) in the event that the buy-back of Shares were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the buy-back of Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company.

DIRECTORS AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates have any present intention, if the Buy-Back Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries. No core connected persons have notified the Company that they have a present intention to sell any Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Buy-Back Mandate is approved by the Shareholders.

DIRECTORS' UNDERTAKING

The Directors will exercise the powers of the Company to make buy-backs pursuant to the Buy-Back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. Neither this explanatory statement nor the Buy-Back Mandate has any unusual features.

EFFECT OF THE TAKEOVERS CODE

If on the exercise of the power to buy back Shares 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 of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the interest of our Shareholders, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code as a result of a buy-back of Shares made.

As at the Latest Practicable Date and according to the register of substantial shareholders' interests in shares kept under section 336 of Part XV of the SFO, Mr. Lo Yuen Cheong, the executive Director and Chairman of the Company, was interested in an aggregate of 305,088,000 Shares, representing approximately 72.67% of the total issued Shares. Such 305,088,000 Shares comprise 4,716,000 Shares held by Mr. Lo Yuen Cheong and 300,372,000 Shares held by the Lo's Family Trust of which Mr. Lo Yuen Cheong is one of the co-founders. Mr. Lo Yuen Cheong, Mr. Lo Yick Cheong and each of their spouses are co-founders of the Lo's Family Trust, which holds the entire issued share capital of Jade Vantage Holdings Limited, which holds 300,372,000 Shares. By virtue of the SFO, Mr. Lo Yuen Cheong and Mr. Lo Yick Cheong are deemed to be interested in the Shares in which Jade Vantage Holdings Limited is interested.

Based on such shareholdings and in the event that the Directors exercised in full the power to buy back Shares pursuant to the Buy-Back Mandate and assuming that no further Shares are issued or bought back prior to the AGM, then, the interests in the Company of Mr. Lo Yuen Cheong and the Lo's Family Trust together would be increased to approximately 80.75% of the total issued Shares.

Save as aforesaid, the Directors are not aware of any other consequence which will arise under the Takeovers Code as a result of a buy-back of Shares made pursuant to the Buy-Back Mandate. The Directors have no intention to buy back any Shares to the extent that it will cause the public float of the Company to fall below 25%.

SHARE BUY-BACKS MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company has bought back a total of 224,000 Shares on the Stock Exchange as follows:

Date	Number of Shares	Price per Share	
		Highest HK\$	Lowest HK\$
10 July 2024	152,000	0.180	0.175
11 July 2024	72,000	0.189	0.189

Save as disclosed above, no buy-back of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

SHARE PRICES

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

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
July	0.360	0.340
August	0.405	0.350
September	0.400	0.340
October	0.390	0.355
November	0.420	0.360
December	0.380	0.360
2024		
January	0.350	0.320
February	0.345	0.310
March	0.335	0.290
April	0.320	0.242
May	0.295	0.265
June	0.275	0.200
July (up to the Latest Practicable Date)	0.201	0.171

As required by the Listing Rules, the following are the particulars of the retiring Directors proposed to be re-elected at the AGM:

1. MR. LO YUEN CHEONG

Mr. Lo Yuen Cheong, 71, is the Chairman and executive Director of the Company and also the chairman of Nomination Committee and member of Remuneration Committee. He was appointed as Director on 12 November 2014 and designated as executive Director and chairman of the Board on 2 January 2015. He is responsible for the financial and operational aspects of the Group, and is jointly responsible for the formulation of business development strategies of the Group.

Mr. Lo has over 43 years of experience in working in the civil engineering industry. He is qualified as a Chartered Engineer registered with The Engineering Council of the United Kingdom and a Registered Professional Engineer with Engineers Registration Board of Hong Kong. He is also a member of The Institution of Civil Engineers of the United Kingdom and a member of The Hong Kong Institution of Engineers.

Mr. Lo obtained a Master degree of Engineering (MEng) from The University of Sheffield in 1979, and a Master degree of Arts (MA) from The University of Oklahoma in 1998.

Mr. Lo has renewed the service agreement with the Company for a term of three years commencing from 3 July 2024, which shall be terminated at any time by giving to the other party not less than 3 months' written notice. As stated in the service agreement, the annual Director's remuneration for Mr. Lo shall be HK\$3,500,000, which is determined by reference to the prevailing market condition and his knowledgeable experience in the industry and contribution to the Company. His appointment is subject to the provisions of retirement by rotation of Directors under the Articles of Association of the Company.

As at the Latest Practicable Date, Mr. Lo is interested in 4,716,000 Shares beneficially held by himself and 300,372,000 Shares through the discretionary trusts. He is the brother of Mr. Lo Yick Cheong and the brother-in-law of Ms. Chan Wai Ying.

Save as disclosed above, Mr. Lo (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there is no other matter with respect to the re-election of Mr. Lo that needs to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

2. MS. CHAN WAI YING

Ms. Chan Wai Ying, 59, is the non-executive Director of the Company and also the member of Audit Committee. She was appointed as the non-executive Director on 2 January 2015. She has over 29 years of experience in accounting profession and she advises the board on internal control and financial management.

Ms. Chan attained a Post-Experience Certificate in Accountancy from Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) in November 1993. She was admitted as a fellow of the Association of Chartered Certified Accountants of the United Kingdom in March 2004. She was also admitted as an associate of the Hong Kong Society of Accountants (now known as Hong Kong Institute of Certified Public Accountants) in May 1999.

Ms. Chan has renewed the letter of appointment with the Company for a term of one year commencing from 3 July 2024, which shall be terminated at any time by giving to the other party not less than 3 months' written notice. As stated in the letter of appointment, the annual Director's fee for Ms. Chan shall be HK\$570,600, which is determined by reference to the prevailing market condition and her knowledgeable experience in the industry. Her appointment is subject to the provisions of retirement by rotation of Directors under the Articles of Association of the Company.

As at the Latest Practicable Date, Ms. Chan is interested in 1,500,000 Shares beneficially held by herself.

She is the sister-in-law of Mr. Lo Yuen Cheong and Mr. Lo Yick Cheong.

Save as disclosed above, Ms. Chan (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there is no other matter with respect to the re-election of Ms. Chan that needs to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

3. PROF. LO MAN CHI, JP

Prof. Lo Man Chi, JP, 58, is the independent non-executive Director of the Company and also the member of the Audit Committee, Remuneration Committee and Nomination Committee. She was appointed as an independent non-executive Director on 3 June 2015. She has joined The Hong Kong University of Science and Technology since 1992, and is currently a professor in the Department of Civil and Environmental Engineering. She has extensive research and practical experience in the field of civil and environmental engineering, and produced various academic publications.

Prof. Lo is an elected Academician of class VI – Technical and Environmental Sciences of the European Academy of Sciences and Arts in July 2014. She is a fellow of The Hong Kong Institution of Engineers and a fellow of American Society of Civil Engineers. Prof. Lo was elected a fellow of the Hong Kong Academy of Engineering Sciences in December 2023. She was the chairperson of the Environmental Division of The Hong Kong Institution of Engineers. She obtained a Bachelor of Science degree in Engineering from National Taiwan University in 1988, as well as a Master of Science degree in Engineering, and a Doctor of Philosophy degree from The University of Texas at Austin in 1990 and 1992, respectively.

Prof. Lo has renewed the letter of appointment with the Company for a term of three years commencing from 3 July 2022, which shall be terminated at any time by giving to the other party not less than 3 months' written notice. As stated in the letter of appointment, the annual Director's fee for Prof. Lo shall be HK\$185,000, which is determined by reference to the prevailing market condition and her knowledgeable experience in the industry. Her appointment is subject to the provisions of retirement by rotation of Directors under the Articles of Association of the Company.

Save as disclosed above, Prof. Lo (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there is no other matter with respect to the re-election of Prof. Lo that needs to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

4. MR. SO KEI WAI

Mr. So Kei Wai, 69, is the independent non-executive Director of the Company and also the member of the Audit Committee, Remuneration Committee and Nomination Committee. He was appointed as an independent non-executive Director on 15 July 2024. He has 46 years of experience working in the engineering industry. He worked with Sang Lee Construction Co. Ltd. as assistant engineer from August 1977 to September 1977. From October 1977 to October 1984, he worked with Paul Y. Construction Co., Ltd. and was promoted to the position of engineer. From November 1984 to July 1985, he worked with Mitsui Construction Co. Ltd. as a site agent. From November 1985 to July 1989, he worked with Bechtel Eastern Limited as a senior civil engineer. From August 1989 to May 2024, he worked with Zhen Hua Engineering Company Limited (“ZHEC”) and its parent company, China Harbour Engineering Company Limited (“CHEC”) with his last senior position as a director of ZHEC and a deputy general manager of CHEC’s marketing department, responsible for assisting CHEC by exploring the international market as well as tendering the engineering projects globally spanning over Middle East, Asia, Africa, Latin America and Europe. Mr. So graduated with a Bachelor degree of Science in Engineering from National Taiwan University in June 1977.

Mr. So has entered into a letter of appointment with the Company for a term of three years commencing from 15 July 2024, which shall be terminated at any time by giving to the other party not less than 3 months’ written notice. As stated in the letter of appointment, the annual Directors’ fee for Mr. So shall be HK\$185,000, which is determined by reference to the prevailing market condition and his knowledgeable experience in the industry. His appointment is subject to the provisions of retirement by rotation of Directors under the Articles of Association of the Company.

Save as disclosed above, Mr. So (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there is no other matter with respect to the re-election of Mr. So that needs to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

Details of the Proposed Amendments are set out as follows:

**~~SECOND~~THIRD AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
MAN KING HOLDINGS LIMITED
萬景控股有限公司**

(adopted by special resolution passed on ~~23 August 2022~~28 August 2024 and effective on
~~23 August 2022~~28 August 2024)

Clause No.	Memorandum Before Amendment	Clause No.	Memorandum After Amendment
Heading	SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION	Heading	SECOND <u>THIRD</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION
Heading	(adopted by special resolution passed on 23 August 2022 and effective on 23 August 2022)	Heading	(adopted by special resolution passed on 23 August 2022 <u>28 August 2024</u> and effective on 23 August 2022 <u>28 August 2024</u>)
Article No.	Article Before Amendment	Article No.	Article After Amendment
Heading	SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION	Heading	SECOND <u>THIRD</u> AMENDED AND RESTATED ARTICLES OF ASSOCIATION
Heading	(adopted by special resolution passed on 23 August 2022 and effective on 23 August 2022)	Heading	(adopted by special resolution passed on 23 August 2022 <u>28 August 2024</u> and effective on 23 August 2022 <u>28 August 2024</u>)
2.2	Nil	2.2	<u>“Actionable Corporate Communication” has the same meaning as in the Listing Rules.</u>
2.2	Nil	2.2	<u>“Corporate Communication” has the same meaning as in the Listing Rules.</u>
2.2	“transfer office” shall mean the place where the principal register is situate for the time being.	2.2	“transfer office” shall mean the place where the principal register is situated for the time being.

Article No.	Article Before Amendment	Article No.	Article After Amendment
3.7	<p>Subject to the Companies Act, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the members, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.</p>	3.7	<p>Subject to the Companies Act, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the members, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
4.8	<p>The register may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article.</p>	4.8	<p>The register may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article <u>and the Listing Rules.</u></p>
6.3	<p>A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as herein provided.</p>	6.3	<p>A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as herein provided <u>in Article 30.1.</u></p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
6.5	In addition to the giving of notice in accordance with Article 6.3, 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 affected by notice published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.	6.5	In addition to the giving of notice in accordance with Article 6.3, 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 affected by notice published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.
6.6	A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed.	6.6.5	A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed.
6.7	The joint holders of a share shall be severally as well as jointly liable for the payment of all calls and instalments due in respect of such share or other monies due in respect thereof.	6.7.6	The joint holders of a share shall be severally as well as jointly liable for the payment of all calls and instalments due in respect of such share or other monies due in respect thereof.
6.8	The Board may from time to time at its discretion extend the time fixed for any call, and may extend such time as to all or any of the members, whom by reason of residence outside Hong Kong or other cause the Board considers it reasonable to grant an extension to, but no member shall be entitled to any such extension as a matter of grace and favour.	6.8.7	The Board may from time to time at its discretion extend the time fixed for any call, and may extend such time as to all or any of the members, whom by reason of residence outside Hong Kong or other cause the Board considers it reasonable to grant an extension to, but no member shall be entitled to any such extension as a matter of grace and favour.
6.9	If the sum or any instalment payable in respect of any call is unpaid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding 15% per annum as the Board shall determine from the day appointed for the payment thereof to the time of actual payment, but the Board may waive payment of such interest wholly or in part.	6.9.8	If the sum or any instalment payable in respect of any call is unpaid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding 15% per annum as the Board shall determine from the day appointed for the payment thereof to the time of actual payment, but the Board may waive payment of such interest wholly or in part.

Article No.	Article Before Amendment	Article No.	Article After Amendment
6.10	No member shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another member) at any general meeting, either personally or by proxy, or be reckoned in a quorum, or to exercise any other privilege as a member until all sums or instalments due from him to the Company in respect of any call, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.	6.10 <u>6.9</u>	No member shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another member) at any general meeting, either personally or by proxy, or be reckoned in a quorum, or to exercise any other privilege as a member until all sums or instalments due from him to the Company in respect of any call, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.
6.11	At the trial or hearing of any action or other proceedings for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the register as the holder, or one of the holders, of the shares in respect of which such debt accrued; that the resolution making the call is duly recorded in the minute book; and that notice of such call was duly given to the member sued, in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, and the proof of the matters aforesaid shall be conclusive evidence of the debt.	6.11 <u>6.10</u>	At the trial or hearing of any action or other proceedings for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the register as the holder, or one of the holders, of the shares in respect of which such debt accrued; that the resolution making the call is duly recorded in the minute book; and that notice of such call was duly given to the member sued, in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, and the proof of the matters aforesaid shall be conclusive evidence of the debt.
6.12	Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the nominal value of the share and/or by way of premium or otherwise, shall for all purposes of these Articles be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, liabilities of joint holders, forfeiture and the like, shall apply as if such sum had become payable by virtue of a call duly made and notified.	6.12 <u>6.11</u>	Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the nominal value of the share and/or by way of premium or otherwise, shall for all purposes of these Articles be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, liabilities of joint holders, forfeiture and the like, shall apply as if such sum had become payable by virtue of a call duly made and notified.

Article No.	Article Before Amendment	Article No.	Article After Amendment
6.13	<p>The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and upon all or any of the monies so advanced the Company may pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such member not less than one month's notice in writing of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. No such sum paid in advance of calls shall entitle the member paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.</p>	6.13 <u>6.12</u>	<p>The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and upon all or any of the monies so advanced the Company may pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such member not less than one month's notice in writing of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. No such sum paid in advance of calls shall entitle the member paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.</p>
9.1	<p>If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time during such time as any part thereof remains unpaid, without prejudice to the provisions of Article 6.10, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.</p>	9.1	<p>If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time during such time as any part thereof remains unpaid, without prejudice to the provisions of Article 6.10<u>6.9</u>, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
10.1	<p>The Company may from time to time by ordinary resolution:</p> <p>(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares. On any consolidation of fully paid shares and division into shares of larger amount, the Board may settle any difficulty which may arise as it thinks expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of shares to be consolidated determine which particular shares are to be consolidated into each consolidated share, and if it shall happen that any person shall become entitled to fractions of a consolidated share or shares, such fractions may be sold by some person appointed by the Board for that purpose and the person so appointed may transfer the shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) may either be distributed among the persons who would otherwise be entitled to a fraction or fractions of a consolidated share or shares rateably in accordance with their rights and interests or may be paid to the Company for the Company's benefit;</p> <p>(b) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled subject to the provisions of the Companies Act; and</p>	10.1	<p>The Company may from time to time by ordinary resolution:</p> <p>(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares. On any consolidation of fully paid shares and division into shares of larger amount, the Board may settle any difficulty which may arise as it thinks expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of shares to be consolidated determine which particular shares are to be consolidated into each consolidated share, and if it shall happen that any person shall become entitled to fractions of a consolidated share or shares, such fractions may be sold by some person appointed by the Board for that purpose and the person so appointed may transfer the shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) may either be distributed among the persons who would otherwise be entitled to a fraction or fractions of a consolidated share or shares rateably in accordance with their rights and interests or may be paid to the Company for the Company's benefit;</p> <p>(b) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled subject to the provisions of the Companies Act; and</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
	<p>(c) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association of the Company, subject nevertheless to the provisions of the Companies Act, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights, over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.</p>		<p>(c) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association of the Company, subject nevertheless to the provisions of the Companies Act, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights, over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.</p>
12.1	<p>The Company shall hold a general meeting as its annual general meeting in each financial year and such annual general meeting shall be held within six (6) months after the end of the financial year. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.</p>	12.1	<p>The Company shall hold a general meeting as its annual general meeting infor each financial year and such annual general meeting shall be held within six (6) months <u>(or such other period as may be permitted by the Listing Rules or the Exchange)</u> after the end of the financial year. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
14.1	<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 (a) every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have the right to speak, (b) on a show of hands, every member present in such manner shall have one vote, and (c) on a poll every member present in such manner shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.</p>	14.1	<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 (a) every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have the <u>(a)</u> right to speak, (b) <u>one vote</u> on a show of hands, every member present in such manner shall have one vote, and (c) on a poll every member present in such manner shall have one vote for each share registered in his name in the register <u>on a poll</u>. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
14.15	<p>If a recognised clearing house (or its nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.</p>	14.15	<p>If a recognised clearing house (or its nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including <u>the right to speak and</u>, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
16.18	<p>The office of a Director shall be vacated:</p> <p>(a) if he resigns his office by notice in writing to the Company at its registered office or its principal office in Hong Kong;</p> <p>(b) if an order is made by any competent court or official on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs and the Board resolves that his office be vacated;</p> <p>(c) if, without leave, he is absent from meetings of the Board (unless an alternate Director appointed by him attends in his place) for a continuous period of 12 months, and the Board resolves that his office be vacated;</p> <p>(d) if he becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors generally;</p> <p>(e) if he ceases to be or is prohibited from being a Director by law or by virtue of any provisions in these Articles;</p> <p>(f) if he shall be removed from office by notice in writing served upon him signed by not less than three-fourths in number (or, if that is not a round number, the nearest lower round number) of the Directors (including himself) then in office; or</p> <p>(g) if he shall be removed from office by an ordinary resolution under Article 16.6.</p>	16.18	<p>The office of a Director shall be vacated:</p> <p>(a) if he resigns his office by notice in writing to the Company at its registered office or its principal office in Hong Kong;</p> <p>(b) if an order is made by any competent court or official on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs and the Board resolves that his office be vacated;</p> <p>(c) if, without leave, he is absent from meetings of the Board (unless an alternate Director appointed by him attends in his place) for a continuous period of 12 months, and the Board resolves that his office be vacated;</p> <p>(d) if he becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors generally;</p> <p>(e) if he ceases to be or is prohibited from being a Director by law or by virtue of any provisions in these Articles;</p> <p>(f) if he shall be removed from office by notice in writing served upon him signed by not less than three-fourths in number (or, if that is not a round number, the nearest lower round number) of the Directors (including himself) then in office; or</p> <p>(g) if he shall be removed from office by an ordinary resolution under Article 16.6.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
	<p>At every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or 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 (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed pursuant to Article 16.2 shall not be taken into account in determining which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.</p>		<p>At every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or 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 (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed pursuant to Article 16.2 shall not be taken into account in determining which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.</p>
Nil	Nil	16.19	<p><u>At every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or 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 (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed pursuant to Article 16.2 shall not be taken into account in determining which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.</u></p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
16.19	No Director or proposed Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any person, company or partnership of or in which any Director shall be a member or otherwise interested be capable on that account of being avoided, nor shall any Director so contracting or being any member or so interested be liable to account to the Company for any profit so realised by any such contract or arrangement by reason only of such Director holding that office or the fiduciary relationship thereby established, provided that such Director shall, if his interest in such contract or arrangement is material, declare the nature of his interest at the earliest meeting of the Board at which it is practicable for him to do so, either specifically or by way of a general notice stating that, by reason of the facts specified in the notice, he is to be regarded as interested in any contracts of a specified description which may subsequently be made by the Company.	46.49 <u>16.20</u>	No Director or proposed Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any person, company or partnership of or in which any Director shall be a member or otherwise interested be capable on that account of being avoided, nor shall any Director so contracting or being any member or so interested be liable to account to the Company for any profit so realised by any such contract or arrangement by reason only of such Director holding that office or the fiduciary relationship thereby established, provided that such Director shall, if his interest in such contract or arrangement is material, declare the nature of his interest at the earliest meeting of the Board at which it is practicable for him to do so, either specifically or by way of a general notice stating that, by reason of the facts specified in the notice, he is to be regarded as interested in any contracts of a specified description which may subsequently be made by the Company.

Article No.	Article Before Amendment	Article No.	Article After Amendment
16.20	<p>Any Director may continue to be or become a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any other company in which the Company may be interested and (unless otherwise agreed between the Company and the Director) no such Director shall be liable to account to the Company or the members for any remuneration or other benefits received by him as a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any such other company. The Directors may exercise the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by them as directors of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors, managing directors, joint managing directors, deputy managing directors, executive directors, managers or other officers of such company) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or is about to be, appointed a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer of such a company, and that as such he is or may become interested in the exercise of such voting rights in the manner aforesaid.</p>	46.20 <u>16.21</u>	<p>Any Director may continue to be or become a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any other company in which the Company may be interested and (unless otherwise agreed between the Company and the Director) no such Director shall be liable to account to the Company or the members for any remuneration or other benefits received by him as a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any such other company. The Directors may exercise the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by them as directors of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors, managing directors, joint managing directors, deputy managing directors, executive directors, managers or other officers of such company) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or is about to be, appointed a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer of such a company, and that as such he is or may become interested in the exercise of such voting rights in the manner aforesaid.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
16.21	A Director may hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his office of Director for such period and upon such terms as the Board may determine, and may be paid such extra remuneration therefor (whether by way of salary, commission, participation in profit or otherwise) as the Board may determine, and such extra remuneration shall be in addition to any remuneration provided for by or pursuant to any other Article.	16.21 <u>16.22</u>	A Director may hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his office of Director for such period and upon such terms as the Board may determine, and may be paid such extra remuneration therefor (whether by way of salary, commission, participation in profit or otherwise) as the Board may determine, and such extra remuneration shall be in addition to any remuneration provided for by or pursuant to any other Article.

Article No.	Article Before Amendment	Article No.	Article After Amendment
16.22	<p>A Director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his close associates (or, if required by the Listing Rules, his other associates) has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:</p> <p>(a) the giving of any security or indemnity either:</p> <p>(i) to the Director or any of his close associates in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or</p> <p>(ii) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his close associates has himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;</p>	<p>16.22 <u>16.23</u></p> <p>A Director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his close associates (or, if required by the Listing Rules, his other associates) has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:</p> <p>(a) the giving of any security or indemnity either:</p> <p>(i) to the Director or any of his close associates in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or</p> <p>(ii) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his close associates has himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;</p>	

Article No.	Article Before Amendment	Article No.	Article After Amendment
	(b) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his close associates is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;	(b)	any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his close associates is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
	(c) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:	(c)	any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:
	(i) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or any of his close associates may benefit; or	(i)	the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or any of his close associates may benefit; or
	(ii) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to Directors, their close associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or any of his close associates as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and	(ii)	the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to Directors, their close associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or any of his close associates as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and

Article No.	Article Before Amendment	Article No.	Article After Amendment
	(d) any contract or arrangement in which the Director or any of his close associates is/ are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.		(d) any contract or arrangement in which the Director or any of his close associates is/ are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.
16.23	Where proposals are under consideration concerning the appointment (including fixing or varying the terms of or terminating the appointment) of two or more Directors to offices or employments with the Company or any company in which the Company is interested, such proposals shall be divided and considered in relation to each Director separately and in such case each of the Directors concerned (if not prohibited from voting under Article 16.22) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.	16.23 <u>16.24</u>	Where proposals are under consideration concerning the appointment (including fixing or varying the terms of or terminating the appointment) of two or more Directors to offices or employments with the Company or any company in which the Company is interested, such proposals shall be divided and considered in relation to each Director separately and in such case each of the Directors concerned (if not prohibited from voting under Article 16.22 <u>16.23</u>) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.

Article No.	Article Before Amendment	Article No.	Article After Amendment
16.24	If any question shall arise at any meeting of the Board as to the materiality of a Director's interest or the significance of a contract, arrangement or transaction or proposed contract, arrangement or transaction or as to the entitlement of any Director to vote or form part of a quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman of the meeting (or, where such question relates to the interest of the Chairman, to the other Directors at the meeting) and his ruling (or, as appropriate, the ruling of the other Directors) in relation to any other Director (or, as appropriate, the Chairman) shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned (or, as appropriate, the Chairman) as known to such Director (or, as appropriate, the Chairman) has not been fairly disclosed to the Board.	46.24 <u>16.25</u>	If any question shall arise at any meeting of the Board as to the materiality of a Director's interest or the significance of a contract, arrangement or transaction or proposed contract, arrangement or transaction or as to the entitlement of any Director to vote or form part of a quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman of the meeting (or, where such question relates to the interest of the Chairman, to the other Directors at the meeting) and his ruling (or, as appropriate, the ruling of the other Directors) in relation to any other Director (or, as appropriate, the Chairman) shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned (or, as appropriate, the Chairman) as known to such Director (or, as appropriate, the Chairman) has not been fairly disclosed to the Board.
20.3	Subject to Articles 16.19 to 16.24, questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.	20.3	Subject to Articles 46.19 <u>16.20</u> to 46.24 <u>16.25</u> , questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.

Article No.	Article Before Amendment	Article No.	Article After Amendment
30.1	<p>Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>	30.1	<p>Except as otherwise provided in these Articles, any notice or document, <u>including any Corporate Communication and Actionable Corporate Communication</u>, may be served by the Company and any notices may be served by the Board on any member either personally or by <u>in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:</u></p> <p>(a) <u>personally by leaving it at the registered address of such member as appearing in the register;</u></p> <p>(b) <u>by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted (which shall be sent by airmail where the notice or document is posted from one country to another);</u></p> <p>(c) by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or;</p> <p>(d) <u>by placing it on the Company's Website and the Exchange's website; or</u></p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
30.4	<p>A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and 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 has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 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, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</p>	30.4	<p>(e) (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.</p> <p>In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p> <p>A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and 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 has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 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, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
30.5	Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.	30.5 30.4	<p>Any notice or document, <u>including any Corporate Communication and Actionable Corporate Communication:</u></p> <p>(a) <u>delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;</u></p> <p>(b) sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;</p> <p>(c) <u>given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;</u></p> <p>(d) <u>served by being placed on the Company's Website and the Exchange's website shall be deemed to be served at such time as may be prescribed by the Listing Rules; and</u></p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
			(e) <u>served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</u>
30.6	Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.	30.6	Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.
30.7	Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).	30.7	Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).
30.8	Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.	30.8	Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.

Article No.	Article Before Amendment	Article No.	Article After Amendment
30.9	A notice may be given by the Company to the person or persons 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 addressed to him or them 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, within Hong Kong 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.	30.9 <u>30.5</u>	A notice may be given by the Company to the person or persons 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 addressed to him or them 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, within Hong Kong 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.
30.10	Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the register shall have been duly given to the person from whom he derives his title to such share.	30.4 <u>30.6</u>	Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the register shall have been duly given to the person from whom he derives his title to such share.
30.11	Any notice or document delivered or sent to any member in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death 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 Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.	30.4 <u>30.7</u>	Any notice or document delivered or sent to any member in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death 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 Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.

Article No.	Article Before Amendment	Article No.	Article After Amendment
30.12	The signature to any notice to be given by the Company may be written or printed by means of facsimile or, where relevant, by Electronic Signature.	30.12 <u>30.8</u>	The signature to any notice to be given by the Company may be written or printed by means of facsimile or, where relevant, by Electronic Signature.
34	Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31st March in each year and, following the year of incorporation, shall begin on 1st April in each year.	34	Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31st March in each year and, following the year of incorporation, shall begin on 1st April in each year.

NOTICE OF ANNUAL GENERAL MEETING



MAN KING HOLDINGS LIMITED

萬景控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2193)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “Meeting”) of Man King Holdings Limited (the “Company”) will be held at Unit D, 10/F, Skyline Tower, 18 Tong Mi Road, Mongkok, Kowloon, Hong Kong on Wednesday, 28 August 2024, at 4:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated accounts of the Company and the reports of the directors and of the independent auditor of the Company for the year ended 31 March 2024;
2. To re-elect Mr. Lo Yuen Cheong as executive director of the Company;
3. To re-elect Ms. Chan Wai Ying as a non-executive director of the Company;
4. To re-elect Prof. Lo Man Chi, *JP* as an independent non-executive director of the Company;
5. To re-elect Mr. So Kei Wai as an independent non-executive director of the Company;
6. To authorise the board of directors of the Company (the “Board”) to fix the respective directors’ remuneration;
7. To re-appoint Messrs. PricewaterhouseCoopers as auditor of the Company and to authorise the Board to fix its remuneration;

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT:

- (A) subject to paragraph (C) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the Company (the “Shares”) (including any sale or transfer of treasury Shares) or securities convertible into Shares and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby approved generally and unconditionally;
- (B) the approval in paragraph (A) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (C) the total number of Shares allotted, issued and dealt with (including any sale or transfer of treasury Shares), or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to:
- (i) a Rights Issue (as defined below); or
 - (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company as at the date of this resolution carrying a right to subscribe for or purchase Shares or otherwise convertible into Shares; or
 - (iii) the exercise of any option under the Company’s share option scheme(s); or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the Articles of Association of the Company from time to time,

shall not exceed 20% of the total number of Shares in issue (excluding treasury Shares) as at the date of the passing of this resolution (subject to adjustment in case of any consolidation or subdivision of any or all of the Shares into a larger or smaller number of Shares after approving the Issue Mandate), and the said approval shall be limited accordingly; and

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(D) for the purpose of this resolution:

“Relevant Period” means the period from 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 either by any applicable laws or by the Articles of Association of the Company to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.

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

References to an allotment, issue, grant or offer of securities or Shares shall include a sale or transfer of treasury Shares and references to allottees shall include purchasers or transferees of such treasury Shares. For the avoidance of doubt, the Directors may only use such general mandate for the resale of treasury Shares to the extent permitted under all applicable laws, rules and regulations.”

9. To consider and, if thought fit, to pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (A) subject to paragraph (B) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buy back Shares on The Stock Exchange of Hong Kong Limited subject to and in accordance with all applicable laws and the requirements set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), be and is hereby approved generally and unconditionally;

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(B) the total number of Shares authorised to be bought back or agreed conditionally or unconditionally to be bought back by the Directors pursuant to the approval in paragraph (A) above shall not exceed 10% of the total number of Shares in issue (excluding treasury Shares) as at the date of this resolution (subject to adjustment in case of any consolidation or subdivision of any or all of the shares into a larger or smaller number of shares after approving the Buy-Back Mandate), and the said approval shall be limited accordingly; and

(C) for the purpose of this resolution:

“Relevant Period” means the period from 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 either by any applicable laws or by the Articles of Association of the Company to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.”

10. To consider and, if thought fit, to pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions 8 and 9 as set out in this notice convening the meeting (the “Notice”) of which this resolution forms part, the general mandate granted to the Directors pursuant to resolution 8 as set out in this Notice of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the total number of Shares bought back by the Company under the authority granted pursuant to resolution 9 as set out in this Notice of which this resolution forms part, provided that such amount shall not exceed 10% of the total number of issued Shares (excluding treasury Shares) as at the date of passing this resolution (subject to adjustment in case of any consolidation or subdivision of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution).”

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SPECIAL RESOLUTION

11. To consider and, if thought fit, to pass the following resolution as a special resolution:

“**THAT:**

- (a) the proposed amendments (the “Proposed Amendments”) to the existing second amended and restated memorandum of association and articles of association of the Company (the “Existing Memorandum and Articles of Association”) as set out in Appendix III to the circular of the Company dated 29 July 2024 be and hereby approved;
- (b) the third amended and restated memorandum of association and articles of association of the Company (the “New Memorandum and Articles of Association”), which contains all the Proposed Amendments, and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Memorandum and Articles of Association with immediate effect; and
- (c) any director or company secretary or registered office provider of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the adoption of the New Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By order of the Board
Man King Holdings Limited
Lo Yuen Cheong
Chairman and Executive Director

Hong Kong, 29 July 2024

Notes:

- 1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
- 2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her/its attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.

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3. Where there are joint registered holders of any Shares, any one of such persons may vote at the Meeting (or 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 are 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.
4. In order to be valid, the instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, 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 not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the meeting was originally held within 12 months from such date.
6. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. An explanatory statement as required by the Listing Rules in connection with the buy-back mandate under resolution No. 9 above is set out in Appendix I to the Company's circular dated 29 July 2024.
8. Details of the retiring Directors proposed to be re-elected as Directors at the Meeting are set out in Appendix II to the Company's circular dated 29 July 2024.
9. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 23 August 2024 to Wednesday, 28 August 2024, both days inclusive. During such period, no transfer of Shares will be effected. In order to qualify for attending and voting at the Meeting, all transfer documents, accompanied by the relevant share 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 not later than 4:30 p.m. on Thursday, 22 August 2024.
10. A proxy form of the Meeting is enclosed in the Company's circular dated 29 July 2024.
11. Reference to time and dates in this Notice are to Hong Kong time and dates.