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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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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

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Wenye Group Holdings Limited
文業集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1802)

**(1) PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES;**
(2) RE-ELECTION OF DIRECTORS;
**(3) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION**
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in the lower portion of this cover page shall have the same respective meanings as those defined in the section headed “DEFINITIONS” of this circular.

A notice convening the annual general meeting (“AGM”) of Wenye Group Holdings Limited (the “**Company**”) to be held in the conference room at 5/F, Baoneng Motor Building, No. 128 Liyuan Road, Luohu District, Shenzhen, PRC on Monday, 23 September 2024 at 11:30 am is set out on pages AGM-1 to AGM-7 of this circular.

A form of proxy for use at the annual general meeting is enclosed with this circular. Whether or not you are intending to attend and vote at the meeting, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of the power of attorney or authority, to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 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 holding the meeting or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at such meeting or any adjourned meeting thereof (as the case may be) should you so wish.

4 September 2024

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company convened to be held at the conference room on 5/F, Baoneng Motor Building, No. 128 Liyuan Road, Luohu District, Shenzhen, PRC on Monday, 23 September 2024 at 11:30 am to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages AGM-1 to AGM-7 of this circular, or any adjourned meeting thereof;
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time;
“Board”	the board of Directors of the Company;
“Cayman Companies Act”	the Companies Act (as revised) formerly known as the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Company”	Wenye Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange (stock code: 1802);
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company and each a “Director”;

DEFINITIONS

“Extension Mandate”	a general mandate proposed to be granted to the Directors at the AGM to adjust the maximum number of Shares that may be allotted, issued and otherwise dealt with under the Issue Mandate or repurchased under the Repurchase Mandate (as the case may be), if the Company conducts a share consolidation or subdivision after the Issue Mandate or the Repurchase Mandate has been approved at the AGM;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency for the time being of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue or deal with new Shares not exceeding 20% of the aggregate number of issued shares of the Company as at the date of passing the relevant resolution granting the Issue Mandate;
“Latest Practicable Date”	2 September 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Memorandum and Articles of Association” or “M&A”	the memorandum and articles of association of the Company, as amended from time to time;
“New Amended and Restated M&A”	the second amended and restated memorandum and articles of association of the Company proposed to be adopted to replace the M&A with immediate effect after the close of the AGM following the passing of the special resolution(s);

DEFINITIONS

“PRC” or “China”	the People’s Republic of China which, for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan;
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular to, amongst other things, bring the M&A to comply with the core shareholder protection standards and the provisions on electronic dissemination of corporate communications in the Listing Rules;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares not exceeding 10% of the aggregate number of issued shares of the Company as at the date of passing of the relevant resolution granting the Repurchase Mandate;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“Share(s)”	ordinary share(s) at par value of HK\$0.0001 each in the share capital of the Company;
“Shareholder(s)”	the registered holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong;
“%”	per cent.

LETTER FROM THE BOARD



Wenye Group Holdings Limited

文業集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1802)

Executive Directors:

Mr. Fan Shaozhou

(Chairman and Chief Executive Officer)

Mr. Kong Guojing *(Co-Chairman)*

Non-executive Directors:

Mr. Chen Li

Mr. Shen Peng

Mr. Li Hongxing

Mr. Mak Ho Fai

Independent Non-executive Directors:

Mr. Huang Wei

Mr. Ma Kin Ling

Ms. Ye Jinyu

Registered office in Cayman Islands:

Vistra (Cayman) Limited

P.O. Box 31119

Grand Pavilion

Hibiscus Way

802 West Bay Road

Grand Cayman, KY1-1205

Cayman Islands

Principal place of business

in Hong Kong:

10/F., Shum Tower

268 Des Voeux Road Central

Sheung Wan

Hong Kong

4 September 2024

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the Issue Mandate, the Repurchase Mandate and Extension Mandate to the Directors; (ii) the re-election of Directors; and (iii) the Proposed Amendments.

The purpose of this circular is to give you notice of the AGM and provide you with information regarding the resolutions to be proposed at the AGM to enable you to make an informed decision whether to vote for or against those resolutions.

ISSUE MANDATE TO ISSUE SHARES

In order to ensure greater flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the proposed Issue Mandate to issue Shares. An ordinary resolution numbered 3(A) will be proposed at the Annual General Meeting to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with new shares in the share capital of the Company up to 20% of the aggregate number of issued shares of the Company as at the date of the passing of the proposed resolution in relation to the Issue Mandate. As at the Latest Practicable Date, the aggregate number of issued Shares was 594,000,000 Shares. Subject to the passing of the above ordinary resolution and on the basis that there is no change in the number of the issued shares during the period between the Latest Practicable Date and the date of the Annual General Meeting, the maximum number of Shares which may be allotted, issued and otherwise deal with pursuant to the Issue Mandate will be 118,800,000 Shares, being 20% of the aggregate number of issued Shares as at the date of passing of the resolution to approve the Issue Mandate.

The Issue Mandate will expire at the earliest of (i) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the date upon which such authority is revoked or varied by the ordinary resolutions passed by the Shareholders in general meeting prior to the next annual general meeting of the Company.

REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution numbered 3(B) will be proposed at the AGM to grant the Repurchase Mandate to the Directors to exercise the power of the Company to repurchase issued Shares representing up to 10% of the aggregate number of issued shares of the Company as at the date of the passing of the resolution in relation to the Repurchase Mandate. Assuming that there is

LETTER FROM THE BOARD

no change in the number of the issued Shares during the period between the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 59,400,000 Shares, being 10% of the total number of issued Shares as at the date of passing of such resolution. The Repurchase Mandate will expire at the earliest of (i) the conclusion of the next annual general meeting of the Company following the AGM; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the date upon which such authority is revoked or varied by the ordinary resolutions passed by the Shareholders in general meeting prior to the next annual general meeting of the Company.

EXTENSION MANDATE

If the Company conducts a share consolidation or subdivision after the Issue Mandate or the Repurchase Mandate has been approved at the AGM, the maximum number of Shares that may be allotted, issued and otherwise dealt with under the Issue Mandate or repurchased under the Repurchase Mandate (as the case may be) as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same, under the ordinary resolution 3(C).

As required by the Listing Rules, an explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises two executive Directors, namely, Mr. Fan Shaozhou (“**Mr. Fan**”) and Mr. Kong Guojing (“**Mr. Kong**”), four non-executive Directors, namely, Mr. Chen Li (“**Mr. Chen**”), Mr. Shen Peng (“**Mr. Shen**”), Mr. Li Hongxing (“**Mr. Li**”) and Mr. Mak Ho Fai (“**Ms. Mak**”), and three independent non-executive Directors, namely, Mr. Huang Wei (“**Mr. Huang**”), Mr. Ma Kin Ling (“**Mr. Ma**”) and Ms. Ye Jinyu (“**Ms. Ye**”).

Article 16.18 of the Articles of Association provides that at every AGM 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 shall be subject to retirement by rotation at least once every three years. Any Director appointed pursuant to Article 16.2 or Article 16.3 of the Articles of Association shall not be taken into account in determining the number of Directors and which Directors are to retire by rotation. A retiring Director shall retain office until the close of the

LETTER FROM THE BOARD

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.

Article 16.2 of the Articles of Association provides that 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 next following general meeting of the Company and shall then be eligible for re-election at that meeting.

In accordance with the aforementioned articles, Mr. Fan and Mr. Chen will retire at the AGM and, being eligible, will offer themselves for re-election at the AGM. Mr. Kong, Mr. Shen, Mr. Li, Mr. Mak, Mr. Huang, Mr. Ma and Ms. Ye were appointed to the Board following the last general meeting held by the Company on 21 July 2023, their term in office shall cease by the close of the AGM and, being eligible, will offer themselves for re-election at the AGM.

In considering the re-appointment of any existing members of the Board, the nomination committee of the Company (“**Nomination Committee**”) shall review the overall contribution to the Company of the retiring Directors, the selection and diversity criteria set out in the nomination policy and board diversity policy of the Company as disclosed in the Company’s latest annual report for the year ended 31 December 2023. The Nomination Committee will then make recommendations to the Board for its consideration, with the Board determining whether to recommend the proposed candidates for re-election at a general meeting.

The Nomination Committee had evaluated the performance of the retiring Directors during the year ended 31 December 2023 based on the nomination policy of the Company and found the retiring Directors’ performance satisfactory. The Nomination Committee also considered that the retiring Directors’ experience, skills and other contributions that they can bring to the Board and their respective contribution to board diversity. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that Mr. Fan, Mr. Chen, Mr. Kong, Mr. Shen, Mr. Li, Mr. Mak, Mr. Huang, Mr. Ma and Ms. Ye stand for re-election as Directors at the AGM.

The Nomination Committee had also assessed and reviewed each of the independent non-executive Directors’ written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them remain independent.

As good corporate governance practice, the retiring Directors abstained from voting at the relevant Board meeting on the recommendation for their respective re-election by the Shareholders at the AGM. The Board believes that the continuous appointment of the retiring Directors contributes to the stability and diversity of the Board.

LETTER FROM THE BOARD

The biographical details of each of the retiring Directors to be elected at the AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

ADOPTION OF NEW AMENDED AND RESTATED M&A

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers and Proposals to Expand the Paperless Listing Regime and Other Rule Amendments published by the Stock Exchange in November 2021 and June 2023, respectively, the Listing Rules have been amended with effect from 1 January 2022 and 31 December 2023 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers as set out in Appendix 3 to the Listing Rules and to amend their M&A to facilitate electronic dissemination of corporate communications.

In light of the above and the need to comply with the Listing Rules, the Board would like to propose a resolution for the Shareholders to approve the New Amended and Restated M&A for the following purposes:

- (i) to bring the M&A in line with the amendments made to the Listing Rules, in particular to conform to the core shareholder protection standards and the provisions on electronic dissemination of corporate communications which are necessary in order for the Company to continue to comply with the Listing Rules;
- (ii) to bring the M&A in line with the applicable laws of the Cayman Islands; and
- (iii) to make certain minor housekeeping amendments to the M&A

The Board proposes to seek the approval of the Shareholders by way of special resolution at the AGM to adopt the New Amended and Restated M&A, in substitution for, and to the exclusion of, the existing M&A.

Details of the proposed amendments (marked-up against the existing M&A) are set out in Appendix III to this circular. The Chinese translation is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail. The proposed adoption of the New Amended and Restated M&A is subject to the approval of the Shareholders by way of special resolution at the AGM. Prior to the passing of the special resolution at the AGM, the existing M&A shall remain valid.

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

LETTER FROM THE BOARD

The Company confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands incorporated company listed on the Stock Exchange. The Board considered that the Proposed Amendments are in the interest of the Company and the Shareholders. The resolution in relation thereto will be proposed at the AGM as a special resolution.

CLOSURE OF REGISTER OF MEMBERS

For determining the eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 20 September 2024 to Monday, 23 September 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 19 September 2024.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages AGM-1 to AGM-7 of this circular is the notice of AGM at which, inter alia, ordinary resolutions will be proposed to the Shareholders to consider and approve, among other things, the granting of the Issue Mandate, Repurchase Mandate and Extension Mandate to the Directors; the re-election of Directors and special resolution will be proposed for the Proposed Amendments.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM in the manner prescribed by the Listing Rules.

FORM OF PROXY

A form of proxy for use at the AGM is enclosed. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.szwyzs.com.cn. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude the Shareholders from attending and voting at the AGM or any adjournment if they so wish.

LETTER FROM THE BOARD

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 13.5 of the Articles of Association, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of AGM will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

TYPHOON AND RAINSTORM ARRANGEMENT

In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions caused by a super typhoon” announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the corporate website of the Company (www.szwyzs.com.cn) and the designated website of the Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, 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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed resolutions for (i) the proposed grant to the Directors of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the proposed re-election of Directors; and (iii) the Proposed Amendments and adoption of the New Amended and Restated M&A are in the best interests of the Group and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By order of the Board
Wenye Group Holdings Limited
Fan Shaozhou
Chairman and Chief Executive Officer

APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION AT THE ANNUAL GENERAL MEETING

The following are biographical details of the Directors for re-election at the Annual General Meeting.

EXECUTIVE DIRECTORS

Mr. Fan Shaozhou (范少周) (“Mr. Fan”), aged 56, is the chairman, executive Director and chief executive officer of the Group. He is responsible for the overall management, strategic planning and decision-making of the Group.

Mr. Fan has over 26 years of experience in the decoration and design engineering industry. He joined the Group in January 1993 and he served as a project manager of Shenzhen Wenye Decoration Design Engineering Co., Ltd (深圳文業裝飾設計工程有限公司) (“**Wenye Decoration**”) from January 1993 to October 1996. Subsequently, he served as the manager of Ji’nan branch company of Wenye Decoration from October 1996 to October 2006. From October 2006 to September 2008, Mr. Fan served as the deputy general manager of Wenye Decoration. After that, prior to the listing of the shares of Wenye Decoration on the NEEQ in April 2016 (the “**NEEQ Listing**”), Mr. Fan served as a director and the general manager of Wenye Decoration from September 2008 to September 2015. In preparation of the NEEQ Listing, Wenye Decoration converted into a joint stock company in September 2015 and Mr. Fan was appointed as a director and the general manager of Wenye Decoration. During the NEEQ Listing, Mr. Fan was appointed as the chairman of the board of directors of Wenye Decoration in November 2016. After the NEEQ de-listing and conversion to a limited liability company, in November 2018, Mr. Fan ceased to be the director and chairman of the board of directors of Wenye Decoration and has been acting as the sole executive director and general manager of Wenye Decoration since then. From the incorporation of the Company in November 2018 to March 2019, Mr. Fan acted as the sole director of the Company, and since March 2019, Mr. Fan has been acting as our executive Director, chief executive officer and chairman of the Board.

Mr. Fan received his diploma in electric engineering from Guangdong University of Education (廣東第二師範學院), (formerly known as Guangdong Institute of Education (廣東教育學院)) in June 1990. He further received his master’s degree in Business Administration from Chinese University of Hong Kong (香港中文大學) in November 2013.

As at the Latest Practicable Date, Mr. Fan (i) had interest in 55,017,150 shares of the Company in long position (representing approximately 9.26% of the total number of issued Shares of the Company) within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION AT THE ANNUAL GENERAL MEETING

Mr. Fan has entered into a service agreement with the Company for a term of 3 years, subject to retirement by rotation and re-election according to the Articles. The total amount of Mr. Fan's remuneration for the year ended 31 December 2023 was approximately RMB0.62 million. Mr. Fan's remuneration was determined by the Board on the recommendation of the Remuneration Committee with reference to Mr. Fan's performance, responsibility, workload and time devoted to our Group.

Save as disclosed above, as at the Latest Practicable Date, Mr. Fan (i) has not held any directorship in any companies listed in Hong Kong or overseas in the past three years and has no other major appointments and professional qualifications; (ii) does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling shareholders; and (iii) does not hold any other positions within our Group.

Mr. Kong Guojing (孔國競) (“Mr. Kong”), 59 years old, is the co-chairman and executive Director of our Group. He joined the Group in June 2023 and has been engaged in social enterprises and corporate management and operation for more than 20 years. He has extensive experience in internal and external management such as company investment planning, policy deployment and asset management service and actively serve the society through charity and public welfare work. He also has extensive experience and resources in project management in the construction industry.

From 1995 to 1997, he was the general manager of branch office of Shenzhen Tegeta Decoration Design & Engineering Co. Ltd* (深圳市特藝達裝飾設計工程有限公司) and was the general manager of the business development department of Shenzhen Ping Wing Construction Co. Ltd.* (深圳市坪榮建築有限公司) from 1998 to 2006.

In 2006, he served as the chairman of Zhikang Special Children's Rehabilitation Center* in Longgang District, Shenzhen (深圳市龍崗區智康特殊兒童康復中心). The center was rated as a 5A-level social organization and an advanced social organization for the disabled in Shenzhen. In 2007, he served as the vice president of Shenzhen Longgang Luhe Enterprise Association* (深圳市龍崗陸河企業協會) and served as the chairman of Shenzhen Weida Property Management Co., Ltd.* (深圳市偉達物業管理有限公司) from 2009 to 2020. In 2013, he became the honorary vice president of Shenzhen Business Red Cross Society* (深圳市商務紅十字會) and was awarded the honour of “Helping the Disabled and Caring Model” by Shenzhen Longgang District Disabled Persons' Federation* (深圳市龍崗區殘疾人聯合會) in 2016. In 2022, he became the honorary president of the Luhe County Table Tennis Association* (陸河縣乒乓球協會).

As at the Latest Practicable Date, Mr. Kong has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Kong has entered into a letter of appointment with the Company for an initial term of one year with effect from 22 July 2023, which will be automatically renewed for one year upon expiry of his term of office and subject to retirement by rotation and re-election according to the Articles. The total amount of Mr. Kong's remuneration for the year ended 31 December 2023 was approximately RMB157,000. Mr. Kong's remuneration was determined by the Board on the recommendation of the Remuneration Committee with reference to Mr. Kong's performance, responsibility, workload and time devoted to our Group.

Save as disclosed above, as at the Latest Practicable Date, Mr. Kong (i) has not held any directorship in any companies listed in Hong Kong or overseas in the past three years and has no other major appointments and professional qualifications; (ii) does not have any other interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (ii) does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling shareholders; and (iii) does not hold any other positions within our Group.

NON-EXECUTIVE DIRECTORS

Mr. Chen Li (陳立) ("Mr. Chen"), aged 63, is our non-executive Director of the Company. He is responsible for providing strategic advice and guidance on the business development of the Group.

Mr. Chen has more than 25 years of experience in the decoration and engineering industry. Mr. Chen joined the Group in January 1994. From January 1994 to September 2001, he served as a project manager in Wenye Decoration. Subsequently, He acted as the branch manager in Wuhan branch of Wenye Decoration from September 2001 to April 2013. Mr. Chen then served as a vice president of Wenye Decoration from April 2013 to September 2015. From September 2015 to July 2016, Mr. Chen served as a director of Wenye Decoration. Mr. Chen served as general manager of first business department from June 2016 to May 2017. Mr. Chen has been serving as the project manager of Wenye Decoration since June 2017. Apart from his positions in the Group, Mr. Chen is currently acting as a vice chairman of the board of directors of Wuhan Naite Information Technology Co., Ltd. (武漢奈特信息技術有限公司); as a director of Shanghai Mingrui Financial Leasing Co., Ltd. (上海明銳融資租賃有限公司); as a director of Shanghai Delong Commercial Factoring Co., Ltd. (上海德龍商業保理有限公司); and as the supervisor of Wuhan Shenjian Construction Decorative Design Co., Ltd. (武漢深建建築裝飾設計工程有限公司).

Mr. Chen received his master's degree in Business Administration in Executive Management from the Royal Roads University in Canada in June 2006.

**APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED
FOR RE-ELECTION AT THE ANNUAL GENERAL MEETING**

As at the Latest Practicable Date, Mr. Chen (i) had interest in 19,350,000 shares of the Company in long position (representing approximately 3.26% of the total number of issued Shares of the Company) within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Chen has entered into an appointment letter with the Company for the appointment of non-executive Director for a term of 3 years, subject to retirement by rotation and re-election according to the Articles. The total amount of Mr. Chen's remuneration for the year ended 31 December 2023 was approximately RMB90,000. Mr. Chen's remuneration was determined by the Board on the recommendation of the Remuneration Committee with reference to Mr. Chen's performance, responsibility, workload and time devoted to our Group.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen does not (i) have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) have any other interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (iii) hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; or (iv) hold other positions with other members of the Group.

Mr. Shen Peng (譚鵬) (“Mr. Shen”), aged 37, is our non-executive Director. He joined the Group in June 2023. Mr. Shen has over 10 years of experience in business management and is experienced in corporate strategic investment planning, corporate mergers and acquisitions, asset management, internal control, etc. From 2008 to 2012, he worked at Beijing Hezhi Chuangzhan Investment Company Limited* (北京合智創展投資有限公司) as department manager. From 2012 to 2014, he worked at Sichuan Guoxin Limited* (四川國信有限公司) as department manager. From 2015 to 2017, he worked at Zhongjin Tianyin Asset Management Limited* (中金天銀資本管理有限公司) as person-in-charge of the western district. From 2017 to 2021, he worked at Sichuan Ruifeng Investment Management Group Limited* (四川銳豐投資管理集團有限公司) as general manager, and was responsible for investment and asset management matters. Since 2021, he has been serving as the chairman of Sichuan Dingsheng Ronghui Enterprise Limited* (四川鼎盛榮輝實業有限公司), which engages in investment and supply chain related services in the PRC.

Mr. Shen obtained a bachelor's degree in economics from the Central University of Finance and Economics of the PRC in 2009 and a master's degree in international business management from the Paris School of Business of France in March 2020. He obtained a Certificate of Human Resource Manager* (人力資源總監證書) from the Department of Human Resources and Social Security of Sichuan Province of the PRC (中國四川省人力資源和社會保障廳) in August 2014. He also obtained a Fund Management Qualification Certificate* (基金管理資格證) and a Fund Practitioner Qualification Certificate* (基金從業資格證) from the Asset Management Association of China (中國證券投資基金業協會) in April 2021

**APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED
FOR RE-ELECTION AT THE ANNUAL GENERAL MEETING**

Mr. Shen has entered into an appointment letter with the Company commencing on 22 July 2023 for an initial term of one year, which will be automatically renewed for one year upon expiry of his term of office and subject to retirement by rotation and re-election according to the Articles.

The total amount of Mr. Shen's remuneration for the year ended 31 December 2023 was approximately RMB80,000. Mr. Shen's remuneration was determined by the Board on the recommendation of the Remuneration Committee with reference to Mr. Shen's performance, responsibility, workload and time devoted to our Group.

Save as disclosed above, as at the Latest Practicable Date, Mr. Shen does not (i) have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company ; (ii) have any other interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (iii) hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and has no other major appointments and professional qualifications; or (iv) hold other positions with other members of the Group.

Mr. Li Hongxing (黎紅星) ("Mr. Li"), aged 43, is our non-executive Director. He joined the Group in February 2023. Mr. Li has over 10 years of experience in engineering management. He served as the executive vice president of Shenzhen Construction and Decoration Industry Group Co., Ltd.* (深圳市建裝業集團股份有限公司) from November 2009 to June 2015, during which he was responsible for assisting the chairman to oversee the administrative and project management of the company. He served as the general manager of Shenzhen Yatian Decoration Design Engineering Co., Ltd.* (深圳市雅田裝飾設計工程有限公司) (currently known as Shenzhen Ruiyuan Decoration and Design Engineering Co., Ltd.* (深圳市瑞元裝飾設計工程有限公司)) from July 2015 to April 2016, during which he was responsible for overseeing the overall management of the company. He has been the vice president of Shenzhen Wenye Decoration Design Engineering Co., Ltd. (深圳文業裝飾設計工程有限公司) since April 2016, and he is responsible for overseeing departments for marketing, procurement, cost control, overseas business etc.. Mr. Li graduated from the Wuhan University of Technology (武漢理工大學) in the People's Republic of China with an associate degree in industrial and civil construction in July 2007. He further obtained a bachelor's degree in computer science and technology from the PLA Academy of Artillery (中國人民解放軍炮兵學院) in the PRC in June 2010. Mr. Li obtained a master's degree in construction and civil engineering from Chongqing University in the PRC in December 2016. He was accredited as a first-grade certified constructor (一級建造師) by the Ministry of Construction of the PRC (中華人民共和國建設部) in June 2010. He was accredited as a senior engineer by the Ministry of Human Resources and Social Security of Guangdong Province (廣東省人力資源和社會保障廳) in March 2015. Mr. Li was awarded the Honorary Certificate for 2014 National Building Decoration Industry Excellent Project Manager* (2014年全國建築裝飾行業優秀項目經理榮譽證書) by the China Building Decoration Association (中國建築裝飾協會) in June

2014 and the Special Honorary Certificate for 2014 “Luban Award” Project Manager (Construction Participation)* (2014年度「魯班獎工程項目經理（參建）特別榮譽證書」 by the China Construction Industry Association (中國建築業協會) in June 2015.

Mr. Li has entered into an appointment letter with the Company commencing on 22 July 2023 for an initial term of one year, which will be automatically renewed for one year upon expiry of his term of office and subject to retirement by rotation and re-election according to the Articles. The total amount of Mr. Li’s remuneration for the year ended 31 December 2023 was approximately RMB80,000. Mr. Li’s remuneration was determined by the Board on the recommendation of the Remuneration Committee with reference to Mr. Li’s performance, responsibility, workload and time devoted to our Group.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li did not (i) have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) have any other interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (iii) hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and has no other major appointments and professional qualifications; or (iv) hold other positions with other members of the Group.

Mr. Mak Ho Fai (麥浩輝) (“Mr. Mak”), aged 28, has over 8 years of finance-related experience. He was the assistant to general manager of Shenzhen Chiyue Technology Co., Ltd* (深圳市馳悅科技有限公司) from July 2013 to April 2015 and the investment manager of the same company from May 2015 to December 2017. From January 2018 to April 2020, he was the chief investment officer of Sino-German Smart HighTech Co., Ltd* (中德智慧高科技有限公司). Since May 2020, he has been managing his own family assets.

As at the Latest Practicable Date, Mr. Mak (i) had interest in 37,072,000 shares of the Company in long position (representing approximately 6.24% of the total number of issued Shares of the Company) within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Mak has entered into a letter of appointment with the Company commencing on 29 May 2024 for an initial term of one year, which will be automatically renewed for one year upon expiry of his term of office and subject to retirement by rotation and re-election according to the Articles. Accordingly, Mr. Mak did not receive any remuneration for the year ended 31 December 2023.

Save as disclosed above, as at the Latest Practicable Date, Mr. Mak did not (i) have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) have any other interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (iii) hold any other directorships in any public

**APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED
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companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and has no other major appointments and professional qualifications; or (iv) hold other positions with other members of the Group.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Huang Wei (黃偉) (“Mr. Huang”), aged 39, is a registered lawyer admitted in the People’s Republic of China since November 2011 and has over 10 years of experience in advising corporations in capital markets and in corporate governance. Mr. Huang has been the senior partner of Hylands Law Firm Shenzhen Office (北京浩天 (深圳) 律師事務所) since September 2022. From January 2018 to August 2022, Mr. Huang worked in Guanghe Law Firm (廣東廣和律師事務所) as a senior partner. From July 2013 to December 2017, Mr. Huang worked in Yingke Law Firm Shenzhen Office (北京市盈科 (深圳) 律師事務所) as a partner. From March 2010 to June 2013, Mr. Huang worked in China Commercial Law Firm* (廣東華商律師事務所).

Mr. Huang graduated from The National Police University for Criminal Justice (中央司法警官學院) in the PRC in June 2008 with a Bachelor’s Degree in Law. He subsequently completed his postgraduate studies in civil and commercial law from Sun Yat-Sen University (中山大學) in the PRC in July 2013.

Mr. Huang has entered into an appointment letter with the Company commencing on 13 October 2023 for an initial term of one year, which will be automatically renewed for one year upon expiry of his term of office and subject to retirement by rotation and re-election according to the Articles. The total amount of Mr. Huang’s remuneration for the year ended 31 December 2023 was approximately RMB16,667. Mr. Huang’s remuneration was determined by the Board on the recommendation of the Remuneration Committee with reference to Mr. Huang’s performance, responsibility, workload and time devoted to our Group.

Save as disclosed above, as at the Latest Practicable Date, Mr. Huang (i) did not have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) did not have any other interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (iii) did not hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and has no other major appointments and professional qualifications; and (iv) did not hold other positions with other members of the Group.

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Mr. Ma Kin Ling (馬建凌) (“Mr. Ma”), aged 41, holds various positions in companies listed on the Main Board of the Stock Exchange. He is currently the chief financial officer and company secretary of China Zenith Chemical Group Limited (stock code: 362) and an independent non-executive director of SunCorp Technologies Limited (stock code: 1063) and Wisdom Wealth Resources Investment Holding Group Limited (stock code: 7).

Mr. Ma is a member of the Hong Kong Institute of Certified Public Accountants. He graduated from City University of Hong Kong with a Bachelor degree of Business Administration (Honours) in Accountancy and Law. Prior to the joining the Group, he worked in reputable international accounting firms and has over 10 years’ experience in auditing and accounting.

Mr. Ma has entered into an appointment letter with the Company commencing on 22 July 2023 for an initial term of one year, which will be automatically renewed for one year upon expiry of his term of office and subject to retirement by rotation and re-election according to the Articles. The total amount of Mr. Ma’s remuneration for the year ended 31 December 2023 was approximately RMB75,000. Mr. Ma’s remuneration was determined by the Board on the recommendation of the Remuneration Committee with reference to Mr. Ma’s performance, responsibility, workload and time devoted to our Group.

As at the Latest Practicable Date, save as disclosed above, Mr. Ma (i) did not have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) did not have any other interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (iii) did not hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and has no other major appointments and professional qualifications; and (iv) did not hold other positions with other members of the Group.

Ms. Ye Jinyu (葉金玉) (“Ms. Ye”), aged 49, has over 20 years of experience in the business management field. Ms. Ye was the President and Chief Executive Officer of Shenzhen Weiqi Industrial Co., Ltd.* (深圳市味奇實業有限公司) from March 2002 until December 2020. Previously, Ms. Ye worked as an assistant to the President at Shenzhen East-West Industrial Development Co., Ltd.* (深圳市東西方實業發展有限公司) from July 1997 to December 2001, as an office director at Shenzhen Huolibao Food Co., Ltd.* (深圳市活力寶食品有限公司) from March 1996 to October 1997 and as Secretary to the President at Samsung Electronics (Huizhou) Co., Ltd.* (三星電子(惠州)有限公司) from July 1994 to December 1995.

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Ms. Ye completed a course in business model innovation and capital operation delivered by Peking University in March 2015. She subsequently completed her studies in business administration from China Agricultural University by distance learning in January 2016. She obtained the qualification certificate for Secretary of the Board of Directors from the Shenzhen Stock Exchange in August 2015.

Ms. Ye has been recognised for her professional achievements and contributions to the industry. She received the Certificate for High-Level Professional in Shenzhen* (深圳市高層次專業人才證書) in October 2014 and the Certificate for High-Caliber Personnel in Longhua New District* (深圳市龍華新區高層次人才證書) in October 2015.

Ms. Ye has entered into an appointment letter with the Company commencing on 19 August 2024 for an initial term of one year, which will be automatically renewed for one year upon expiry of her term of office and subject to retirement by rotation and re-election according to the Articles. Accordingly, Ms. Ye did not receive any remuneration for the year ended 31 December 2023.

Save as disclosed above, as at the Latest Practicable Date, Ms. Ye (i) did not have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) did not have any other interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (iii) did not hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and has no other major appointments and professional qualifications; and (iv) did not hold other positions with other members of the Group.

Save as disclosed above, there is no other information in relation to the proposed appointments of Mr. Fan, Mr. Kong, Mr. Chen, Mr. Shen, Mr. Li, Mr. Huang, Ms. Ye and Mr. Ma that need to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 594,000,000 Shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date up to the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 59,400,000 Shares, which represent 10% of the number of issued shares of the Company as at the date of the AGM, during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company following the AGM; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the date upon which such authority is revoked or varied by the ordinary resolutions passed by the Shareholders in general meeting prior to the next annual general meeting of the Company.

REASONS OF REPURCHASE

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

FUND OF REPURCHASE

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association and the Cayman Companies Act. The Cayman Companies Act provides that the amount of capital repaid in connection with a share repurchase may be paid out of either the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital (including share premium account and capital redemption reserve) if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business.

IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in the consolidated financial position of the Company as at 31 December 2022, being the date of the latest published audited financial statements of the Company) if the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

DIRECTORS, THEIR CLOSE ASSOCIATES 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, has any present intention to sell any Shares to the Company under the Repurchase Mandate in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected person (as defined under the Listing Rules) has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

EFFECT OF THE TAKEOVERS CODE

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

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands, and are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest	Lowest
	traded prices	traded prices
	<i>HK\$</i>	<i>HK\$</i>
2023		
August*	N/A	N/A
September*	N/A	N/A
October*	N/A	N/A
November*	N/A	N/A
December*	N/A	N/A
2024		
January	0.720	0.058
February	0.080	0.055
March	0.082	0.040
April	0.070	0.040
May	0.082	0.056
June	0.064	0.043
July	0.054	0.036
August	0.050	0.039

* Trading of the Shares was suspended with effect from 9:30 a.m. on 13 May 2022 until the resumption of trading from 9:00 a.m. on 3 January 2024. As such, no reference is made to the Share quoted on the Stock Exchange during the month.

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

The following are the proposed amendments to the Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the new Memorandum and Articles of Association. If the serial numbering of the provisions of the Memorandum and Articles of Association changed due to the addition, deletion or re-arrangement of certain provisions made in these amendments, the serial numbering of the provisions of the Memorandum and Articles of Association as so amended shall be changed accordingly, including cross-references.

Note: The Memorandum and Articles of Association is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

Provision No. Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)

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**THE COMPANIES ACT ~~LAW~~
(AS REVISED ~~2018 REVISION~~)
OF
THE CAYMAN ISLANDS
EXEMPTED COMPANY LIMITED BY SHARES**

**SECOND AMENDED AND RESTATED MEMORANDUM
AND ARTICLES OF ASSOCIATION**

OF

**WENYE GROUP HOLDINGS LIMITED
(文業集團控股有限公司)**

(~~As conditionally adopted by a special resolution passed on [date] [month]
2024-21 December 2019 and effective on the date on which the shares of the
Company are listed on The Stock Exchange of Hong Kong Limited~~)

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

Memorandum of Association

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**THE COMPANIES ACT LAW
(~~AS REVISED 2018 REVISION~~)
OF THE CAYMAN ISLANDS
EXEMPTED COMPANY LIMITED BY SHARES**

**SECOND AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION
OF
WENYE GROUP HOLDINGS LIMITED
(文業集團控股有限公司)**

(~~As conditionally adopted by a special resolution passed on [date] [month]
2024-21 December 2019 and effective on the date on which the shares of the
Company are listed on The Stock Exchange of Hong Kong Limited~~)

Heading

**THE COMPANIES ACT LAW
(~~AS REVISED 2018 REVISION~~)
OF THE CAYMAN ISLANDS
EXEMPTED COMPANY LIMITED BY SHARES**

**SECOND AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION
OF
WENYE GROUP HOLDINGS LIMITED
(文業集團控股有限公司)**

(~~As conditionally adopted by a special resolution passed on [date] [month]
2024-21 December 2019 and effective on the date on which the shares of the
Company are listed on The Stock Exchange of Hong Kong Limited~~)

2. The Registered Office of the Company ~~is situated shall be~~ at the offices of Vistra (Cayman) Campbells Corporate Services Limited, P.O. Box 31119, Grand Pavilion, Hibiscus Way, 802 West Bay Road Floor 4, Willow House, Cricket Square, Grand Cayman KY1-1205 KY1-9010, Cayman Islands or at such other place in the Cayman Islands as the Board may from time to time decide.

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

5. The authorised share capital of the Company is HK\$380,000 divided into 3,800,000,000 shares of a ~~nominal or~~ par value of HK\$0.0001 each.

Articles of Association

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**THE COMPANIES ACT LAW
(AS REVISED 2018 REVISION)
OF THE CAYMAN ISLANDS
EXEMPTED COMPANY LIMITED BY SHARES**

**SECOND AMENDED AND RESTATED
ARTICLES OF ASSOCIATION
OF
WENYE GROUP HOLDINGS LIMITED
(文業集團控股有限公司)**

~~(As conditionally adopted by a special resolution passed on [date] [month]
2024-21 December 2019 and effective on the date on which the shares of the
Company are listed on The Stock Exchange of Hong Kong Limited)~~

Heading

**THE COMPANIES ACT LAW
(AS REVISED 2018 REVISION)
OF THE CAYMAN ISLANDS
EXEMPTED COMPANY LIMITED BY SHARES**

**SECOND AMENDED AND RESTATED
ARTICLES OF ASSOCIATION
OF
WENYE GROUP HOLDINGS LIMITED
(文業集團控股有限公司)**

~~(As conditionally adopted by a special resolution passed on [date] [month]
2024-21 December 2019 and effective on the date on which the shares of the
Company are listed on The Stock Exchange of Hong Kong Limited)~~

1. **Exclusion of Table A**

The regulations contained in Table A in the ~~First~~ Schedule to the Companies Act (as Revised) do ~~Law shall~~ not apply to the Company.

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

2.2. In these Articles, unless there be something in the subject or context inconsistent therewith:

“Auditor(s)” shall mean the person(s) appointed by the Company from time to time to perform the duties of auditors of the Company.

“clear days” means in relation to the period of a notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

“Companies Act Law” shall mean the Companies Act~~Law~~ (as Revised 2018 Revision); ~~Cap. 22~~ of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.

“dividend” shall include bonus dividends and distributions permitted by the Companies Act~~Law~~ to be categorised as dividends.

“electronic” shall have the meaning given to it in the Electronic Transactions Act~~Law~~.

“electronic communication” shall mean a communication sent, transmitted, conveyed and received by wire, by radio, by optical means, by electronic means or by other similar means in any form through any medium.

“electronic record” has the same meaning as in the Electronic Transactions Act.

“Electronic Transactions Act Law” shall mean the Electronic Transactions Act~~Law~~ (As Revised 2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.

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

<u>“HKSCC”</u>	shall have the meaning as defined in the <u>Listing Rules</u> .
<u>“Notice”</u>	shall mean written notice unless otherwise <u>specifically stated and as further defined in these Articles</u> .
<u>“ordinary resolution”</u>	shall mean a resolution passed by a simple majority of the <u>total voting rights–votes</u> of such members–as, being entitled to do so, <u>present and voting–vote</u> in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting held in accordance with these Articles and includes an ordinary resolution passed pursuant to Article 13.10.
<u>“recognised clearing house”</u>	shall <u>mean a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction, including in the case of the Company, the HKSCC–have the meaning ascribed thereto in Part I of Schedule 1 of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</u>
<u>“special resolution”</u>	shall have the same meaning as ascribed thereto in the Companies <u>Act–Law</u> and shall include a unanimous written resolution of all members: for this purpose, the requisite majority shall be not less than three-fourths of the <u>total voting rights–votes</u> of such members–as, being entitled to do so, <u>present and voting–vote</u> in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, and includes a special resolution passed pursuant to Article 13.10.

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“Statutes” the Companies Act and every other law of the
Legislature of the Cayman Islands for the time being in
force applying to or affecting the Company, its
Memorandum and/or these Articles.

2.3. Subject as aforesaid, any words defined in the Companies ~~Act~~Law shall, if not inconsistent with the subject and/or context, bear the same meanings in these Articles.

2.6. Any requirements as to delivery under these Articles include delivery in the form of an electronic record.

2.67 Sections 8 and 19(3) of the Electronic Transactions ~~Act~~Law shall not apply.

3.1. The authorised share capital of the Company at the date of the adoption of these Articles is HK\$380,000 divided into 3,800,000,000 shares of a ~~nominal~~or par value of HK\$0.0001 each.

3.2. Subject to the provisions of these Articles and to any direction that may be given by the Company in general meeting and without prejudice to any special rights conferred on the holders of any existing shares or attaching to any class of shares, any share may be issued with or have attached thereto such preferred, deferred, qualified or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise, and to such persons at such times and for such consideration as the Board may determine. Subject to the Companies ~~Act~~Law and to any special rights conferred on any members or attaching to any class of shares, any share may, with the sanction of a special resolution, be issued on terms that it is, or at the option of the Company or the holder thereof is, liable to be redeemed. No shares shall be issued to bearer.

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- 3.4. If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Companies ~~Act-Law~~, be varied or abrogated with ~~the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the~~ sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate general meeting, all the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the quorum for the purposes of any such separate general meeting and of any adjournment thereof shall be two or more ~~a person or~~ persons together holding (or, in the case of a member being a corporation, by its ~~representing by proxy or~~ duly authorised representative) or representing by proxy at the date of the relevant meeting holding not less than one-third ~~in nominal value~~ of the voting rights of the members-issued shares of that class.

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- 3.7. Subject to the Companies ~~Act~~Law, 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.
- 3.10. Subject to the provisions of the Companies ~~Act~~Law and the Memorandum, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holders are, liable to be redeemed on such terms and in such manner, including out of capital, as determined by a special resolution.
- 3.14. Subject to the provisions of the Companies ~~Act~~Law, the Memorandum and these Articles relating to new shares, the unissued shares in the Company (whether forming part of its original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration, and upon such terms, as the Board shall determine.

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- 3.15. The Company may, unless prohibited by law, at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the Companies Act ~~Law~~ shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the shares are issued.
- 4.1. The Board shall cause to be kept at such place within or outside the Cayman Islands as it deems fit a principal register of the members and there shall be entered therein the particulars of the members and the shares issued to each of them and other particulars required under the Companies Act ~~Law~~.
- 4.4. Notwithstanding anything contained in this Article 4, the Company shall as soon as practicable and on a regular basis record in the principal register all transfers of shares effected on any branch register and shall at all times maintain the principal register in such manner as to show at all times the members for the time being and the shares respectively held by them, in all respects in accordance with the Companies Act ~~Law~~.
- 4.5. For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required ~~by Section 40 of the Companies Act~~ Law in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.
- 4.6. Except when a register is closed in accordance with the terms equivalent to relevant section of the Companies Ordinance and, if applicable, subject to the additional provisions of Article 4.8, the principal register and any branch register shall during business hours be kept open to inspection by any member without charge.

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- 4.8. 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. The Company may close the register maintained in Hong Kong in a manner which complies with section 632 of the Companies Ordinance.
- 4.11. Every person whose name is entered as a member in the register shall be entitled to receive, within any relevant time limit as prescribed in the Companies Act Law or as the Exchange may from time to time determine, whichever is shorter, and subject to payment of any fees which may be payable pursuant to Article 7.8, after allotment or lodgement of transfer, or within such other period as the conditions of issue shall provide, one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.

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- 4.12. Every certificate for shares or debentures or representing any other form of security of the Company shall be issued under the seal of the Company, which shall only be affixed or imprinted to a share certificate with the authority of the Board.
- 10.1. (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-Law; and
- (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-Law, 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.
- 10.2. The Company may by special resolution reduce its share capital or any capital redemption reserve in any manner authorised and subject to any conditions prescribed by the Companies Act-Law.
- 11.5. The Board shall cause a proper register to be kept, in accordance with the provisions of the Companies Act-Law, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Companies Act-Law in regard to the registration of mortgages and charges therein specified and otherwise.
- 12.1. The Company shall hold a general meeting as its annual general meeting in respect of each financial year ~~other than the year of the Company's adoption of these Articles~~, within six months (or a longer period as may be permitted by the Listing Rules, if any) after the end of the Company's financial year ~~a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise)~~. 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.

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- 12.2. All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
- 12.3. The Board may, whenever it thinks fit, convene an extraordinary general meeting. ~~Any one General meetings shall also be convened on the written requisition of any two or more members (including a recognised clearing house (or its nominees)) holding deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the total paid up capital of the Company which carries the right of voting rights at general meetings of the Company (on a one vote per share basis) in the share capital of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition and/or add resolutions to the agenda of a meeting. Such General meetings may also be convened on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company specifying the objects and the resolutions to be added to the agenda of the meeting and signed by the requisitionists of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) himself (themselves) or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to him (them) by the Company.~~

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- 12.4. An annual general meeting shall be called by not less than 21 clear days' notice in writing and any other general meetings (including an extraordinary general meeting) shall be called by not less than 14 clear days' notice in writing, unless permitted by the Listing Rules, in which case a general meeting may be called by shorter notice. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.
- 12.5. Notwithstanding that a meeting of the Company is called by shorter notice than that referred to in Article 12.4, if permitted by the Listing Rules, it shall be deemed to have been duly called, subject to the Companies Act, if it is so agreed:
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% of the total voting rights at the meeting of the members of the Company ~~in nominal value of the shares giving that right.~~
- 13.3. The ~~Chairman~~ chairman of the ~~Board~~ board ~~of Directors~~ shall take the chair at every general meeting, or, if there be no such chairman or, if at any general meeting such chairman shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present shall choose another Director as Chairman, and if no Director be present, or if all the Directors present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members present (whether in person or represented by proxy or duly authorised representative) shall choose one of their own number to be Chairman.
- 13.11 A special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles.

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- 14.1. 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 where a show of hands is allowed, 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 one vote, and on a poll 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 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 member who is 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.
- 14.2. Every member shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting, except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration. Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.
- 14.8. Any member entitled to attend, speak and vote at a meeting of the Company (including without limitation a recognised clearing house, where it is a member) shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall be entitled to exercise the same powers on behalf of the member for whom he acts as proxy as such member could exercise. ~~have the same right as the member to speak at the meeting.~~ Votes may be given either personally (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy. A proxy need not be a member. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting).

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- 14.10. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending, speaking and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 14.14. Any corporation which is a member may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of members of any class of shares and the person so authorised shall be entitled to exercise the same powers (including without limitation the power to attend, speak and vote at any meeting) on behalf of the corporation which he represents as that corporation could exercise if it were an individual member and where a corporation is so represented, it shall be treated as being present at any meeting in person. A corporation may execute a form of proxy under the hand of a duly authorised officer.

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- 14.15. 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,~~ or at any meetings of the creditors of the Company (as the case may be) 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, the right to speak and vote on a poll, and where a show of hands is allowed, the right to speak and vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.
- 16.2. 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 next following ~~general meeting of the Company~~ after his appointment and shall then be eligible for re-election at that meeting. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at that meeting.
- 16.3. The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Companies ~~Act-Law~~, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the first annual next following ~~general meeting of the Company~~ after his appointment and shall then be eligible for re-election.

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- 16.5. The Company shall keep at its registered office a register of directors and officers containing their names and addresses and any other particulars required by the Companies ~~Act~~Law and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify to the Registrar of Companies of the Cayman Islands any change that takes place in relation to such Directors as required by the Companies ~~Act~~Law.
- 16.6. The ~~members~~Company may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution, ~~at any time~~ remove any Director (including a Managing Director or other executive Director) before the expiration of his ~~term~~period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any contract) and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provision of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.
- 18.1. Subject to any exercise by the Board of the powers conferred by Articles 19.1 to 19.3, the management of the business of the Company shall be vested in the Board which, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the Companies ~~Act~~Law expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Companies ~~Act~~Law and these Articles and to any regulation from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
- 18.3. Except as would be permitted by the Companies Ordinance if the Company were a company incorporated in Hong Kong, and except as permitted under the Companies ~~Act~~Law, the Company shall not directly or indirectly:

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- 21.1. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board. Anything by the Companies Act~~Law~~ or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary appointed by the Board, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically in that behalf by the Board.
- 21.2. A provision of the Companies Act~~Law~~ or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.
- 23.1. The Company in general meeting may upon the recommendation of the Board by ordinary resolution resolve that it is desirable to capitalise all or any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or funds or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of dividend on any shares with a preferential right to dividend) and accordingly that such sums be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares, debentures or other securities of the Company to be allotted and distributed credited as fully paid up to and amongst such members in proportion aforesaid or partly in one way and partly in the other, and the Board shall give effect to such resolution, provided that a share premium account and a capital redemption reserve and any reserve or fund representing unrealised profits may, for the purposes of this Article, only be applied in paying up unissued shares to be issued to members as fully paid up shares or paying up calls or instalments due or payable on partly paid securities of the Company subject always to the provisions of the Companies Act~~Law~~.
- 24.1. Subject to the Companies Act~~Law~~ and these Articles, the Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board.

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- 24.12. The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. The Company may apply the share premium account in any manner permitted by the Companies Act~~Law~~. The Company shall at all times comply with the provisions of the Companies Act~~Law~~ in relation to the share premium account.
- 24.19. Whenever the Directors or the Company in general meeting, have resolved that a dividend be paid or declared, the Directors may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may disregard fractional entitlements, round the same up or down or provide that the same shall accrue to the benefit of the Company, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective. Where required, a contract shall be filed in accordance with the provisions of the Companies Act~~Law~~ and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend and such appointment shall be effective.
27. The Board shall make the requisite annual returns and any other requisite filings in accordance with the Companies Act~~Law~~.
- 28.1. The Board shall cause to be kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions and otherwise in accordance with the Companies Act~~Law~~.
- 28.2. The books of account shall be kept at the Company's principal place of business in Hong Kong or, subject to the provisions of the Companies Act~~Law~~, at such other place or places as the Board thinks fit and shall always be open to inspection by the Directors.

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- 28.3. The Board shall from time to time determine whether, to what extent, at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to inspection by the members (other than officers of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the Companies Act—Law or any other relevant law or regulation or as authorised by the Board or by the Company in general meeting.
- 28.6. To the extent permitted by and subject to due compliance with these Articles, the Companies Act—Law and all applicable rules and regulations, including, without limitation, the Listing Rules—rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by the Statutes—these Articles and the Companies Law, a summarised summary financial statements—statement derived from the Company’s annual financial statements aeeounts, together with the Directors’ report and the Auditors’ report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies Act—Law and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements aeeounts of the Company, together with the Director’s report and the Auditor’s report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summarised—summary financial statements statement, a complete printed copy of the Company’s annual financial statements aeeounts, together with the Directors’ report and the Auditor’s report thereon.
- 28.7. The requirement to send to a person referred to in Articles 28.4 and 28.5 the documents referred to in that article or a summary financial report in accordance with Article 28.6 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Articles 28.4 and 28.5 and, if applicable, a summary financial report complying with Article 28.6, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication).

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

29.2. The ~~members~~Company shall at every ~~annual~~ a general meeting, by ordinary resolution, appoint an Auditor~~auditor~~ or Auditor(s)~~auditors~~ of the Company who shall audit the accounts of the Company and hold office until the conclusion of the next annual general meeting. The removal of an Auditor before the expiration of his ~~term~~period of office shall require the approval of an ordinary resolution of the members in general meeting and the members shall, by ordinary resolution, at that meeting appoint another Auditor in his stead for the remainder of his term. The remuneration of the Auditors shall be fixed by the Company's members by ordinary resolution at the~~annual~~ general meeting at which they are appointed or in such manner as specified in such ordinary resolution~~provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board~~. No person may be appointed as the, or an Auditor, unless he is independent of the Company. ~~The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act, provided that such appointment to fill the vacancy is only until the next annual general meeting of the Company, at which the requirements of this Article 29.2 shall be met. The appointment, removal and remuneration of any Auditor(s) of the Company must be approved by a majority of the members in a general meeting or by other body that is independent of the Board, except that in any particular year the Company in general meeting (or such body independent of the Board as aforementioned) may delegate the fixing of such remuneration to the Board and the remuneration of any Auditor(s) appointed to fill any casual vacancy by the Board under this Article may be fixed by the Board.~~

30.1. (1) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the Companies Act and the Listing Rules from time to time and subject to this Article, contained in an electronic communication.

**APPENDIX III PARTICULARS OF THE PROPOSED AMENDMENTS TO
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(2) Any Except as otherwise provided in these Articles, any notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from 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, shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be given or issued by the following means: 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.

(a) by serving it personally on the relevant person;

(b) by sending it through the post in a prepaid envelope addressed to such member at his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose;

(c) by delivering or leaving it at such address as aforesaid;

(d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Exchange;

(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 30.1(4), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (including implied or deemed consent) from such person;

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

(f) by publishing it on the Company's website or the website of the Exchange to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (including implied or deemed consent) from such person;

(g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.

In the case of joint holders of a share, all notices shall be given to one of the joint holders that holder for the time being whose name stands first in the register and the notice so given shall be deemed a sufficient service on or delivery notice to all the joint holders.

(3) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.

(4) Every member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which notices can be served upon him.

(5) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 28.5, 28.6, 30.10, 30.11 and 30.12 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such member.

30.3. No other person shall be entitled to receive Notices ~~notices~~ of general meetings.

**APPENDIX III PARTICULARS OF THE PROPOSED AMENDMENTS TO
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30.4. A member shall be entitled to have Notice ~~notice~~ served on him at any address within Hong Kong. Any member whose registered address is outside Hong Kong and who has not given functional electronic contact details for the dissemination of actionable corporate communication (within the meaning ascribed thereto under the Listing Rules) ~~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.

30.5. Any Notice ~~notice~~ or other document ~~if served or delivered~~ ~~sent~~ by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, it is put into the ~~a post-office situated within Hong Kong;~~ and in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly ~~prepaid,~~ addressed and put into the ~~such~~ post-office and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice ~~notice~~ or other document was so addressed and put into the ~~such~~ post-office shall be conclusive evidence thereof.

**APPENDIX III PARTICULARS OF THE PROPOSED AMENDMENTS TO
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- 30.6. Any ~~Notice-notice~~ or other document if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant dispatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, dispatch, transmission or publication shall be conclusive evidence thereof ~~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 or other document if published as an-notice served by advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears 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 or other document if sent-notice given by electronic communication means as provided herein, shall be deemed to be given ~~have been served and delivered~~ on the day on which it is transmitted from the server of the Company or its agent, except that any failure in transmission beyond the sender's control shall not invalidate the effectiveness of the notice or document being served. A Notice, document or publication if placed or published on either the Company's website or the website of the Exchange or the website to which the relevant person may have access, shall be deemed to have been given or served by the Company on the day which the Notice document or publication first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required ~~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.

**APPENDIX III PARTICULARS OF THE PROPOSED AMENDMENTS TO
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- 30.9. A Notice~~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~~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 such manner as provided in Article 30.1(2),~~pursuance of these Articles,~~ shall, notwithstanding that such member be then deceased or bankrupt or that any other event has occurred, and whether or not the Company has notice of his death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any ~~registered~~ shares registered in the name of such member, whether held solely or jointly with other persons by such member unless~~until~~ some other person be registered in his stead as the holder or joint holder thereof at the time of the service or delivery of the Notice or document, and such service or delivery shall for all purposes ~~of these Articles~~ be deemed a sufficient service or delivery of such Notice~~notice~~ or document on his personal representatives and all persons ~~(if any) jointly~~ interested (whether jointly with or as claiming through or under~~with~~ him) in any such shares.

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

- 32.1. If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution of the Company and any other sanction required by the Companies Act ~~Law~~ divide among the members *in specie* or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the Companies Act ~~Law~~, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.
- 32.4. Subject to the Companies Act, the Company may at any time and from time to time be wound up voluntarily by a special resolution passed at a general meeting.
- 33.2. Subject to the Companies Act ~~Law~~, if any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.
34. The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it. Unless otherwise determined by the Board, the financial year of the Company shall end on the 31st day of December in each calendar year.
35. Subject to the Companies Act ~~Law~~, the Company may at any time and from time to time by a special resolution passed at a general meeting approve the amendments to ~~alter or amend~~ the Memorandum and these Articles in whole or in part.

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

36. The Company shall, subject to the provisions of the Companies Act~~Law~~ and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.
37. The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Companies Act~~Law~~), upon such terms as the Directors may determine.

NOTICE OF ANNUAL GENERAL MEETING



Wenye Group Holdings Limited

文業集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1802)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Wenye Group Holdings Limited (the “**Company**”) will be held at the conference room at 5/F, Baoneng Motor Building, No. 128 Liyuan Road, Luohu District, Shenzhen, PRC on 23 September 2024 at 11:30 am for the purpose of considering and, if thought fit, passing the resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries together with the reports of the directors of the Company and auditor of the Company for the years ended 31 December 2021, 31 December 2022 and 31 December 2023.
2.
 - (a) To re-elect Mr. Fan Shaozhou as an executive director of the Company.
 - (b) To re-elect Mr. Kong Guojing as an executive director of the Company.
 - (c) To re-elect Mr. Chen Li as a non-executive director of the Company.
 - (d) To re-elect Mr. Shen Peng as a non-executive director of the Company.
 - (e) To re-elect Mr. Li Hongxing as a non-executive director of the Company.
 - (f) To re-elect Mr. Mak Ho Fai as a non-executive director of the Company.
 - (g) To re-elect Mr. Huang Wei as an independent non-executive director of the Company.
 - (h) To re-elect Mr. Ma Kin Ling as an independent non-executive director of the Company.

NOTICE OF ANNUAL GENERAL MEETING

- (i) To re-elect Ms. Ye Jinyu as an independent non-executive director of the Company.
3. To consider and, if thought fit, pass, with or without modification, the following resolution as an ordinary resolution of the Company:

(A) **“THAT:**

- (i) subject to paragraph (iii) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorize the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted, issued or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of

NOTICE OF ANNUAL GENERAL MEETING

the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% of the number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly;

(iv) for the purpose of this resolution:

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

(1) the conclusion of the next annual general meeting of the Company;

(2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or

(3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

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

(B) “**THAT:**

(i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of

NOTICE OF ANNUAL GENERAL MEETING

Hong Kong Limited or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Code on Share Repurchases and, subject to and in accordance with all applicable laws and the Listing Rules, be and is hereby generally and unconditionally approved;

- (ii) the aggregate number of issued shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or
- (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

(C) **“THAT:**

conditional upon the passing of resolutions numbered 3(A) and 3(B) set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 3(A) set out in the notice convening this meeting be and is hereby extended by the addition to the number of issued shares of the Company which may be allotted by the directors of the Company pursuant to such general mandate an amount representing the number of issued shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 3(B) set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the number of issued shares of the Company as at the date of passing of the said resolutions.”

SPECIAL RESOLUTION

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

“THAT:

- (a) the proposed amendments to the existing memorandum and articles of association of the Company (**“Proposed Amendments”**), be and are hereby approved;
- (b) the second amended and restated memorandum and articles of association of the Company (the **“New Memorandum and Articles”**), incorporating all of the Proposed Amendments to the existing memorandum and articles of association of the Company, copies of which have been produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification, be and are hereby approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with effect immediately from the close of this meeting; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) any one of the Directors or the Company Secretary of the Company be and is hereby authorised and instructed to do all such acts and things (including filing the New Memorandum and Articles with the relevant authorities for approval, endorsement and/or registration as appropriate) and execute and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as the Director or Company Secretary of the Company in his or her sole opinion and absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the Proposed Amendments and adoption of New Memorandum and Articles.”

By order of the Board
Wenye Group Holdings Limited
Fan Shaozhou
Chairman and Chief Executive Officer

Shenzhen, PRC, 30 August 2024

Registered office:

Vistra (Cayman) Limited
P.O. Box 31119
Grand Pavilion, Hibiscus Way
802 West Bay Road
Grand Cayman KY1-1205
Cayman Islands

Principal place of business in Hong Kong:

10/F., Shum Tower
268 Des Voeux Road Central
Sheung Wan
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In the case of joint holders of any Shares, any one of such joint holders may vote at the above meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto. However, if more than one of such joint holders be present at the meeting, either personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.

NOTICE OF ANNUAL GENERAL MEETING

3. In order to be valid, a form of proxy must be completed, signed and returned to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for holding the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude the shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
4. For determining the entitlement to attend and vote at the above meeting, the transfer books and register of members of the Company will be closed from Friday, 20 September 2024 to Monday, 23 September 2024, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the above meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office 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, 19 September 2024.
5. All resolutions at the meeting will be taken by poll (except where the chairman, in good faith, decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands). The results of the poll will be published on the websites of the Stock Exchange and of the Company in accordance with the Listing Rules.
6. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board of the Company comprises (i) two executive directors, namely, Mr. Fan Shaozhou (Chairman and Chief Executive Officer) and Mr. Kong Guojing (Co-Chairman); (ii) four non-executive directors, namely, Mr. Chen Li, Mr. Shen Peng, Mr. Li Hongxing and Mr. Mak Ho Fai; and (iii) three independent non-executive directors, namely, Mr. Huang Wei, Mr. Ma Kin Ling and Ms. Ye Jinyu.

In case of any inconsistency, the English text of this notice shall prevail over the Chinese text.