THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

漢港控股
SINO HARBOUR HOLDINGS

Sino Harbour Holdings Group Limited
漢港控股集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1663)

PROPOSALS FOR
GRANT OF GENERAL MANDATES TO ISSUE SHARES
AND
REPURCHASE SHARES
AND
EXTENSION OF ISSUE MANDATE
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING

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

A notice convening the 2025 AGM to be held at Room 1215, Tower B, Hunghom Commercial Centre, 37–39 Ma Tau Wai Road, Hunghom, Kowloon, Hong Kong on Friday, 19 September 2025 at 10:00 a.m. (or any adjournment thereof) is set out on pages 19 to 24 of this circular.

A form of proxy for use in connection with the 2025 AGM is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sinoharbour.com.hk). If you are not able or do not intend to attend the 2025 AGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the 2025 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2025 AGM or its adjournment (as the case may be) if you so wish. If you attend and vote at the 2025 AGM, the instrument appointing your proxy will be deemed to have been revoked.

31 July 2025

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This circular is prepared in both English and Chinese. In the event of any inconsistency, the English text of this circular will prevail.

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

"2024 AGM"	the AGM held on 20 September 2024
"2025 AGM"	the AGM to be held at Room 1215, Tower B, Hunghom Commercial Centre, 37–39 Ma Tau Wai Road, Hunghom, Kowloon, Hong Kong on Friday, 19 September 2025 at 10:00 a.m. (or any adjournment thereof) to consider and, if appropriate, to approve the resolutions contained in the 2025 AGM Notice, which is set out on pages 19 to 24 of this circular, or its adjournment
"2025 AGM Notice"	the notice convening the 2025 AGM, which is set out on pages 19 to 24 of this circular
"AGM"	the annual general meeting of the Company
"Audit Committee"	the audit committee of the Board
"Board"	the board of Directors
"Bye-laws"	the bye-laws of the Company, as amended, supplemented or otherwise modified from time to time
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"Chairman"	the chairman of the Board
"Chief Executive Officer"	the chief executive officer of the Company
"close associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Company"	Sino Harbour Holdings Group Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed and traded on the Main Board of the Stock Exchange (stock code: 1663)
"Controlling Shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"core connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Director(s)"	the director(s) of the Company
"Executive Director(s)"	the executive Director(s)

"Extension Mandate"	the general and unconditional mandate proposed to be granted at the 2025 AGM to the Directors to the effect that the number of the Shares repurchased and cancelled under the Repurchase Mandate will be added to the total number of the Shares which may be allotted and issued under the Issue Mandate
"Extra Good"	Extra Good Enterprises Ltd., a company incorporated in the British Virgin Islands with limited liability and owned as to 52% by Mr. Wong and 48% by Ms. Chan
"General Manager"	the general manager of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"INED(s)"	the independent non-executive Director(s)
"Issue Mandate"	the general and unconditional mandate proposed to be granted at the 2025 AGM to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares (including any sale and transfer of treasury shares out of treasury) during the relevant period not exceeding 20% of the total number of the Shares in issue (excluding treasury shares, if any) as at the date of passing the resolution granting such mandate
"Latest Practicable Date"	25 July 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
"Mr. Wong"	Mr. WONG Lam Ping, the Executive Director, Chairman, Chief Executive Officer and General Manager
"Ms. Chan"	Ms. CHAN Heung Ling, the wife of Mr. Wong
"NED"	the non-executive Director
"Nomination Committee"	the nomination committee of the Board

"Pan Hong Holdings"	Pan Hong Holdings Group Limited (stock code: P36), a company incorporated in Bermuda with limited liability whose issued shares are listed on the main board of the SGX-ST
"PRC"	the People's Republic of China (which for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan)
"Remuneration Committee"	the remuneration committee of the Board
"Repurchase Mandate"	the general and unconditional mandate proposed to be granted at the 2025 AGM to the Directors to exercise all the powers of the Company to enable them to repurchase Shares during the relevant period not exceeding 10% of the total number of the Shares in issue (excluding treasury shares, if any) as at the date of passing the resolution granting such mandate
"SFC"	the Securities and Futures Commission in Hong Kong
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"SGX-ST"	Singapore Exchange Securities Trading Limited
"Share(s)"	the ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed thereto under the Listing Rules
"substantial shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
"treasury shares"	has the meaning ascribed thereto under the Listing Rules
"Year"	the financial year ended 31 March 2025
"%"	per cent

Sino Harbour Holdings Group Limited
漢港控股集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1663)

Executive Directors:
WONG Lam Ping *(Chairman, Chief Executive Officer and General Manager)*
SHI Feng *(Deputy Chairman)*
WONG Lui
GAO Lan

Non-executive Director:
CHAN Kin Sang

Independent Non-executive Directors:
XIE Gang
HE Dingding
WONG Ping Kuen

Registered Office:
Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda

Principal Place of Business in Hong Kong:
Room 1215, Tower B,
Hunghom Commercial Centre,
37-39 Ma Tau Wai Road,
Hunghom, Kowloon,
Hong Kong

31 July 2025

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR GRANT OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES AND EXTENSION OF ISSUE MANDATE AND RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The Directors will propose at the 2025 AGM the resolutions for, among other matters, (i) the grant of each of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate; and (iii) the proposed re-election of the retiring Directors.

The purpose of this circular is to give you the 2025 AGM Notice and provide you with the information regarding the above resolutions to be proposed at the 2025 AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the resolutions passed by the Shareholders at the 2024 AGM, among other things, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with additional Shares not exceeding 20% of the total number of the Shares in issue as at the date of passing of the relevant resolution; (b) a general and unconditional mandate to repurchase the Shares not exceeding 10% of the total number of the Shares in issue as at the date of passing of the relevant resolution; and (c) the power to extend the general and unconditional mandate mentioned in (a) above by adding thereto the total number of the Shares repurchased by the Company pursuant to the mandate to repurchase the Shares referred to (b) above.

The above general and unconditional mandates will expire at the conclusion of the 2025 AGM. At the 2025 AGM, the following resolutions, among other matters, will be proposed:

(a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with (including any sale or transfer of treasury shares out of treasury) the additional Shares not exceeding 20% of the total number of the Shares in issue (excluding treasury shares, if any) as at the date of passing of such resolution;

(b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares on the Stock Exchange not exceeding 10% of the total number of the Shares in issue (excluding treasury shares, if any) as at the date of passing of such resolution; and

(c) to grant the Extension Mandate to the Directors to increase the total number of the Shares which may be allotted and issued under the Issue Mandate by adding thereto such number of the Shares as repurchased under the Repurchase Mandate.

Subject to the approval of the above proposed resolutions by the Shareholders at the 2025 AGM, the Issue Mandate and the Repurchase Mandate will continue to be in force until: (a) the conclusion of the next AGM; (b) the expiration of the period within which the next AGM is required to be held by any applicable laws of Bermuda or the Bye-laws; or (c) the date on which such authority is revoked, varied or renewed by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

On the basis that 2,464,000,000 Shares are in issue as at the Latest Practicable Date and assuming that no Shares are further issued or repurchased and cancelled or held in treasury prior to the 2025 AGM, if the Issue Mandate is exercised in full, the Directors will be authorised to allot, issue and deal with (including any sale or transfer of treasury shares out of treasury) a maximum of 492,800,000 new Shares, being 20% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the resolutions in relation thereto. The Directors wish to state that they have no immediate plan to allot and issue any new Shares under the Issue Mandate.

Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate, based on 2,464,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled or held in treasury after the Latest Practicable Date and up to the date of the 2025 AGM, the Company would be allowed to repurchase a maximum of 246,400,000 Shares, being 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the resolution in relation thereto.

Subject to the passing of the ordinary resolutions to grant each of the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2025 AGM to extend the Issue Mandate by including the number of Shares repurchased and cancelled under the Repurchase Mandate.

Under the Listing Rules, the Company is required to give the Shareholders all information, which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the 2025 AGM. An explanatory statement for such purpose is set out in Appendix II to this circular.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were four Executive Directors, namely Mr. WONG Lam Ping ("**Mr. Wong**"), Mr. SHI Feng, Mr. WONG Lui and Ms. GAO Lan, one NED, Mr. CHAN Kin Sang ("**Mr. Chan**") and three INEDs, namely Mr. XIE Gang, Mr. HE Dingding ("**Mr. He**") and Mr. WONG Ping Kuen.

In accordance with bye-law 84(1) of the Bye-laws, at each AGM one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. According to bye-law 84(2), a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he/she retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself/herself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Accordingly, Mr. Wong, Mr. Chan and Mr. He will retire by rotation at the 2025 AGM and, being eligible, will offer themselves for re-election at the 2025 AGM.

The Nomination Committee had assessed and reviewed the written confirmation of independence of Mr. He based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that he remains independent. The Nomination Committee is of the view that based on the perspectives, skills and experience of Mr. He, he can bring further contributions to the Board and increase its diversity. In addition, the Nomination Committee had also evaluated the performance of each of Mr. Wong, Mr. Chan and Mr. He (collectively, the "**Retiring Directors**") during the Year and found their performance satisfactory. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that all of the Retiring Directors stand for re-election as Directors at the 2025 AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the 2025 AGM.

The biographical details of each of the Retiring Directors proposed to be re-elected at the 2025 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

PROCEDURES AND PROCESS FOR NOMINATION OF DIRECTORS

The Nomination Committee will recommend to the Board for the appointment of a Director (including an INED) in accordance with the following procedures and process:

i. The Nomination Committee will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;

ii. The Nomination Committee may consult any source it deems appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from a third party agency firm and proposals from the Shareholders with due consideration given to the criteria which include but are not limited to the following (collectively the "**Criteria**"):

   (a) Diversity in the aspects, amongst others, of gender, age, cultural and educational background, professional experience, skills, knowledge and length of service;

   (b) Commitment to responsibilities of the Board in respect of available time and relevant interest;

   (c) Qualifications, including accomplishments and experience in the relevant industries in which the Group's business is involved;

   (d) Independence (for INEDs);

   (e) Reputation for integrity;

   (f) Potential contributions that the individual is able to bring to the Board; and

   (g) Plan(s) in place for the orderly succession of the Board;

iii. The Nomination Committee may adopt any process it deems appropriate in evaluating the suitability of the candidates, such as interviews, background checks and third party reference checks;

iv. The Nomination Committee will consider a broad range of candidates who are in and outside of the Board's circle of contacts;

v. Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for the proposed appointment;

vi. The Nomination Committee will provide the relevant information of the selected candidate to the Remuneration Committee for consideration of the remuneration package of such selected candidate;

vii. The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment, and where a NED is considered, the Remuneration Committee will make the recommendation to the Board on the proposed remuneration package;

viii. The Board may arrange for the selected candidate to be interviewed by the members of the Board who are not members of the Nomination Committee, and the Board will thereafter deliberate and decide on the appointment (as the case may be); and

ix. All appointment of Directors will be confirmed by the filing of the consent to act as Director of the relevant Director (or any other similar filings requiring the relevant Director to acknowledge or accept his/her appointment as Director, as the case may be) with the relevant regulatory authorities, if required.

The Nomination Committee will evaluate and recommend the retiring Director(s) to the Board for re-appointment by giving due consideration to the Criteria including but not limited to:

i. The overall contribution and service of the retiring Director(s) to the Company, including but not limited to the attendance of the meetings of the Board and/or its committees and general meetings of the Company where applicable, in addition to the level of participation and performance on the Board and/or its committees; and

ii. Whether the retiring Director(s) continue(s) to satisfy the Criteria.

The Nomination Committee will evaluate and recommend candidate(s) for the position(s) of the INED(s) by giving due consideration to the factors including but not limited to those set out in Rules 3.10(2) and 3.13 of the Listing Rules in addition to the Criteria.

2025 AGM

The Company will convene the 2025 AGM at Room 1215, Tower B, Hunghom Commercial Centre, 37–39 Ma Tau Wai Road, Hunghom, Kowloon, Hong Kong on Friday, 19 September 2025 at 10:00 a.m., at which the resolutions will be proposed for the purposes of considering and, if thought fit, approving, among others, (i) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and (ii) the re-election of the Retiring Directors.

A form of proxy for use by the Shareholders in connection with the 2025 AGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sinoharbour.com.hk). If you are not able or do not intend to attend the 2025 AGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible but in any event, not later than 48 hours before the time appointed for holding the 2025 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the 2025 AGM or its adjournment (as the case may be) should he/she/it so wishes. If the Shareholder attends and votes at the 2025 AGM, the instrument appointing the proxy will be deemed to have been revoked.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, no Shareholder is required to abstain from voting on the relevant resolutions to be proposed at the 2025 AGM.

VOTING BY POLL AT THE 2025 AGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, 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. Therefore, all resolutions to be proposed at the 2025 AGM and contained in 2025 AGM Notice will be voted by way of a poll by the Shareholders. An announcement on the poll results of the 2025 AGM will be made by the Company after the 2025 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Directors consider that, among other matters, (i) the grant of each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and (ii) the re-election of the Retiring Directors as set out in the 2025 AGM Notice are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions as set out in the 2025 AGM Notice on pages 19 to 24 of this circular.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

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

Yours faithfully,
For and on behalf of the Board
Sino Harbour Holdings Group Limited
WONG Lam Ping
Chairman, Chief Executive Officer,
Executive Director and General Manager

The following are the biographical details of the Directors who will retire as required by the Bye-laws and the Listing Rules and are proposed to be re-elected at the 2025 AGM.

Save as disclosed below, there is no other matter concerning the re-election of each of the following Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. WONG Lam Ping ("Mr. Wong"), Chairman, Chief Executive Officer, Executive Director and General Manager

Mr. WONG Lam Ping (汪林冰), aged 70, has been appointed as Chairman and an Executive Director since 1 April 2020 and the Chief Executive Officer and the General Manager since 22 May 2020. He is also a member of the Remuneration Committee. He has over 30 years of property development experience since he established Pan Hong Co., Ltd. in 1983. He was an executive director and chairman of the board of directors of Pan Hong Holdings, a sister company of the Company and the issued shares of which are listed on the SGX-ST (stock code: P36), from 3 January 2006 to 31 March 2020. He is a director of certain subsidiaries of the Company, namely Leping City Fenghuang Jincheng Industry Co., Ltd. and Jiangxi Ganghua Medical Management Co,. Limited. Mr. Wong also sits on the boards of several investment holding companies. He was a director of Chaozhou Jinaote Sanitary Ware Ltd.

Mr. Wong completed a post-graduate course in Economics of Science and Technology and Management from Zhejiang University of Technology in the PRC in 2000. He holds an honorary degree of a Doctor of Business Management from Armstrong University in the United States of America.

Mr. Wong is one of the Controlling Shareholders. He is the father of Mr. WONG Lui, an Executive Director and an uncle of Mr. CHAN Kin Sang, the Non-Executive Director.

Mr. Wong has entered into a service agreement with the Company for a term of three years commencing on 1 April 2023, which may be terminated by not less than six months' written notice served by either party on the other, and is subject to termination provisions therein and provisions on retirement by rotation of the Directors as set out in the Bye-laws. Mr. Wong is entitled to an annual remuneration of HK$1,000,000. His emolument was determined by the Board by reference to his responsibilities, workload and time devoted to the Group and the performance of the Group and may be adjusted by the Board subject to the recommendations of the Remuneration Committee and the resolutions of the Shareholders at a general meeting. The aggregate emolument of Mr. Wong received from the Group for the Year amounted to RMB1,143,000. Mr. Wong is subject to retirement and re-election at the 2025 AGM in accordance with the Bye-laws.

As at the Latest Practicable Date, Mr. Wong was beneficially interested and deemed to be interested in an aggregate of 1,314,891,153 Shares, representing approximately 53.36% of the total number of Shares in issue, within the meaning of Part XV of the SFO, of which 252,259,643 Shares were held by Mr. Wong beneficially, 50,746,390 Shares were held by his wife, Ms. Chan and 1,011,885,120 Shares were held by Extra Good, a company whose issued share capital is owned as to 52% and 48% by Mr. Wong and Ms. Chan, respectively. Mr. Wong is a sole director of Extra Good.

Mr. CHAN Kin Sang ("Mr. Chan"), Non-Executive Director

Mr. CHAN Kin Sang (陳健生), aged 73, became the NED on 1 April 2020. He is also a member of the Nomination Committee. He is currently a partner of Messrs. Kwan & Chow, Solicitors. He obtained a bachelor's degree in Laws from the University of Hong Kong in 1979 and a post-graduate certificate in Laws from the same university in 1980. He has been a practising solicitor in Hong Kong since April 1982 and has been admitted as a Notary Public since April 1997 and a China-appointed Attesting Officer since January 2000. Mr. Chan has also been a Fellow of The Hong Kong Institute of Directors since August 2004.

Mr. Chan has been appointed as an independent non-executive director and the chairman of the board of directors of GoFintech Quantum Innovation Limited (formerly known as China Fortune Financial Group Limited and GoFintech Innovation Limited) (stock code: 290) since 9 July 2014 and 28 February 2024, respectively, which is listed on the Main Board of the Stock Exchange. Mr. Chan was an independent non-executive director of Huakang Biomedical Holdings Company Limited (stock code: 8622) between 26 November 2018 and 2 April 2024, which is listed on GEM of the Stock Exchange and Pak Tak International Limited (stock code: 2668) between 3 April 2018 and 31 December 2024, which is listed on the Main Board of the Stock Exchange.

Mr. Chan held directorships in a Singapore listed company and a PRC listed company.

Mr. Chan is a nephew of Mr. WONG and Ms. CHAN and a cousin of Mr. WONG Lui, an Executive Director.

Mr. Chan has entered into a letter of appointment with the Company for a term of one year commencing on 1 April 2025, which may be terminated by not less than one month's written notice served by either party on the other, and is subject to termination provisions therein and provisions on retirement by rotation of the Directors as set out in the Bye-laws. Mr. Chan is entitled to a Director's fee of HK$282,000 per annum. His emolument was determined by the Board by reference to his responsibilities, workload and time devoted to the Group and the performance of the Group and may be adjusted by the Board subject to the recommendations of the Remuneration Committee and the resolutions of the Shareholders at a general meeting. The aggregate emolument of Mr. Chan received from the Group for the Year amounted to RMB261,000. Mr. Chan is subject to retirement and re-election at the 2025 AGM in accordance with the Bye-laws.

Mr. HE Dingding ("Mr. He"), INED

Mr. HE Dingding (賀丁丁), aged 48, became an INED on 1 August 2018. He is also a member of each of the Audit Committee, Remuneration Committee and Nomination Committee. He has more than 17 years of extensive experiences in capital markets, corporate finance, investment and finance, and corporate management through working in investment banks, advisory firms and listed companies in Singapore and Hong Kong since 2005. Mr. He has been appointed as an independent non-executive director of China New Consumption Group Limited (formerly known as State Innovation Holdings Limited and Beaver Group (Holding) Company Limited) (stock code: 8275) since May 2021, the issued shares of which are listed on GEM of the Stock Exchange. He has also been appointed as an executive director of Link Holdings Limited (stock code: 8237) since 2 May 2023, the issued shares of which are listed on GEM of the Stock Exchange. Mr. He was an independent non-executive director of China Kangda Food Company Limited, the issued shares of which were listed on the Main Board of both the Stock Exchange and the SGX-ST (stock codes: 834 and P74, respectively), between August 2012 and June 2015, Crown International Corporation Limited (stock code: 727), the issued shares of which are listed on the Main Board of the Stock Exchange, between May and September 2021 and Mobile Internet (China) Holdings Limited (stock code: 1439), the issued shares of which were previously listed on the Main Board of the Stock Exchange, between 20 March 2023 and 12 August 2024. Mr. He was a non-executive director of Perfect Group International Holdings Limited, the issued shares of which were listed on the Main Board of the Stock Exchange (stock code: 3326) between March 2017 and February 2018.

From January to March 2025, Mr. He was an independent non-executive director of Toppoint Holdings Inc., the issued shares of which are listed on the Nasdaq Stock Exchange (stock code: TOPP.US). Since February 2025, Mr. He has been appointed as an independent non-executive director of Vin's Holdings Ltd, a company listed on Catalist Board of SGX-ST (stock code: VIN.SG).

Mr. He graduated from Nanyang Technological University, Singapore with a bachelor's degree in civil engineering. Mr. He was awarded the CFA Charter by the CFA Institute in September 2006.

Mr. He has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Mr. He has entered into a letter of appointment with the Company for a term of one year commencing on 1 June 2025, which may be terminated by not less than one month's written notice served by either party on the other, and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Bye-laws. Mr. He is entitled to a Director's fee of HK$120,000 per annum. His emolument was determined by the Board by reference to his responsibilities, workload and time devoted to the Group and the performance of the Group and may be adjusted by the Board subject to the recommendations of the Remuneration Committee and the resolutions of the Shareholders at a general meeting. The aggregate emolument of Mr. He received from the Group for the Year amounted to RMB111,000. Mr. He is subject to retirement and re-election at the 2025 AGM in accordance with the Bye-laws.

Save as disclosed above, each of the above Directors (i) had not held any other directorships in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) confirms with respect to him that as at the Latest Practicable Date: (a) he did not hold any other positions in the Company or any other members of the Group; (b) he did not have any relationship with any other Directors, senior management, substantial shareholder or Controlling Shareholder; and (c) he did not have any other interests in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

This appendix serves as an explanatory statement as required by Rule 10.06 of the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the 2025 AGM granting the Repurchase Mandate.

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

1. SHAREHOLDERS' APPROVAL

All proposed repurchase of Shares on the Stock Exchange by the Company must be approved in advance by the Shareholders by an ordinary resolution of the Company, either by way of a general mandate or by a specific approval of a particular transaction.

2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

Under the Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,464,000,000 Shares. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled or held in treasury after the Latest Practicable Date and up to the date of passing such resolution at the 2025 AGM, the Directors would be authorised to repurchase up to a maximum of 246,400,000 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing the relevant resolution. The Repurchase Mandate, if granted at the 2025 AGM, will continue to be in force until (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Bye-laws or any applicable laws of Bermuda; or (iii) the date on which such authority is revoked, varied or renewed by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

If the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

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

4. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per share and/or earnings per share if all or part of the Shares repurchased are cancelled. The Repurchase Mandate will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

5. FUNDING OF REPURCHASES

Repurchases of Shares will be financed out of funds legally available for such purpose in accordance with the Bye-laws, the Listing Rules and the applicable laws of Bermuda and Hong Kong. Any repurchases by the Company may be made out of the capital paid up on the Shares to be repurchased, the funds of the Company which would otherwise be available for dividend or distribution or the proceeds out of any issue of new Shares made for the purpose of the repurchase and, in case of any premium payable on the repurchase out of the funds of the Company which would otherwise be available for dividend or distribution, from sums standing to the credit of the share premium account of the Company. Such repurchase may only be made if on the effective date of repurchase, there is no reasonable grounds for believing that the Company is, and after the repurchase will be, unable to pay its debts as they fall due.

6. IMPACT OF REPURCHASES

There may be a material adverse impact on the working capital or gearing position of the Company as compared with the position as at 31 March 2025, being the date of the latest published audited consolidated financial statements of the Company, in the event that the Repurchase Mandate is 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 impact on the working capital requirements of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

7. SHARE PRICES

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

	Traded market price per Share *(HK$)*	
	Highest	**Lowest**
Month		
2024		
July	0.125	0.111
August	0.120	0.099
September	0.109	0.091
October	0.125	0.101
November	0.109	0.094
December	0.112	0.095
2025		
January	0.102	0.089
February	0.098	0.077
March	0.107	0.083
April	0.097	0.075
May	0.088	0.076
June	0.088	0.078
July (up to and including the Latest Practicable Date)	0.085	0.077

8. DIRECTORS AND THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors or, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of the close associates of any of the Directors, have any present intention of selling any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected persons of the Company have notified the Company that they have a present intention to sell any Shares to the Company or its subsidiaries, nor have they undertaken not to sell any of the Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

9. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and all applicable laws of Bermuda.

10. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares for cancellation pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of the Takeovers Code.

As at the Latest Practicable Date, to the best of the Directors' knowledge having made all reasonable enquiries:

(i) Each of Mr. Wong and Ms. Chan was beneficially interested and deemed to be interested in 1,314,891,153 Shares, representing approximately 53.36% of the total number of Shares in issue; and

(ii) Extra Good was beneficially interested in 1,011,885,120 Shares, representing approximately 41.07% of the total number of Shares in issue.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate and all the Shares repurchased are cancelled, assuming that the present shareholdings and capital structure of the Company remain the same, the interests and/or deemed interests of (i) Mr. Wong and Ms. Chan and (ii) Extra Good, in the Company would be increased to approximately 59.29% and 45.63% of the total number of Shares in issue, respectively and would become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by him/her/it.

The Directors have no intention to exercise the Repurchase Mandate with all the Shares repurchased being cancelled to an extent as may result in the number of the Shares held by the public being reduced to less than 25% of the total number of Shares in issue.

11. SHARE REPURCHASE MADE BY THE COMPANY

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



Sino Harbour Holdings Group Limited
漢港控股集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1663)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Sino Harbour Holdings Group Limited (the "**Company**" and the "**AGM**", respectively) will be held at Room 1215, Tower B, Hunghom Commercial Centre, 37–39 Ma Tau Wai Road, Hunghom, Kowloon, Hong Kong on Friday, 19 September 2025 at 10:00 a.m. (or the adjournment thereof) to consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

AS ORDINARY BUSINESSES

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "**Directors**") and the Company's independent auditor for the year ended 31 March 2025;

2. (a) To re-elect Mr. WONG Lam Ping as an executive Director;

   (b) To re-elect Mr. CHAN Kin Sang as a non-executive Director; and

   (c) To re-elect Mr. HE Dingding as an independent non-executive Director;

3. To authorise the board of Directors (the "**Board**") to fix the remuneration of the Directors for the year ending 31 March 2026;

4. To re-appoint BDO Limited as the Company's independent auditor for the ensuing year and to authorise the Board to fix its remuneration;

AS SPECIAL BUSINESSES

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

"**THAT**:

(a) subject to paragraph (c) of this resolution below, and 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 (the "**Directors**") during the Relevant Period (as defined in paragraph (d) of this resolution below) of all the powers of the Company to allot, issue and deal with the additional shares in the share capital of the Company (the "**Shares**") (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury) or securities convertible into or exchangeable for Shares, or options, for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorization given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of the Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) of this resolution below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of the Shares in lieu of the whole or part of a dividend on the Shares in accordance with the amended and restated bye-laws of the Company (the "**Bye-laws**") in force from time to time, shall not exceed the aggregate of:

(i) 20 per cent of the total number of the Shares in issue (excluding treasury shares, if any) as at the date of the passing of this resolution; and

(ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of any Shares repurchased by the Company subsequent to the passing of this resolution (up to equivalent to 10 per cent of the total number of the Shares in issue (excluding treasury shares, if any) as at the date of the passing of this Resolution), and the authority pursuant to paragraph (a) of this resolution above shall be limited accordingly; and

(d) for the purpose of this resolution:

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

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-laws, the applicable laws of Bermuda or any other applicable laws; or

(iii) the date on which the authority set out in this resolution is revoked, varied or renewed by way of an ordinary resolution by the shareholders of the Company in a general meeting.

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

Any reference to a/an allotment, issue, grant or offer of, or dealing in, Shares shall include the sale or transfer of treasury shares in the capital of the Company (to, amongst others, satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations."

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

"**THAT**:

(a) subject to paragraph (b) of this resolution below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) of this resolution below) of all powers of the Company to repurchase its shares (the "**Shares**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the "**SFC**") and the Stock Exchange for such purpose, subject to and otherwise in accordance with the rules and regulations of the SFC and the Stock Exchange as amended from time to time, the amended and restated bye-laws of the Company (the "**Bye-laws**") and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;

(b) the total number of the Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period shall not exceed 10 per cent of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this resolution above shall be limited accordingly; and

(c) for the purposes of this resolution, "**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-laws, the applicable laws of Bermuda or any other applicable laws; or

(iii) the date on which the authority set out in this resolution is revoked, varied or renewed by way of an ordinary resolution by the shareholders of the Company in a general meeting."

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

"**THAT** conditional upon the passing of resolutions numbered 5 and 6 set out in the notice convening this annual general meeting (the "**Notice**"), the general and unconditional mandate granted to the directors of the Company pursuant to resolution numbered 5 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the total number of the shares in the capital of the Company (the "**Shares**") repurchased and cancelled by the Company pursuant to or in accordance with the authority granted under resolution numbered 6 set out in the Notice, provided that such amount shall not exceed 10 per cent of the total number of Shares in issue (excluding treasury shares, if any) at the date of the passing of this resolution."

By Order of the Board
Sino Harbour Holdings Group Limited
WONG Lam Ping
Chairman, Chief Executive Officer,
Executive Director and General Manager

Hong Kong, 31 July 2025

Registered Office:
Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda

Principal Place of Business in Hong Kong:
Room 1215, Tower B,
Hunghom Commercial Centre,
37-39 Ma Tau Wai Road,
Hunghom, Kowloon,
Hong Kong

Notes:

1. The register of members of the Company (the "**Register of Members**") will be closed from Monday, 15 September 2025 to Friday, 19 September 2025 , both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible for attending and voting at the AGM to be held on Friday, 19 September 2025, non-registered members of the Company (the "**Members**") must lodge all duly completed and signed transfer documents accompanied by the relevant share certificates with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Friday, 12 September 2025.

2. A Member entitled to attend and vote at the AGM convened by the Notice is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A Member who is the holder of two or more Shares may appoint one or more proxies to attend the AGM and vote on his/her/its behalf. A proxy needs not be a Member. If more than one proxy is so appointed, the appointment shall specify the number and class of the Shares in respect of which each such proxy is so appointed.

3. A form of proxy for use in connection with the AGM is enclosed. If you are unable to attend the AGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a Member from attending and voting in person at the AGM or its adjournment should he/she/it so wish and in such event, the authority of the proxy shall be deemed to be revoked.

4. To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not later than 48 hours before the time appointed for holding the AGM or its adjournment.

5. In the case of joint holders of any Shares, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members in respect of such Shares shall alone be entitled to vote in respect thereof.

6. In relation to the proposed resolutions numbered 2(a) to 2(c) above, Mr. WONG Lam Ping, Mr. CHAN Kin Sang and Mr. HE Dingding will retire as Directors at the AGM and, being eligible, offer themselves for re-election. Details of the above Directors are set out in Appendix I to the Company's circular dated 31 July 2025 (the "**Circular**").

7. In relation to the proposed resolution numbered 4 above, the board of Directors (the "**Board**") concurs with the views of the audit committee of the Board and has recommended that BDO Limited be re-appointed as the independent auditor of the Company.

8. In relation to the proposed resolutions numbered 5 and 7 above, the Directors have no immediate plans to issue any new Shares.

9. In relation to the proposed resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they consider appropriate for the benefit of the Company and the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix II to the Circular.

10. In compliance with Rule 13.39(4) of the Listing Rules, voting on all the proposed resolutions set out in the Notice will be decided by way of a poll.

11. (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force or an "extreme condition" announcement is made within three hours before the time fixed for the holding of the AGM, the AGM will be postponed and the Members will be informed of the date, time and venue of the postponed AGM by a supplemental notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.

(b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled or the extreme condition does not exist within three hours before the time fixed for holding the AGM and where conditions permit, the AGM will be held as scheduled.

(c) The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

(d) After considering their own situations, the Members should decide on their own whether or not they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

12. The translation into Chinese language of the Notice is for reference only. In case of any inconsistency, the English version shall prevail.