THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Tat Hong Equipment Service Co., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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TAT HONG

Tat Hong Equipment Service Co., Ltd.

達豐設備服務有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2153)

PROPOSALS FOR
(1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) RE-APPOINTMENT OF AUDITORS,
(4) MANDATES TO ISSUE SHARES AND BUY-BACK SHARES,
(5) ADOPTION OF THE FOURTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION
AND
NOTICE OF 2025 ANNUAL GENERAL MEETING

Unless the context otherwise requires, capitalized terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A notice convening the 2025 AGM of Tat Hong Equipment Service Co., Ltd. to be held at 10:00 a.m. on Friday, 26 September 2025 at Room 601, Building 8, PortMix, No. 2377 Shenkun Road, Minhang District, Shanghai, the PRC, at which, among other things, the above proposals will be considered, which set out on pages 55 to 59 of this circular.

Whether or not you intend to attend the 2025 AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (**https://evoting.vistra.com**) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not less than 48 hours before the time of the meeting (i.e. not later than 10:00 a.m. on Wednesday, 24 September 2025) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

27 August 2025

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RESPONSIBILITY STATEMENT

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

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

"2025 AGM"	the 2025 annual general meeting of the Company to be convened and held at 10:00 a.m. on Friday, 26 September 2025 at Room 601, Building 8, PortMix, No. 2377 Shenkun Road, Minhang District, Shanghai, the PRC, notice of which is set out on pages 55 to 59 of this circular and any adjournment thereof
"Articles" or "Current Articles" or "Third Amended and Restated Articles of Association"	the Third Amended and Restated Articles of Association of the Company adopted by a special resolution passed on 26 September 2024
"associates"	has the meaning as defined under the Listing Rules
"Audit Committee"	the audit committee of the Company
"Board"	the Board of Directors
"Buy-back Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the 2025 AGM to buy back such number of issued and fully paid Shares not exceeding 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the relevant resolution granting such mandate
"CCASS"	has the meaning ascribed to it under the Listing Rules
"Changzhou Tat Hong"	Changzhou Tat Hong Zhaomao Machinery Construction Co., Ltd.* (常州達豐兆茂機械工程有限公司)
"Chongqing Tat Hong"	Chongqing Tat Hong Zhaomao Machinery Construction Co., Ltd.* (重慶大峰建築工程機械有限公司)
"Chwee Cheng & Sons"	Chwee Cheng & Sons Pte. Ltd.
"close associates"	has meaning defined in the Listing Rules
"Companies Act"	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
"Company"	Tat Hong Equipment Service Co., Ltd., an exempted company incorporated under the laws of Cayman Islands with limited liability on 26 August 2014
"core connected persons"	has the meaning as defined in the Listing Rules

"Director(s)"	director(s) of the Company
"Extension Mandate"	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares bought-back under the Buy-back Mandate will be added to the total number of Shares which may be allotted and issued together with the treasury shares which may be resold or transferred under the Issue Mandate
"Fourth Amended and Restated Articles of Association"	the Fourth Amended and Restated Articles of Association of the Company proposed to be adopted by the Shareholders at the 2025 AGM
"Group"	the Company and its subsidiaries
"Guangdong Tat Hong"	Guangdong Tat Hong Machinery Construction Co., Ltd. (廣東達豐機械工程有限公司)
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"HK$" and "cents"	Hong Kong dollars and cents, the lawful currency of Hong Kong
"Huaxing Tat Hong"	China Nuclear Huaxing Tat Hong Machinery Construction Co., Ltd.* (中核華興達豐機械工程有限公司), formerly known as Jiangsu China Nuclear Huaxing Machinery Construction Co., Ltd.* (江蘇中核華興建築機械施工有限公司)
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the 2025 AGM to allot, issue and deal with Shares and/or to resell or transfer treasury shares of the Company not exceeding 20% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the relevant resolution granting such mandate
"Jiangsu Hengxingmao"	Jiangsu Hengxingmao Financial Leasing Co., Ltd.* (江蘇恒興茂融資租賃有限公司)
"Latest Practicable Date"	26 August 2025, 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
"Mr. Ng"	Ng San Tiong

"Nomination Committee"	the nomination committee of the Company
"PRC"	the People's Republic of China, for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Proposed Amendments"	the proposed amendments to the Articles as set out in the Appendix III to this circular
"Prospectus"	prospectus of the Company dated 30 December 2020
"Remuneration Committee"	the remuneration committee of the Company
"Ronghe Tat Hong"	Jiangsu Ronghe Tat Hong Machinery Construction Co., Ltd.* (江蘇融合達豐機械工程有限公司)
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Shanghai Tat Hong"	Shanghai Tat Hong Construction Services Co., Ltd.* (上海達豐建築服務有限公司), formerly known as Shanghai Tat Hong Equipment Rental Co., Ltd.* (上海達豐機械租賃有限公司)
"Share(s)"	ordinary share(s) of US$0.08 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time
"Tat Hong Belt Road"	Tat Hong Belt Road Pte. Ltd.
"Tat Hong China"	Tat Hong Equipment (China) Pte. Ltd.
"Tat Hong Holdings"	Tat Hong Holdings Ltd
"Tat Hong International"	Tat Hong International Pte. Ltd.

"Tat Hong Zhaomao"	Tat Hong Zhaomao Investment Group Co., Ltd.* (達豐兆茂投資集團有限公司), formerly known as Tat Hong Zhaomao Investment Co., Ltd. (達豐兆茂投資有限公司)
"THSC Investments"	THSC Investments Pte. Ltd.
"TH60 Investments"	TH60 Investments Pte. Ltd.
"treasury shares"	has the meaning ascribed to it under the Listing Rules
"US$"	United States dollars, the lawful currency of the United States
"Zhongjian Tat Hong"	Jiangsu Zhongjian Tat Hong Machinery Construction Co., Ltd.* (江蘇眾建達豐機械工程有限公司), formerly known as Jiangsu Zhenghe Tat Hong Machinery Rental Co., Ltd.* (江蘇正和達豐機械租賃有限公司), Jiangsu Zhongjian Tat Hong Machinery Rental Co., Ltd.* (江蘇中建達豐機械租賃有限公司) and Jiangsu Zhongjian Tat Hong Machinery Construction Co., Ltd.* (江蘇中建達豐機械工程有限公司)
"%"	per cent



Tat Hong Equipment Service Co., Ltd.
達豐設備服務有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2153)

Executive Directors
Mr. Yau Kok San *(Chief Executive Officer)*
Mr. Lin Han-wei *(Chief Operating Officer)*

Non-executive Directors
Mr. Ng San Tiong *(Chairman)*
Mr. Sun Zhaolin
Mr. Liu Xin
Mr. Wang Dongjie *(appointed on 12 August 2025)*

Independent Non-executive Directors
Ms. Pan I-Shan
Mr. Wan Kum Tho
Dr. Huang Chao-Jen

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

Principal place of business in Hong Kong
40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

27 August 2025

To Shareholder(s)

Dear Sir or Madam,

PROPOSALS FOR
(1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) RE-APPOINTMENT OF AUDITORS,
(4) MANDATES TO ISSUE SHARES AND BUY-BACK SHARES,
(5) ADOPTION OF THE FOURTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION
AND
NOTICE OF 2025 ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the 2025 AGM to seek approval of the Shareholders in respect of, among other matters, (i) the adoption of the audited consolidated financial statements and the reports of the Directors and the Auditors for the year ended 31 March 2025; (ii) the proposed re-election of retiring Directors; (iii) the proposed re-appointment of the Auditors of the Company; (iv) the granting of the general mandates to the Directors to issue and allot Shares and to buy-back Shares; (v) the granting of Extension Mandate; and (vi) the proposed adoption of the Fourth Amended and Restated Articles of Association.

2. RESOLUTION (1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS FOR THE YEAR ENDED 31 MARCH 2025

The audited consolidated financial statements of the Group for the year ended 31 March 2025 together with the reports of the Directors and the Auditors, are set out in the 2025 annual report of the Company and have been sent to the Shareholders on 18 July 2025. The 2025 annual report can be viewed and downloaded from the Company's website (**www.tathongchina.com**) and the Stock Exchange's website (**www.hkexnews.hk**). The audited consolidated financial statements have been reviewed by the Audit Committee.

3. RESOLUTION (2) RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of nine Directors, namely, Mr. Yau Kok San (Chief Executive Officer), Mr. Lin Han-wei (Chief Operating Officer), Mr. Ng (Chairman), Mr. Sun Zhaolin, Mr. Liu Xin, Mr. Wang Dongjie, Ms. Pan I-Shan, Mr. Wan Kum Tho and Dr. Huang Chao-Jen.

In accordance with Article 84 of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not 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. Accordingly, Mr. Yau Kok San ("**Mr. Yau**"), Mr. Sun Zhaolin ("**Mr. Sun**") and Ms. Pan I-Shan ("**Ms. Pan**") shall retire at the 2025 AGM and being eligible, offer themselves for re-election.

In accordance with Article 83(3) of the Articles, the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of members after his appointment and be subject to re-election at such meeting; and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. Wang Dongjie ("**Mr. Wang**") (appointed by the Board on 12 August 2025) shall retire at the 2025 AGM and, being eligible, offer himself for re-election.

The re-election of the retiring Directors has been reviewed by the Nomination Committee which recommended to the Board that the re-election be proposed for Shareholders' approval at the 2025 AGM. The nominations were made in accordance with the Nomination Policy of the Company and the objective criteria for the nominations, including but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, with due regard for the benefits of diversity as set out under the Board diversity policy of the Company.

In recommending Mr. Yau to stand for re-election as an Executive Director, Mr. Sun to stand for re-election as a Non-executive Director, Mr. Wang to stand for re-election as Non-executive Director and Ms. Pan to stand for re-election as an Independent Non-executive Director, the Nomination Committee has considered the following backgrounds and attributes of the nominees concerned:

(a) Mr. Yau has more than 17 years of experience in the tower crane solution service industry and has over 20 years of experience in the areas of engineering, corporate finance and venture capitalism. Mr. Yau obtained a Technician Diploma in Mechanical Engineering from the Singapore Polytechnic in April 1982 and a Bachelor's Degree of Engineering (Mechanical) (1st Class Honours) from the National University of Singapore in June 1987. He also obtained a Master's Degree of Business Administration from National University of Singapore in July 1996.

(b) Mr. Sun has more than 27 years of experience in the field of construction machinery manufacturing.

In July 2005, Mr. Sun received the Liaoning Province Outstanding Business Entrepreneur Award* (遼寧省優秀民營企業家) from the Liaoning Province Small-Medium Enterprise Association* (遼寧省中小企業聯合會). In April 2006, Mr. Sun received the Model Labour Award* (遼寧省勞動模範) for Year 2005 from the Liaoning Province People's Government* (遼寧省人民政府). In February 2013, he was awarded the Outstanding Contribution Award for the Year 2012* (2012年度支持商會建設突出貢獻獎) by the Fushun Municipal Association of Industry and Commerce* (撫順市工商業聯合會) and the Fushun Municipal General Chamber of Commerce* (撫順市總商會). In April 2014, he was named Fushun Municipal Outstanding Entrepreneur* (撫順市優秀企業家稱號) by the Fushun City Federation of Trade Unions* (撫順市總工會). Mr. Sun was also a Member of the 8th, 9th and 10th Liaoning Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議遼寧省委員會).

(c) Mr. Wang has over 30 years of experience in China's construction engineering industry, including his tenure as general manager of the Equipment Leasing Company of China Nuclear Industry Huaxing Construction Co., Ltd.* (中國核工業華興建設有限公司). Mr. Wang holds Professional Qualification Certificates as a Class 1 Construction Engineer in both Architectural Engineering and Highway Engineering.

(d) Ms. Pan has more than 25 years of experience in audit and accounting. She obtained a Bachelor's Degree in Accounting from the Chung Yuan Christian University in Taiwan in June 1998 and a Master's Degree of Business Administration in Accounting from the Fu Jen Catholic University in Taiwan in June 2006.

The Nomination Committee considered that with their different and diverse educational background and experience, the re-appointment of Mr. Yau, Mr. Sun, Mr. Wang and Ms. Pan as Directors will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their re-appointments will contribute to the diversity of the Board appropriate to the requirements of the Company's business.

Ms. Pan, the retiring Independent Non-executive Director, has given confirmation of her independence pursuant to the factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee has also assessed the independence of Ms. Pan. The Nomination Committee and the Board are of the view that Ms. Pan has satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules.

The biographical details of the above-mentioned retiring Directors proposed for re-election are set out in Appendix II to this circular.

4. RESOLUTION (3) RE-APPOINTMENT OF AUDITORS

RSM Hong Kong will retire as the Auditors of the Company at the 2025 AGM and, being eligible, offer themselves for re-appointment. The Board (which agreed with the view of the Audit Committee of the Company) proposed to re-appoint RSM Hong Kong as the Auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company, and authorise the Board to fix their remuneration.

5. RESOLUTION (4) GRANTING OF ISSUE MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 26 September 2024, the Directors have been granted a general and unconditional mandate to allot, issue and deal with any Shares. The Issue Mandate would expire:

(a) at the conclusion of the 2025 AGM of the Company unless renewed by an ordinary resolution of the Shareholders in a general meeting, either unconditionally or subject to conditions; or

(b) at the expiration of the period within which the 2025 AGM is required by the Articles or the Companies Act or any other applicable laws of the Cayman Islands to be held; or

(c) on the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

As at the Latest Practicable Date, the existing issue mandate has not been utilised and will lapse at the conclusion of the 2025 AGM. Therefore, an ordinary resolution will be proposed at the 2025 AGM that the Directors be granted a general and unconditional mandate to allot, issue and deal with Shares and/or to resell or transfer treasury shares of the Company not exceeding 20% of the total number of the issued share capital of the Company (excluding treasury shares, if any) on the date of passing the relevant resolution. As at the Latest Practicable Date, the Company had 1,166,871,250 Shares in issue and the Company does not have any treasury shares. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will

be issued or bought-back by the Company between the Latest Practicable Date and the 2025 AGM, the Company will be allowed under the Issue Mandate to allot and issue new Shares and/or to resell or transfer treasury shares of the Company involving a maximum of 233,374,250 Shares.

6. RESOLUTION (5) GRANTING OF BUY-BACK MANDATE TO BUY-BACK SHARES

The Directors have been granted a general and unconditional mandate to exercise the power of the Company to buy back Shares at the annual general meeting of the Company held on 26 September 2024. The Buy-back Mandate would expire:

(a) at the conclusion of the 2025 AGM of the Company unless renewed by an ordinary resolution of the Shareholders in a general meeting, either unconditionally or subject to conditions; or

(b) at the expiration of the period within which the 2025 AGM is required by the Articles or the Companies Act or any other applicable laws of the Cayman Islands to be held; or

(c) on the date on which when such mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

As at the Latest Practicable Date, the existing buy-back mandate has not been utilised and will lapse at the conclusion of the 2025 AGM. Therefore, an ordinary resolution will be proposed at the 2025 AGM that the Directors be granted a Buy-back Mandate to exercise all the powers of the Company to purchase or buy back Shares not exceeding 10% of the total number of the issued Shares of the Company (excluding treasury shares, if any) on the date of passing the relevant resolution.

As at the Latest Practicable Date, the Company had 1,166,871,250 Shares in issue and the Company does not have any treasury shares. Subject to the passing of the proposed resolutions for the approval of the Issue Mandate and the Buy-back Mandate and in accordance with the terms therein, the Company would be allowed to buy-back a maximum of 116,687,125 Shares, on the basis that no further Shares will be issued or bought-back by the Company between the Latest Practicable Date to the date of the 2025 AGM.

An Explanatory Statement giving the particulars required under Rule 10.06(1)(b) of the Listing Rules in respect of the Buy-back Mandate to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision whether to vote for or against the resolution is set out Appendix I to this circular. Neither the Explanatory statement nor the proposed share buy-back has any unusual features.

7. RESOLUTION (6) GRANTING OF EXTENSION MANDATE

In addition, subject to the passing of the resolutions to grant the Issue Mandate and the Buy-back Mandate, an ordinary resolution will be proposed at the 2025 AGM to authorise the Directors to extend the Issue Mandate by the number of Shares purchased or bought-back by the Company pursuant to the authority granted to the Directors under the Buy-back Mandate provided that such extended amount shall not exceed 10% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of passing the resolution for approving the Buy-back Mandate.

The Issue Mandate and the Buy-back Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the 2025 AGM; (b) the expiration of the period within which the next annual general meeting following the 2025 AGM of the Company is required by the Articles, the Companies Act or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

8. RESOLUTION (7) PROPOSED ADOPTION OF THE FOURTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION

As disclosed in the Company's announcement dated 12 August 2025, the Board proposed to adopt the Fourth Amended and Restated Articles of Association in substitution for, and to the exclusion of, the Articles in order to (i) enable the Company to comply with the latest regulatory requirements in relation to hybrid meetings, electronic voting and the relevant amendments made to the Listing Rules; (ii) allow the Company to hold repurchased shares as treasury shares; and (iii) make some housekeeping amendments. Full particulars of the Proposed Amendments are set out in Appendix III to this circular. The Proposed Amendments are prepared in the English language and the Chinese translation is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation of the Proposed Amendments, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments conform with the applicable requirements under the Listing Rules. The legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the Proposed Amendments do not contravene Cayman Islands law. In addition, the Company has confirmed that there is nothing unusual in the Proposed Amendments from the perspective of a company listed on the Stock Exchange.

The proposed adoption of the Fourth Amended and Restated Articles of Association is subject to the approval of the Shareholders by way of passing a special resolution at the 2025 AGM and will become effective upon the approval by the Shareholders at 2025 AGM.

9. 2025 ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the 2025 AGM is set out on pages 55 to 59 of this circular. At the 2025 AGM, ordinary resolutions will be proposed to approve, among other matters, the adoption of the audited consolidated financial statements and the reports of the Directors and the Auditors for the year ended 31 March 2025, the granting of the Issue Mandate, the Buy-back Mandate and the Extension Mandate, the re-election of retiring Directors, and the re-appointment of the Auditors and authorise the Board to fix their remuneration. A special resolution will also be proposed to approve the proposed adoption of the Fourth Amended and Restated Articles of Association.

A form of proxy for use at the 2025 AGM is enclosed herewith. If you are not able to attend and/or vote at the 2025 AGM in person, you are requested to complete the form of proxy and return it to Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (**https://evoting.vistra.com**) by using the username and password provided on the notification letter

sent by the Company as soon as possible and in any event not less than 48 hours before the time of the 2025 AGM (i.e. not later than 10:00 a.m. on Wednesday, 24 September 2025) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the 2025 AGM or any adjournment thereof should you so wish.

10. VOTING AT THE 2025 ANNUAL GENERAL MEETING

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

11. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the identity of the Shareholders entitled to attend and vote at the 2025 AGM, the register of members of the Company will be closed from Tuesday, 23 September 2025 to Friday, 26 September 2025, both dates inclusive, during which period no transfer of Shares will be effected. All transfers forms accompanied by the relevant certificates must be lodged with Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 22 September 2025. The record date for the purpose of determining the eligibility of the shareholders to attend, speak and vote at the 2025 AGM is therefore Friday, 26 September 2025.

12. RECOMMENDATION

The Directors believe that the proposed granting of the Issue Mandate, the Buy-back Mandate and the Extension Mandate, the proposed re-election of retiring Directors, the proposed re-appointment of the Auditors and the proposed adoption of the Fourth Amended and Restated Articles of Association are in the best interests of the Company and the Shareholders as a whole. The Directors believe that an exercise of the Issue Mandate and the Extension Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company. The Buy-back Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be exercised when the Directors believe that such buy-back of Shares will benefit the Company and the Shareholders. An exercise of the Buy-back Mandate in full may have a material adverse impact on the working capital and/or gearing position of the Company. The Directors do not, however, intend to make any buy-back in circumstances that would have a material adverse impact on the working capital requirements or the gearing levels of the Company. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the 2025 AGM.

13. GENERAL

Your attention is also drawn to the appendices to this circular.

14. 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
Tat Hong Equipment Service Co., Ltd.
Ng San Tiong
Chairman and Non-executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Buy-back Mandate.

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

The Listing Rules permit companies whose primary listings are on the Stock Exchange to buy back their Shares on the Stock Exchange subject to certain restrictions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 1,166,871,250 Shares in issue and the Company did not have any treasury shares. Subject to the passing of the ordinary resolution for buy-back of Shares and on the basis that no further new Shares are issued or bought-back up to the 2025 AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 116,687,125 Shares, representing 10% of the total issued Shares (excluding treasury shares, if any) as at the date of the passing of the ordinary resolution for buy-back of Shares.

If the Company buy-back any Shares pursuant to the Buy-back Mandate, the Company will either (i) cancel the Shares bought-back and/or (ii) hold such Shares as treasury shares, subject to market conditions and the Company's capital management needs at the relevant time any buy-back 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 broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; (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.

The Company will ensure that the treasury shares are appropriately identified and segregated, such as giving clear written instructions to the Hong Kong branch share registrar of the Company.

3. REASONS FOR BUY-BACK

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders. When exercising the Buy-back Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the buy-backs, resolve to cancel the Shares bought back following settlement of any such buy-back or hold them as treasury shares. Shares bought back for cancellation may, depending on market conditions and

funding arrangements at the time, lead to an enhancement of the net assets of the Company. On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles, and the laws of the Cayman Islands. Share buy-backs will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the buy-back of its own shares by a company is unlawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the shares so bought back may (i) be treated by the Company as cancelled; or (ii) be held by the Company as treasury shares, and in each case the aggregate amount of authorised share capital would not be reduced.

4. FUNDING OF BUY-BACK OF SHARES

Any buy-back of the Shares would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorized by its Articles and subject to the provisions of the Companies Act, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorized by the Articles and subject to the provisions of the Companies Act, out of capital.

5. IMPACT ON WORKING CAPITAL OR GEARING POSITION

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended 31 March 2025 in the event that the Buy-back Mandate were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous 12 months and up to the Latest Practicable Date were as follows:

	Shares	
	Highest	**Lowest**
	HK$	*HK$*
2024		
August	1.00	0.87
September	1.38	0.90
October	1.35	1.12
November	1.32	1.16
December	1.29	1.01
2025		
January	1.25	0.95
February	1.23	1.07
March	1.39	1.14
April	1.29	1.03
May	1.22	0.97
June	1.14	0.83
July	1.10	0.91
August (up to and including the Latest Practicable Date)	1.18	0.94

7. DIRECTORS' UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any of his/her/its Shares to the Company under the Buy-back Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Company that they will exercise the Buy-back Mandate pursuant to the proposed resolution in accordance with the Listing Rules, the Articles of Association and the applicable laws of Cayman Islands.

8. CORE CONNECTED PERSON

No core connected person (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell his/her/its Shares to the Company, or has undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

9. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

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

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following substantial shareholders were directly or indirectly interested in 5% or more of the issued share capital of the Company. Their respective interest as at the Latest Practicable Date is shown under the column "Approximate percentage of the issued share capital before a possible exercise of the Buy-back Mandate" while the respective interest in the event that the Directors exercise in full the power to buy back Shares in accordance with the terms of the ordinary resolutions in relation to the Buy-back Mandate to be proposed at the 2025 AGM (and assuming that the issued share capital of the Company remains unchanged up to the date of the 2025 AGM) is shown under the column "Approximate percentage of the issued share capital should the Buy-back Mandate be exercised in full":

Name	**Capacity/ Nature of Interest**	**Number of Shares held/ interested** *(Shares)*	**Approximate percentage of shareholding** *(%)*	**Approximate percentage of shareholding if the Buy-back Mandate is exercised in full (for illustration purpose only)** *(%)*
Tat Hong China *(Note 1)*	Beneficial owner and interest in controlled corporations	853,532,387	73.15	81.27
Tat Hong International *(Note 1)*	Interest in controlled corporations	853,532,387	73.15	81.27
Tat Hong Holdings *(Note 1)*	Interest in controlled corporations	853,532,387	73.15	81.27
THSC Investments *(Note 1)*	Interest in controlled corporations	853,532,387	73.15	81.27
TH60 Investments *(Note 1)*	Interest in controlled corporations	853,532,387	73.15	81.27
Chwee Cheng & Sons *(Notes 1&2)*	Interest in controlled corporations	854,472,387	73.23	81.36
Mr. Ng, Ng Sun Ho, Ng Sun Giam and Ng San Wee *(Notes 1&2)*	Trustee	854,472,387	73.23	81.36
PHILLIP CAPITAL (HK) LIMITED *(Note 3)*	Beneficial owner	64,738,000	5.55	6.16
LIM Hua Min *(Note 3)*	Interest in controlled corporations	64,738,000	5.55	6.16

Notes:

(1) Tat Hong China directly held approximately 72.30% of the issued capital of the Company and held approximately 0.85% of the issued capital of the Company through its wholly-owned subsidiary, TH Straits 2015. Tat Hong China is owned as to approximately 88.40% by Tat Hong International and 11.60% by Yongmao Holdings Limited. For the shareholding structure of Tat Hong International, Mr. Ng, Ng Sun Ho, Ng

Sun Giam and Ng San Wee, as joint trustees of the Chwee Cheng Trust, which owns approximately 38.33% of the shares of Chwee Cheng & Sons, which in turn owns 100% of the shares of TH60 Investments, which in turn owns approximately 70.79% of the shares of THSC Investments, which in turn owns 100% of the shares of Tat Hong Holdings, which in turn owns 100% of the shares of Tat Hong International. By virtue of the SFO, each of Tat Hong International, Tat Hong Holdings, THSC Investments, TH60 Investments, Chwee Cheng & Sons, Mr. Ng, Ng Sun Ho, Ng Sun Giam and Ng San Wee are deemed or taken to be interested in all the Shares in which Tat Hong China is interested.

(2) TH Investments Pte Ltd directly held approximately 0.08% of the issued capital of the Company, Chwee Cheng & Sons owns 100% of the shares of Tat Hong Investments Pte Ltd, which in turn owns 100% of the shares of TH Investments Pte Ltd. Mr. Ng, Ng Sun Ho, Ng Sun Giam and Ng San Wee, as joint trustees of the Chwee Cheng Trust, owns approximately 38.33% of the shares of Chwee Cheng & Sons. By virtue of the SFO, each of Chwee Cheng & Sons, Tat Hong Investments Pte Ltd, Mr. Ng, Ng Sun Ho, Ng Sun Giam and Ng San Wee are deemed or taken to be interested in all the Shares in which TH Investments Pte Ltd is interested.

(3) PHILLIP CAPITAL (HK) LIMITED is owned as to 85% by LIM Hua Min. By virtue of the SFO, LIM Hua Min is deemed to be interested in the same number of Shares in which PHILLIP CAPITAL (HK) LIMITED is interested.

Based on such shareholdings and assuming that there is no change in the number of the issued Shares after the Latest Practicable Date, and assuming the Company does not have any treasury shares, if the Buy-back Mandate is fully exercised, then the total number of Shares which will be bought-back pursuant to the Buy-back Mandate shall be 116,687,125 Shares (being 10% of the issued share capital of the Company based on the aforesaid assumptions). The percentage shareholding of the interests of each of the above controlling Shareholders would be increased to the approximate percentages as set out opposite their respective names in the table above. Such increase will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors will not exercise the Buy-back Mandate to such an extent that the public holding of Shares will be reduced to below 25% of the issued share capital of the Company.

10. SHARE PURCHASE MADE BY THE COMPANY

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

The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed for re-election.

Executive Director

Mr. YAU Kok San (邱國燊), ("**Mr. Yau**"), aged 62, was appointed as an Executive Director and Chief Executive Officer of the Company on 28 November 2019. He is primarily responsible for devising the overall business development strategies and overseeing the day-to-day management and operations of the Group. He joined our Group since June 2007. Mr. Yau is also director of all the subsidiaries of the Group, namely Tat Hong Belt Road, Jiangsu Hengxingmao, Shanghai Tat Hong, Zhongjian Tat Hong, Tat Hong Zhaomao, Huaxing Tat Hong, Changzhou Tat Hong, Chongqing Tat Hong, Guangdong Tat Hong, Ronghe Tat Hong and Tat Hong Equipment (HK) Limited.

Mr. Yau has more than 17 years of experience in the tower crane solution service industry and has been operating the business of the Group since June 2007. Prior to joining the Group, he had over 20 years of experience in the areas of engineering, corporate finance and venture capitalism. He began his career by joining Chartered Industries of Singapore Pte. Ltd. in 1988 and left as a principal engineer in 1996. Subsequently, he was employed by Vertex Management (II) Pte. Ltd., a venture capital company based in Singapore, from 1996 to 2000, responsible for managing investment portfolios for various Chinese companies and left as an investment manager. From 2000 to 2003, Mr. Yau joined AdXplorer Pte. Ltd., serving as senior vice president as his last position and was responsible for devising company strategies in raising venture capitals for client companies across business platform. Thereafter from 2003 to 2007, Mr. Yau operated his own business specialising in corporate finance and consultancy services for small-sized companies. From July 2016 to November 2019, he had also served as chief executive officer at Tat Hong China, one of the controlling shareholders of the Company.

Mr. Yau obtained a Technician Diploma in Mechanical Engineering from the Singapore Polytechnic in April 1982 and a Bachelor's Degree of Engineering (Mechanical) (1st Class Honours) from the National University of Singapore in June 1987. He also obtained a Master's Degree of Business Administration from the National University of Singapore in July 1996.

As at the Latest Practicable Date, Mr. Yau is interested in 4,957,135 Shares, representing approximately 0.42% of the issued share capital of the Company.

Mr. Yau has entered into a service contract with the Company for a term of three years, which is renewable automatically every three years, with effect from 13 January 2024, which may be terminated by not less than three months' notice in writing 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 Articles. Under the service contract, Mr. Yau is entitled to the basic annual salary of RMB2,000,000 per annum.

Non-executive Director

Mr. SUN Zhaolin (孫兆林) ("**Mr. Sun**"), aged 69, was appointed as a Non-executive Director of the Company on 28 November 2019. He is responsible for providing strategic advice to the Group, developing and implementing business strategy. He joined our Group since April 2006. Mr. Sun is also a director of three subsidiaries of the Group, namely Tat Hong Zhaomao, Shanghai Tat Hong, and Jiangsu Hengxingmao.

Mr. Sun has more than 27 years of experience in the field of construction machinery manufacturing. He has founded and led various companies in the crane manufacturing industry. Mr. Sun is the chairman and executive director of Yongmao since February 2008. He has been a director of Fushun Yongmao Engineering Machinery Co., Ltd.* (撫順永茂工程機械有限公司) since 1996; Fushun Yongmao Industry and Trade Co., Ltd.* (撫順市永茂工貿發展有限公司) since 1997; Fushun Yongmao Industry Group Co., Ltd.* (撫順永茂實業集團有限公司) since 1997; and Beijing Yongmao Jiangong Machinery Manufacturing Co., Ltd.* (北京永茂建工機械製造有限公司) since June 2006.

In July 2005, Mr. Sun received the Liaoning Province Outstanding Business Entrepreneur Award* (遼寧省優秀民營企業家) from the Liaoning Province Small-Medium Enterprise Association* (遼寧省中小企業聯合會). In April 2006, Mr. Sun received the Model Labour Award* (遼寧省勞動模範) for Year 2005 from the Liaoning Province People's Government* (遼寧省人民政府). In February 2013, he was awarded the Outstanding Contribution Award for the Year 2012* (2012年度支持商會建設突出貢獻獎) by the Fushun Municipal Association of Industry and Commerce* (撫順市工商業聯合會) and the Fushun Municipal General Chamber of Commerce* (撫順市總商會). In April 2014, he was named Fushun Municipal Outstanding Entrepreneur* (撫順市優秀企業家稱號) by the Fushun City Federation of Trade Unions* (撫順市總工會). Mr. Sun was also a Member of the 8th, 9th and 10th Liaoning Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議遼寧省委員會).

Mr. Sun has entered into a letter of appointment with the Company for a term of three years, which is renewable automatically every three years, which may be terminated by not less than one month's notice in writing 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 Articles. Under the letter of appointment, Mr. Sun is entitled to a Director's fee of RMB96,000 per annum.

Mr. Wang Dongjie (王東傑) (Mr. Wang), aged 53, has over 30 years of experience in China's construction engineering industry, including his tenure as general manager of the Equipment Leasing Company of China Nuclear Industry Huaxing Construction Co., Ltd.* (中國核工業華興建設有限公司). Mr. Wang holds the Professional Qualification Certificates as a Class 1 Construction Engineer in both Architectural Engineering and Highway Engineering.

Mr. Wang has held various key positions and accumulated extensive management experience since he joined China Nuclear Industry Huaxing Construction Co., Ltd. in December 1994. From December 1994 to January 2001, he served as a clerk of the Party Office in the Third Engineering Company of China Nuclear Industry Huaxing Construction Co., Ltd.; then from January 2001 to March 2008, he successively served as director of the Party and Administration Office, chief of the Metal Products Plant, and party secretary and deputy manager of the Project Department at the Installation Branch of China Nuclear Industry Huaxing Construction Co., Ltd. (renamed the Steel Structure Branch of China Nuclear Industry Huaxing Construction

Co., Ltd. in 2004); from March 2008 to October 2012, he served as the captain of the steel structure team and assistant to the general manager of the Hongyanhe Nuclear Power Project Department of China Nuclear Industry Huaxing Construction Co., Ltd.; from October 2012 to November 2014, he served as party branch secretary and deputy manager of the Steel Structure Engineering Management Department of China Nuclear Huayu Engineering Co., Ltd. (中核華譽工程有限責任公司) and project manager of 600,000 cubic meters oil storage and transportation project department of Zhejiang Tianlu Energy Co., Ltd. (浙江天祿能源有限公司) in Zhoushan; from November 2014 to January 2016, he served as party secretary, deputy general manager, secretary of the Discipline Inspection Commission, and head of the Labor Union of National Nuclear Demonstration Project Department of China Nuclear Industry Huaxing Construction Co., Ltd.; from January 2016 to March 2017, he served as the manager of the Nuclear Power Industry Workers Management Center of China Nuclear Industry Huaxing Construction Co., Ltd.; from March 2017 to September 2021, he served as the deputy general manager of the Infrastructure Division of China Nuclear Industry Huaxing Construction Co., Ltd.; from September 2021 to March 2023, he served as general manager and deputy secretary of the Party Committee of the Equipment Leasing Company of China Nuclear Industry Huaxing Construction Co., Ltd.; since March 2023 to date, he has been serving as general manager and deputy secretary of the Party Committee at the Guohe No. 1 Demonstration Project Department of China Nuclear Industry Huaxing Construction Co., Ltd.

Mr. Wang obtained a College Degree in Business Administration from the Yangzhou University in March 2005 and a Bachelor's Degree in Civil Engineering from the Hunan University of Science and Technology in June 2011.

Mr. Wang has entered into a letter of appointment with the Company for a term of three years, which may be terminated by not less than one month's notice in writing 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 Articles. Under the letter of appointment, Mr. Wang is entitled to a Director's fee of RMB96,000 per annum.

Independent Non-executive Director

Ms. PAN I-Shan (潘宜珊) ("**Ms. Pan**"), aged 48, was appointed as an Independent Non-executive Director of the Company on 15 December 2020. She also serves as the Chairlady of the Audit Committee and a member of the Remuneration Committee. She is responsible for providing independent advice to the Board and advising on corporate accounting and financial matters.

Since March 2010, Ms. Pan was certified as an accountant by the Financial Supervisory Commission of Taiwan. Ms. Pan is a certified public accountant admitted by the Taipei Certified Public Accountant Association since March 2014. She also holds a lecturer certificate issued by the Ministry of Education of Taiwan in April 2013.

Ms. Pan has more than 25 years of experience in audit and accounting. She was a senior auditor at PricewaterhouseCoopers Taiwan from September 1999 to February 2004 and was promoted to manager from August 2006 to August 2008, where she had gained experience and knowledge in business audit services. Subsequently from November 2009 to November 2011, Ms. Pan worked in KEDP CPAs Firm (Taiwan) as a certified public accountant, where she was responsible for business audit services and advising foreign

enterprises and individuals on the setting-up and registration of bookkeeping system. From August 2012 to July 2013, Ms. Pan joined the Ching Kuo Institute of Management and Health as adjunct lecturer in accounting courses, and served as a chief accounting officer in the said institute from August 2012 to December 2013. At present, Ms. Pan is a partner of Onething CPAs Firm in Taipei which she founded in January 2015. Her practices include accounting advisory in relation to corporate finance, financial and general management between Taiwan and the PRC, business audit services, setting-up and registration of bookkeeping system, and other bookkeeping and consultation services. Since May 2024, Ms. Pan has been appointed as an independent director of Sofiva Genomics Co., Ltd. a company listed on the Main Board of the Taiwan Stock Exchange (stock code: 6615). Since May 2025, Ms. Pan has been appointed as an independent director of Horngshiue Holding Co., Ltd. a company listed on the Main Board of the Taiwan Stock Exchange (stock code: 2243).

Ms. Pan obtained a Bachelor's Degree in Accounting from the Chung Yuan Christian University in Taiwan in June 1998 and a Master's Degree of Business Administration in Accounting from the Fu Jen Catholic University in Taiwan in June 2006.

Ms. Pan has entered into a letter of appointment with the Company for a term of three years, which is renewable automatically every three years, which may be terminated by not less than one month's notice in writing 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 Articles. Under the letter of appointment, Ms. Pan is entitled to a Director's fee of RMB120,000 per annum.

General

None of the Directors to be re-elected has a service agreement or letter of appointment with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

Save as disclosed in this circular, each of the Directors to be re-elected (i) had no other relationship with any Directors or members of the senior management or substantial or controlling shareholder of the Company as of the Latest Practicable Date; and (ii) did not hold any other directorship in listed companies in the three years prior to the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed in this circular, none of the Directors to be re-elected have any interests or short positions in the Shares or underlying shares of the Company which are discloseable under Part XV of the SFO.

Save as disclosed above, there is no other information relating to the Directors to be reelected that should be disclosed under Rule 13.51(2) of the Listing Rules nor any other matter that needs to be brought to the attention of the Shareholders.

The following are the Proposed Amendments to the Third Amended and Restated Articles of Association introduced by the Fourth Amended and Restated Articles of Association. Unless otherwise specified, articles referred to herein are articles of the Fourth Amended and Restated Articles of Association. If the serial numbering of the articles of the Third Amended and Restated Articles of Association is changed due to the addition, deletion or re-arrangement of certain articles of the Third Amended and Restated Articles of Association made in these amendments, the serial numbering of the articles of the Fourth Amended and Restated Articles of Association as so amended shall be changed accordingly, including cross-references.

Unless otherwise specified, all capitalized terms in the Proposed Amendments contained in this Appendix are terms defined in the Third Amended and Restated Articles of Association or the Fourth Amended and Restated Articles of Association (as the case may be) which shall have the corresponding meanings ascribed to them in the Third Amended and Restated Articles of Association or the Fourth Amended and Restated Articles of Association (as the case may be).

Note: *The Fourth Amended and Restated 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.	**Provisions in the Third Amended and Restated Articles of Association of the Company (changes marked-up against provisions in the Current Articles)**	**Remarks**
1.	The regulations contained in Table A in the Schedule to the ~~Companies~~ Act ~~(As Revised)~~ do not apply to the Company.	
2(1)	In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column. WORD — MEANING "Act" — the Companies Act, Cap. 22 ~~(Act 3 of 1961, as consolidated and revised)~~ 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. "actionable corporate communication" — shall have the meaning given to it in the Listing Rules. "address" — for the purposes of these Articles, "address" includes an electronic address unless the Act or the Listing Rules require a postal address.	

Provision No.	Provisions in the Third Amended and Restated Articles of Association of the Company (changes marked-up against provisions in the Current Articles)		Remarks
	"Auditor"	the ~~auditor of the Company for the time being and may include any individual, partnership or body corporate or~~ persons appointed by the Company from time to time to perform the duties of auditors of the Company~~.~~;	
	"close associate"	in relation to any Director, shall have the same meaning as defined in the ~~rules of the Designated Stock Exchange ("~~Listing Rules~~")~~ as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to "associate" in the Listing Rules.	
	"corporate communication"	shall have the meaning given to it in the Listing Rules.	
	"electronic"	means relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act of the Cayman Islands as amended from time to time.	
	"electronic communication"	a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other similar means in any form through any medium.	
	"electronic means"	means and includes sending or otherwise making available to the intended recipients of the communication in electronic format.	

Provision No.	Provisions in the Third Amended and Restated Articles of Association of the Company (changes marked-up against provisions in the Current Articles)		Remarks
	"electronic meeting"	a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members and/or proxies by means of electronic facilities.	
	"~~head~~ Head ~~office~~Office"	such office of the Company as the Directors may from time to time determine to be the principal office of the Company.	
	"HK Stock Exchange"	The Stock Exchange of Hong Kong Limited.	
	"Hong Kong"	means the Hong Kong Special Administrative Region of the People's Republic of China.	
	"hybrid meeting"	a general meeting convened for the (i) physical attendance by Members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Members and/or proxies by means of electronic facilities.	
	"Listing Rules"	the rules and regulations of the Designated Stock Exchange.	
	"Meeting Location"	has the meaning given to it in Article 64A.	
	"month"	a calendar month.	
	"Notice"	written notice unless otherwise specifically stated ~~and as further defined~~ in these Articles~~.~~ and, where the context so requires, shall include any other document (including any corporate communication and actionable corporate communication within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws and regulations, including the Listing Rules and/or the rules of the	

Provision No.	Provisions in the Third Amended and Restated Articles of Association of the Company (changes marked-up against provisions in the Current Articles)	Remarks
	competent regulatory authority. For the avoidance of doubt, Notice may be provided in physical or electronic form. "physical meeting" a general meeting held and conducted by physical attendance and participation by Members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations. "Principal Meeting Place" shall have the meaning given to it in Article 59(2). "Register" the principal register of Members and where applicable, any branch register of Members to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time. "treasury shares" shares repurchased and held by the Company in treasury as authorized by the Act which, for the purpose of these Articles, include shares repurchased by the Company and held or deposited in Central Clearing and Settlement System for sale on the HK Stock Exchange. ~~"US$" the legal currency of the United States.~~	
2(2)	(e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, including electronic writing or display (such as digital documents or electronic communications), ~~visible form, and including where the representation takes the form of electronic display,~~ provided that both the mode of service of the relevant document or Notice and the Member's election comply with all applicable Statutes, rules and regulations;	

Provision No.	Provisions in the Third Amended and Restated Articles of Association of the Company (changes marked-up against provisions in the Current Articles)	Remarks
	(h) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a Notice or document include a Notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not; ~~(i) reference to a meeting shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Article 64;~~ ~~(j)~~ (i) Section 8 and Section 19 of the Electronic Transactions Act ~~(2003)~~ of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles; ~~and~~ (j) references to the right of a Member to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities; (k) a reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly, and (b) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Article 64E; (l) references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised	

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	representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly; (m) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); ~~(k)~~(n) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member. (o) unless the context otherwise requires, any reference to "print", "printed", or "printed copy" and "printing" shall be deemed to include electronic versions or electronic copies; (p) any reference to the term "place" within these Articles shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a "~~"~~"place~~"~~" for the delivery, receipt, or payment of monies, whether by the Company or by Members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a "place" in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a "place" shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term "place" is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision; (q) all voting rights referred to in these Articles shall exclude the voting rights attached to treasury shares; and (r) references to votes cast or taken at a general meeting shall include all votes taken (in such manner as may be directed by the chairman of that meeting whether by a count of votes by show of hands and/or by the use of ballot or voting papers or tickets and/or by electronic means) of the Members attending in person, by corporate representative or by proxy at that meeting.	

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3(2)	Subject to the Act, the Company's Memorandum and Articles of Association and, where applicable, the Listing Rules and/or ~~any~~ the rules and regulations of any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Act. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Act. Subject to the Act, the Listing Rules and/or the rules of any competent regulatory authority, the Company is further authorised to hold any repurchased, redeemed or surrendered shares as treasury shares without the need for a separate resolution of the Board for each instance.	
3(3)	Subject to compliance with the Listing Rules and the rules ~~of~~ and regulations of any other competent regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.	
3A	Shares that the Company purchases, redeems or acquires by way of surrender in accordance with the Act shall be held as treasury shares and not treated as cancelled if: (a) the Board so determines prior to the purchase, redemption or surrender of those shares; and (b) the relevant provisions of the Memorandum of Association of the Company, these Articles and the Act are otherwise complied with.	New Article
3B	No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up) may be made to the Company in respect of a treasury share.	New Article

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3C	The Company shall be entered in the Register as the holder of the treasury shares. However: (a) the Company shall not be treated as a Member for any purpose and shall not exercise any right in respect of the treasury shares, and any purported exercise of such a right shall be void; and (b) a treasury share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Act.	New Article
3D	Treasury shares may be disposed of by the Company in accordance with the Act and the Listing Rules and otherwise on such terms and conditions as the Board determines.	New Article
3E	Subject to the Listing Rules and the rules and regulations of any stock exchange on which the shares of the Company are listed and any other relevant regulatory authority, the Board may by a resolution of the Directors at any time (a) cancel any one or more treasury shares; or (b) transfer any one or more treasury shares to any person, whether or not for valuable consideration (including at a discount to the nominal or par value of such shares).	New Article
10.	Subject to the Act and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either ~~(i)~~ with the consent in writing of the holders of not less than three-fourths ~~in nominal value~~of the total voting rights of the issued shares of that class (excluding treasury shares) or ~~(ii)~~ with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class (excluding treasury shares). To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, *mutatis mutandis*, apply, but so that: (a) the necessary quorum (including at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy	

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	not less than one-third of the total voting rights ~~in the nominal value~~ of the issued shares of that class (excluding treasury shares); and (b) every holder of shares of the class (excluding treasury shares) shall be entitled to one vote for every such share held by him.	
17(2)	Where a share stands in the names of two or more persons, the person first named in the Register shall as regards service of ~~n~~Notices and, subject to the provisions of these Articles, all or any other matters connected with the Company, except the transfer of the shares, be deemed the sole holder thereof.	
30.	On the trial or hearing of any action or other proceedings for the recovery of any money due for any call, it shall be sufficient to prove that the name of the Member sued is entered in the Register as the holder, or one of the holders, of the shares in respect of which such debt accrued, that the resolution making the call is duly recorded in the minute book, and that ~~N~~notice of such call was duly given to the Member sued, in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.	
33.	The Board may, if it thinks fit, receive from any Member willing to advance the same, and either in money or money's worth, all or any part of the moneys uncalled and unpaid or instalments payable upon any shares held by him and upon all or any of the moneys so advanced (until the same would, but for such advance, become presently payable) pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such Member not less than one (1) month's Notice of its intention in that behalf, unless before the expiration of such ~~N~~notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. Such payment in advance shall not entitle the holder of such share or shares to participate in respect thereof in a dividend subsequently declared.	
39.	A declaration by a Director or the Secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and such declaration shall (subject to the execution of an instrument of transfer by the Company if necessary) constitute a good title to the share, and the person to whom the share is disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the consideration (if any), nor shall his title to the share be affected by any	

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	irregularity in or invalidity of the proceedings in reference to the forfeiture, sale or disposal of the share. When any share shall have been forfeited, ~~N~~notice of the declaration shall be given to the Member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the register, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such ~~N~~notice or make any such entry.	
44.	The Register ~~and branch register of Members, as the case may be,~~ shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of Hong Kong ~~D~~dollars 2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of Hong Kong ~~D~~dollars 1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after ~~N~~notice has been given by advertisement in ~~an appointed newspaper or~~ any ~~other~~ newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.	
46(1)	Subject to the Act and these Articles, any Member may transfer all or any of his shares by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.	
46(2)	Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the ~~rules and regulations of the Designated Stock Exchange~~ Listing Rules that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible if such recording otherwise complies with the laws	

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	applicable to and the ~~rules and regulations of the Designated Stock Exchange~~ Listing Rules that are or shall be applicable to such listed shares.	
50.	If the Board refuses to register a transfer of any share, it shall, within two (2) months after the date on which the transfer was lodged with the Company, send to each of the transferor and transferee ~~N~~notice of the refusal.	
51.	The registration of transfers of shares or of any class of shares may, after ~~N~~notice has been given by announcement or by electronic communication or by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.	
53.	Any person becoming entitled to a share in consequence of the death or bankruptcy or winding-up of a Member may, upon such evidence as to his title being produced as may be required by the Board, elect either to become the holder of the share or to have some person nominated by him registered as the transferee thereof. If he elects to become the holder he shall notify the Company in writing either at the Registration Office or Office, as the case may be, to that effect. If he elects to have another person registered he shall execute a transfer of the share in favour of that person. The provisions of these Articles relating to the transfer and registration of transfers of shares shall apply to such ~~N~~notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the ~~N~~notice or transfer were a transfer signed by such Member.	
55(2)(c)	the Company, if so required by the Listing Rules, has given ~~N~~notice ~~in newspapers in accordance with the requirements of the Designated Stock Exchange to be made~~ of its intention to sell such shares ~~in the manner required by the Designated Stock Exchange~~ to, and caused advertisement both in daily newspaper and in a newspaper circulating in the area of the last known address of such Member or any person entitled to the share under Article 54 and where applicable, in each case in accordance with the requirements of, the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.	

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56.	An annual general meeting of the Company shall be held ~~in~~ for each financial year other than the financial year of the Company's adoption of these Articles and such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any) ~~at such time and place as may be determined by the Board. Notwithstanding any provisions in these Articles, any general meeting of Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting~~.	
57.	Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. ~~General meetings~~ All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Article 64A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion.	
58.	The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up ~~voting rights (on a one share one vote basis) in the~~ capital of the Company (excluding treasury shares) carrying the right of voting at general meetings of the Company, on a one vote per share basis, 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 or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may ~~do so in the same manner,~~ convene a physical meeting at only one location which will be the Principal Meeting Place, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.	
59(1)	An annual general meeting must be called by Notice of not less than twenty-one (21) clear days. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days but if permitted by the Listing Rules, a general meeting may be called by shorter ~~N~~notice, subject to the Act, if it is so agreed:	

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59(2)	The Notice shall specify (a) the time and date of the meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 64A, the principal place of the meeting (the "Principal Meeting Place"), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the Notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (d) particulars of resolutions to be considered at the meeting. (a) ~~the date and the time of the meeting;~~ ~~(b) the place of the meeting;~~ ~~(c) the agenda and the particulars of resolutions to be considered at the meeting; and~~ ~~(d) in case of special business (as defined in Article 61), the general nature of the business~~ The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such Notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.	
61(d)	appointment of Auditors (where special notice of the intention for such appointment is not required by the Act) and other officers; and	
~~61(f)~~	~~the granting of any mandate or authority to the Board to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than 20 per cent (or such other percentage as may from time to time be specified in the Listing Rules) in nominal value of its existing issued share capital and the number of any securities repurchased pursuant to paragraph (g) of this Article; and~~	
~~61(g)~~	~~the granting of any mandate or authority to the Board to repurchase securities of the Company.~~	

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61(2)	No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person ~~(in the case of a Member being a corporation) by its duly authorised representative~~ or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy shall form a quorum for all purposes.	
62.	If within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and (where applicable) same place(s) or to such time and (where applicable) such place(s) and in such form and manner referred to in Article 57 as the chairman of the meeting (or in default, the Board) may absolutely determine ~~as the Board may determine~~. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.	
63(1)	~~The~~ Subject to Article 63(2), the chairman of the Company or if there is more than one chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at a general meeting. If at any meeting no chairman, is present within fifteen (15) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for holding the meeting, or is willing to act as chairman, the deputy chairman of the Company or if there is more than one deputy chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman. If no chairman or deputy chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or ~~(in the case of a Member being a corporation) by its duly authorised representative or~~ by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.	
63(2)	If the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in	

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	accordance with Article 63(1) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.	
64.	~~Prior to the holding of a general meeting, the Board may postpone, and at a general meeting,~~ Subject to Article 64C, the chairman may (without the consent of the meeting) or shall ~~if so directed by the meeting~~ at the direction of the meeting, adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting), but no business shall be transacted at any adjourned ~~or postponed~~ meeting other than the business which might lawfully have been transacted at the meeting had the adjournment ~~or postponement~~ not taken place. ~~Notice of a postponement must be given to all Members by any means as the Board may determine.~~ When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days'Notice of the adjourned meeting shall be given specifying ~~the time and place of the adjourned meeting~~ the details set out in Article 59(2) but it shall not be necessary to specify in such Notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give Notice of an adjournment.	
64A.	(1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations ("Meeting Location(s)") determined by the Board at its absolute discretion. Any Member or any proxy attending and participating in such way or any Member or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting. (2) All general meetings are subject to the following and, where appropriate, all references to a "Member" or "Members" in this sub-paragraph (2) shall include a proxy or proxies respectively: (a) where a Member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;	New Article

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	(b) Members present in person or by proxy at a Meeting Location and/or Members attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations and Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened; (c) where Members attend a meeting by being present at one of the Meeting Locations and/or where Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and (d) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.	
64B.	The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid	New Article

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	meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.	
64C.	If it appears to the chairman of the general meeting that: (a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 64A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting; then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.	New Article

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64D.	The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.	New Article
64E.	If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the Notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following: (a) when a meeting is so postponed, the Company shall endeavour to post a Notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a Notice shall not affect the automatic postponement of a meeting); (b) when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board shall notify the Members of details of such change in such manner as the Board may determine;	New Article

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	(c) when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 64, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and (d) Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the Members.	
64F.	All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 64C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.	New Article
64G.	Without prejudice to other provisions in Article 64, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.	New Article
66(1)	Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy ~~or, in the case of a Member being a corporation, by its duly authorised representative~~ shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that in the case of a physical meeting, the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person ~~(or being a~~	

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	~~corporation, is present by a duly authorized representative),~~ or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.	
66(2)	Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded: (a) by at least three Members present in person ~~or in the case of a Member being a corporation by its duly authorised representative~~ or by proxy for the time being entitled to vote at the meeting; or (b) by a Member or Members present in person ~~or in the case of a Member being a corporation by its duly authorised representative~~ or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or (c) by a Member or Members present in person ~~or in the case of a Member being a corporation by its duly authorised representative~~ or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right. A demand by a person as proxy for a Member ~~or in the case of a Member being a corporation by its duly authorised representative~~ shall be deemed to be the same as a demand by the Member.	
72(1)	A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, by his receiver, committee, *curator bonis* or other person in the nature of a receiver, committee or *curator bonis* appointed by such court, and such receiver, committee, *curator*	

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	bonis or other person may vote by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, ~~head~~ Head ~~office~~ Office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting, or postponed meeting, as the case may be.	
72(2)	Any person entitled under Article 53 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight (48) hours at least before the time of the holding of the meeting or adjourned meeting or postponed meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his entitlement to such shares, or the Board shall have previously admitted his right to vote at such meeting in respect thereof.	
73(2)	All Members ~~(including a Member which is a Clearing House (or its nominees))~~ 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.	
74.	the objection or error shall not vitiate the decision of the meeting or adjourned meeting or postponed meeting on any resolution unless the same is raised or pointed out at the meeting or, as the case may be, the adjourned meeting or postponed meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same may have affected the decision of the meeting. The decision of the chairman on such matters shall be final and conclusive.	
76.	The instrument appointing a proxy shall be in ~~writing under the hand of~~ such form, including electronic or otherwise, as the Board may determine and in the absence of such determination, shall be in writing, which may include electronic writing, and signed by the appointor or ~~of~~ his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or ~~under the hand of~~ signed by an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it	

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	shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.	
77(1)	The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.	
77(2)	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 certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the Notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate), or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it	Rename Article 77(1) as Article 77(2)

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	as the date of its execution, except at an adjourned meeting or postponed meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting ~~in person~~ at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.	
78.	Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the Notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment or postponement of the meeting as for the meeting to which it relates. The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Articles has not been received in accordance with the requirements of these Articles. Subject to aforesaid, if the proxy appointment and any of the information required under these Articles is not received in the manner set out in these Articles, the appointee shall not be entitled to vote in respect of the shares in question.	
79.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the Notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement of the meeting or adjourned meeting or postponed meeting, at which the instrument of proxy is used or if the Company has provided an electronic address in accordance with Article 77, shall have been received by the Company at the electronic address so specified.	
81(2)	If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised	

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	without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, the right to speak and vote and, where a show of hands is allowed, the right to vote individually on a show of hands.	
83(3)	The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. ~~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 an annual general meeting.~~	
83(5)	The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director (including a managing or other executive ~~d~~Director) at any time before the expiration of his ~~period~~ term of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).	
85.	No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the ~~head~~ Head ~~office~~ Office or at the Registration Office ~~The Company shall include the particulars of such proposed person for election as a Director in an announcement or a supplementary circular, and shall give the Members at least seven (7) days to consider the relevant information disclosed in such announcement or supplementary circular prior to the date of the meeting of the election. The period for lodgment of the Notice required under this Article will commence no earlier than the day after the despatch of the Notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting and~~ provided that the minimum length of the period, during which such Notice(s) ~~to the Company may be~~ are given, shall ~~will~~ be at least seven (7) days~~. If~~ and that (if the Notices are submitted after the despatch of the ~~N~~notice of the general meeting appointed for such election~~,~~) the period for lodgment of	

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	such Notice(s) shall commence on the day after the despatch of the ~~N~~notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.	
89.	Any Director may at any time by Notice delivered to the Office or ~~head~~ Head ~~office~~ Office or at a meeting of the Directors appoint any person (including another Director) to be his alternate Director. Any person so appointed shall have all the rights and powers of the Director or Directors for whom such person is appointed in the alternative provided that such person shall not be counted more than once in determining whether or not a quorum is present. An alternate Director may be removed at any time by the body which appointed him and, subject thereto, the office of alternate Director shall continue until the happening of any event which, if he were a Director, would cause him to vacate such office or if his appointer ceases for any reason to be a Director. Any appointment or removal of an alternate Director shall be effected by Notice signed by the appointor and delivered to the Office or ~~head~~ Head ~~office~~ Office or tendered at a meeting of the Board. An alternate Director may also be a Director in his own right and may act as alternate to more than one Director. An alternate Director shall, if his appointor so requests, be entitled to receive ~~N~~notices of meetings of the Board or of committees of the Board to the same extent as, but in lieu of, the Director appointing him and shall be entitled to such extent to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director save that as an alternate for more than one Director his voting rights shall be cumulative.	
91.	Every person acting as an alternate Director shall have one vote for each Director for whom he acts as alternate (in addition to his own vote if he is also a Director). If his appointor is for the time being absent from Hong Kong or otherwise not available or unable to act, the signature of an alternate Director to any resolution in writing of the Board or a committee of the Board of which his appointor is a member shall, unless the ~~N~~notice of his appointment provides to the contrary, be as effective as the signature of his appointor.	

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100(1)	A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but subject to the requirements of the Act or the Listing Rules, this prohibition shall not apply to any of the following matters namely: (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase~~,~~ where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;	
100(1)(iii)(a)	the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or	
112.	A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board whenever he shall be required so to do by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or ~~via~~by electronic ~~mail~~ means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website or by telephone or in such other manner as the Board may from time to time determine.	
113(2)	Directors may participate in any meeting of the Board by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously ~~throughout the meeting~~ and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.	
119.	A resolution in writing signed by all the Directors except such as are temporarily unable to act through ill-health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid shall (provided that such number is sufficient to constitute a quorum and further provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive ~~N~~notices of Board meetings in the same manner as ~~N~~notices of meetings are required to be given by these	

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	Articles) be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held. A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of this Article. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid. Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.	
129(2)	Minutes shall be kept by the Secretary at the ~~head~~ Head ~~office~~Office.	
131.	Any Director or the Secretary or any person appointed by the Board for the purpose may authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Board or any committee, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts, and if any books, records, documents or accounts are elsewhere than at the Office or the ~~head~~ Head ~~office~~ Office the local manager or other officer of the Company having the custody thereof shall be deemed to be a person so appointed by the Board. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting, of the Company or of the Board or any committee which is so certified shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.	
132(1)(b)	any dividend mandate or any variation or cancellation thereof or any notification of change of name or address at any time after the expiry of two (2) years from the date such mandate, variation, cancellation or notification was recorded by the Company;	
139.	Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing	

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	direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders. For the avoidance of doubt, any dividend, interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine.	
142(1)(a)(ii)	the Board, after determining the basis of allotment, shall give not less than two (2) weeks' Notice to the holders of the relevant shares of the right of election accorded to them and shall send with such ~~N~~notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;	
142(1)(b)(ii)	the Board, after determining the basis of allotment, shall give not less than two (2) weeks' Notice to the holders of the relevant shares of the right of election accorded to them and shall send with such ~~N~~notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;	
143~~(1)~~(2)	Before recommending any dividend, the Board may set aside out of the profits of the Company such sums as it determines as reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may, also at such discretion, either be employed in the business of the Company or be invested in such investments as the Board may from time to time think fit and so that it shall not be necessary to keep any investments constituting the reserve or reserves separate or distinct from any other investments of the Company. The Board may also without placing the same to reserve carry forward any profits which it may think prudent not to distribute.	

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149.	Subject to Article 150, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors'report, shall be sent ~~(including by electronic means)~~ to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the ~~N~~notice of annual general meeting and laid before the Company at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.	
150.	Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' 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 summarised financial statements, a complete printed copy of the Company's annual financial statement and the directors'report thereon.	
152(1)	At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall by ordinary resolution appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.	
154.	The remuneration of the Auditor shall be fixed ~~by the Company~~ by an ordinary resolution ~~in~~ passed at a general meeting or in such manner as the Members may by ordinary resolution determine.	

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158(1)	Any Notice or document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means:	
158(1)(e)	by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(3) without the need for any additional consent or notification;	
158(1)(f)	by publishing it on the Company's website or the website of the Designated Stock Exchange without the need for any additional consent or notification; or	
158(1)(g)	by sending or otherwise making it available to such person through such other means~~, whether electronically or otherwise,~~ to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.	
158(2)	In the case of joint holders of a share all ~~N~~notices shall be given to that one of the joint holders whose name stands first in the Register and ~~N~~notice so given shall be deemed a sufficient service on or delivery to all the joint holders.	
158(3)	Every Member or a person who is entitled to receive ~~N~~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.	
158(4)	Subject to any applicable laws, rules and regulations and the terms of these Articles, any ~~N~~notice, document or publication, including but not limited to the documents referred to in Articles~~,~~ 149, 150 and 158 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.	
159.	Any Notice or other document~~ (including any "corporate communication" within the meaning ascribed thereto under the Listing Rules)~~:	
159(a)	if served or delivered 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, is put into the post; in proving such service or	

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	delivery it shall be sufficient to prove that the envelope or wrapper containing the ~~N~~notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;	
159(b)	if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, documents or publication placed on either the Company's website or the website of the Designated Stock Exchange, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;	
160(1)	Any Notice or other document ~~(including any "corporate communication" within the meaning ascribed thereto under the Listing Rules)~~ delivered or sent ~~by post to or left at the registered address of any Member or by electronic communication, or by making it available on the website of the Company and the website of the Designated Stock Exchange in pursuance of~~ in any manner permitted by these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.	
160(2)	A Notice ~~or document (including any "corporate communication" within the meaning ascribed thereto under the Listing Rules)~~ may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it via electronic means or through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the electronic or postal address, if any, supplied for the purpose by the person claiming to be so entitled, or ~~by electronic communication or~~ (until such	

Provision No.	Provisions in the Third Amended and Restated Articles of Association of the Company (changes marked-up against provisions in the Current Articles)	Remarks
	electronic or postal address has been so supplied) by giving the Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.	
160(3)	Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every Notice in respect of such share which prior to his name and address ~~(including electronic address)~~ being entered on the Register shall have been duly given to the person from whom he derives his title to such share.	
160(4)	Notwithstanding any election by a Member, if the Company is advised that the sending of any Notice or other documents to any electronic address supplied by a Member may or might infringe the law of any relevant jurisdiction, or if the Company cannot verify the location of the server at which the electronic address of the Member is located, the Company may in lieu of the sending of any Notice or other document to the electronic address supplied by the Member concerned, place the same on the Company's website and the website of the HK Stock Exchange, and any such placement shall be deemed effective service on the Member, and the relevant Notice and document shall be deemed to be served on the Member on the date on which the same is first placed on the Company's website and the website of the HK Stock Exchange.	
160(5)	Notwithstanding any election by a Member from time to time to receive any Notice or document through electronic means, such Member may, at any time, require the Company to send to him, in addition to an electronic copy thereof, a printed copy of any Notice or document which he, in his capacity as a Member, is entitled to receive.	
161.	For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any Notice or document to be given by the Company may be written, printed or ~~made electronically~~ in electronic form.	
162(2)	Unless otherwise provided by the Act, a ~~A~~ resolution that the Company be wound up by the court or to be wound up voluntarily shall be a special resolution.	

Provision No.	Provisions in the Third Amended and Restated Articles of Association of the Company (changes marked-up against provisions in the Current Articles)	Remarks
163(1)	Subject to any special rights, privileges or restrictions as to the distribution of available surplus assets on liquidation for the time being attached to any class or classes of shares (i) if the Company shall be wound up and the assets available for distribution amongst ~~the~~ Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed pari passu amongst such Members in proportion to the amount paid up on the shares held by them respectively and (ii) if the Company shall be wound up and the assets available for distribution amongst the Members as such shall be insufficient to repay the whole of the paid-up capital such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively.	
165.	Unless otherwise determined by the Directors, the financial year ~~end~~ of the Company shall ~~be~~ end on the 31 day of March in each year.	
	ELECTRONIC INSTRUCTIONS BY MEMBERS	
168.	To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall accept instructions from Members and its securities holders (including meeting attendance indications, proxy appointments, revocations, voting directions, and responses to corporate communications) transmitted by electronic means, subject to reasonable authentication measures as the Board may from time to time determine.	New Article



Tat Hong Equipment Service Co., Ltd.
達豐設備服務有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2153)

NOTICE OF 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2025 Annual General Meeting of Tat Hong Equipment Service Co., Ltd. (the "**Company**") will be held at 10:00 a.m. on Friday, 26 September 2025 at Room 601, Building 8, PortMix, No. 2377 Shenkun Road, Minhang District, Shanghai, the PRC, for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and the reports of the Directors of the Company and Auditors of the Company for the year ended 31 March 2025.

2. (i) To re-elect Mr. Yau Kok San as an Executive Director of the Company.

   (ii) To re-elect Mr. Sun Zhaolin as a Non-executive Director of the Company.

   (iii) To re-elect Mr. Wang Dongjie as a Non-executive Director of the Company.

   (iv) To re-elect Ms. Pan I-Shan as an Independent Non-executive Director of the Company.

   (v) To authorize the Board of Directors to fix the remuneration of the Directors.

3. To re-appoint RSM Hong Kong as the Auditors of the Company and to authorize the Board of Directors to fix their remuneration.

4. To consider and, if thought fit, pass the following resolution with or without modification, as an ordinary resolution of the Company:

   "**THAT**:

   (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of US$0.08 each in the share capital of the Company (the "**Shares**") and/or to resell or transfer treasury shares of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued together with the treasury shares of the Company resold by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company; shall not exceed 20% of the total number of Shares (excluding treasury shares, if any) in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution, "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

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

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

(iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

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

Any reference to an allotment, issue, grant, offer or disposal of shares shall include the sale or transfer of treasury shares in the capital of the Company (including to 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, the Articles of Association of the Company and applicable laws and regulations.

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

"**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back the Shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of Securities and Future Commission, the Cayman Companies Act, the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate number of Shares to be bought-back by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% 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 said approval shall be limited accordingly; and

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

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

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

(iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."

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

"**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares bought-back by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue (excluding treasury shares) as at the date of passing the resolution."

SPECIAL RESOLUTION

7. As special business, to consider and, if thought fit, pass the following resolution as a special resolution of the Company:

"**THAT** the fourth amended and restated articles of association of the Company (the "**Fourth Amended and Restated Articles of Association**"), a copy of which has been produced to this meeting marked "A" for identification purpose and signed by the Chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the current Third Amended and Restated Articles of Association of the Company with immediate effect after the close of this meeting and any Directors or company secretary of the Company be and are hereby authorised to do all things necessary to implement the adoption of the Fourth Amended and Restated Articles of Association including without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands."

By order of the Board
Tat Hong Equipment Service Co., Ltd.
Ng San Tiong
Chairman and Non-executive Director

Hong Kong, 27 August 2025

Notes:

1. The record date for determining the eligibility of Shareholders to attend, speak and vote at the 2025 AGM is Friday, 26 September 2025. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 23 September 2025 to Friday, 26 September 2025 both days inclusive, during which period no transfer of shares will be registered. All transfer forms accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 22 September 2025.

2. A member of the Company entitled to attend, speak and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend, speak and vote instead of him. A proxy need not be a member of the Company.

3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.

4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company at 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 certified copy thereof) or via the designated website (**https://evoting.vistra.com**) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time fixed for holding of the Meeting (i.e. not later than 10:00 a.m. on Wednesday, 24 September 2025).

5. An explanatory statement of the Buy-back Mandate containing further details regarding resolution numbered 5 above is set out in Appendix I to the circular of the Company dated 27 August 2025.

6. With respect to resolution numbered 2 of this notice, Mr. Yau Kok San, Mr. Sun Zhaolin, Mr. Wang Dongjie and Ms. Pan I-Shan shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles of Association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in Appendix II to the circular of the Company dated 27 August 2025.

7. Proposed amendments to the Third Amended and Restated Articles of Association are set out in Appendix III to the circular of the Company dated 27 August 2025.

8. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.

9. As at the date of this notice, the Board comprises Mr. Yau Kok San and Mr. Lin Han-wei as Executive Directors; Mr. Ng San Tiong, Mr. Sun Zhaolin, Mr. Liu Xin and Mr. Wang Dongjie as Non-executive Directors; and Ms. Pan I-Shan, Mr. Wan Kum Tho and Dr. Huang Chao-Jen as Independent Non-executive Directors.