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 immediately.

If you have sold or transferred all your securities in Da Yu Financial Holdings Limited, you should at once hand this circular, together with the accompanying form of proxy and the 2025 Annual Report, to the purchaser or other 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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DA YU FINANCIAL HOLDINGS LIMITED
大禹金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1073)

PROPOSALS FOR
(1) DECLARATION OF FINAL DIVIDEND
(2) RE-ELECTION OF RETIRING DIRECTORS
(3) APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR
(4) GENERAL MANDATES TO ISSUE SECURITIES AND SELL OR TRANSFER TREASURY SHARES AND TO BUY BACK SHARES
(5) AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Da Yu Financial Holdings Limited (the "Company") to be held at Plaza 3, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 22 May 2026 at 11:00 a.m. is set out on pages 49 to 54 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 11:00 a.m. on Wednesday, 20 May 2026) or any adjournment thereof. Completion and return of the form of proxy shall not preclude the shareholders of the Company from attending and voting in person at the meeting or any adjourned meeting if they so wish.

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

23 April 2026

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

"AGM" or "Meeting"	the annual general meeting of the Company to be held at Plaza 3, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 22 May 2026 at 11:00 a.m. or any adjournment thereof;
"AGM Notice"	the notice convening the AGM as set out in Appendix IV to this circular;
"Board"	the board of Directors;
"Buy-Back Mandate"	as defined in paragraph 5(b) of the Letter from the Board in this circular;
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC;
"Company"	Da Yu Financial Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 1073);
"Existing Memorandum and Articles"	the existing second amended and restated memorandum of association and the existing second amended and restated articles of association of the Company;
"Director(s)"	the director(s) of the Company;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"HKSCC"	Hong Kong Securities Clearing Company Limited;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"Issuance Mandate"	as defined in paragraph 5(a) of the Letter from the Board in this circular;

"Latest Practicable Date"	16 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information included herein;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"New Memorandum and Articles"	a third amended and restated memorandum of association and a third amended and restated articles of association of the Company;
"Proposed Amendments"	the proposed amendments to the Existing Memorandum and Articles as set out in Appendix III to this circular;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
"Share(s)"	ordinary share(s) of HK$0.10 each in the share capital of the Company;
"Share Buy-backs Code"	the Code on Share Buy-backs;
"Shareholder(s)"	holder(s) of Shares;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	the Code on Takeovers and Mergers;
"Treasury Shares"	Shares bought back and held by the Company in treasury (if any), as authorised by the Laws of the Cayman Islands and/or the articles of association of the Company, for the purpose of the Listing Rules, include Shares bought back by the Company and held or deposited in CCASS for sale on the Stock Exchange;
"2025 Annual Report"	annual report of the Company for the year ended 31 December 2025; and
"%"	per cent.

DA YU FINANCIAL HOLDINGS LIMITED
大禹金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1073)

Non-Executive Director:
Mr. Kuo Jen-Hao *(Chairman)*

Executive Directors:
Mr. Lee Wa Lun, Warren *(Managing Director)*
Mr. Xu Haohao
Mr. Lam Chi Shing
Ms. Li Ming

Independent Non-Executive Directors:
Mr. Chan Sze Chung
Mr. Suen Chi Wai
Mr. Sum Wai Kei, Wilfred

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

Head office and principal place of business:
Room 1801, 18th Floor
Allied Kajima Building
138 Gloucester Road
Wanchai, Hong Kong

23 April 2026

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR (1) DECLARATION OF FINAL DIVIDEND (2) RE-ELECTION OF RETIRING DIRECTORS (3) APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR (4) GENERAL MANDATES TO ISSUE SECURITIES AND SELL OR TRANSFER TREASURY SHARES AND TO BUY BACK SHARES (5) AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with the information regarding resolutions to be proposed at the AGM relating to, among other things, (i) the declaration of final dividend; (ii) the re-election of retiring Directors, namely Mr. Lee Wa Lun, Warren and Mr. Xu Haohao; (iii) the appointment of Ms. Lai Wing Chun as an Independent Non-Executive Director; (iv) the granting to the Directors of the Issuance Mandate and Buy-Back Mandate; and (v) the amendments to the Existing Memorandum and Articles and the adoption of the New Memorandum and Articles.

2. DECLARATION OF FINAL DIVIDEND

The Board has resolved to recommend for the approval of the Shareholders at the AGM the payment of a final dividend of HK0.28 cent per Share for the year ended 31 December 2025. Subject to the approval by the Shareholders at the AGM, the proposed final dividend will be paid on Wednesday, 24 June 2026 to the Shareholders whose names registered in the register of members of the Company at the close of business on Thursday, 4 June 2026.

3. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 108 of the Existing Memorandum and 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 (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

Pursuant to Article 108 of the Existing Memorandum and Articles, Mr. Lee Wa Lun, Warren, Mr. Xu Haohao and Mr. Suen Chi Wai ("Mr. Suen"), who have been the longest in office, shall retire from office by rotation at the AGM.

Reference is made to the announcement of the Company dated 27 March 2026 in relation to the retirement of an Independent Non-Executive Director and proposed appointment of an Independent Non-Executive Director and change in composition of Board committees (the "Announcement"). Mr. Suen will retire from office as an Independent Non-Executive Director with effect from the conclusion of the AGM and will not offer himself for re-election. Except for Mr. Suen who does not offer himself for re-election, Mr. Lee Wa Lun, Warren and Mr. Xu Haohao, being eligible, offer themselves for re-election at the AGM.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. A brief biographical details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

4. PROPOSED APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the Announcement, the Board proposed appointment of Ms. Lai Wing Chun ("Ms. Lai") as an Independent Non-Executive Director for approval by the Shareholders at the AGM and if approved, with effect from the conclusion of the AGM. The biographical details of Ms. Lai are set out in Appendix I to this circular, and the below requirements as set out in code provision B.3.4 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules.

The Company has adopted a nomination policy which sets out the nomination criteria and procedures for providing a formal, considered and transparent procedure to the Board, with the assistance and recommendation from the nomination committee of the Company (the "Nomination Committee"), for evaluating and selecting candidates for directorships. In proposing Ms. Lai to be appointed as an Independent Non-Executive Director at the AGM, the Board, with the assistance and recommendation from the Nomination Committee, has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to age, gender, nationality, length of service, and the professional experience, skills and expertise that Ms. Lai can provide. The Board is of the view that Ms. Lai will make positive contributions to the Company's strategy, policies and performance with her independent advice, comments and judgment from the perspective of banking, finance and accounting background. She will also contribute to the diversity of the Board particularly because of her age, gender, knowledge and expertise. She does not hold directorship in other listed companies whether in Hong Kong or elsewhere and she will be able to devote sufficient time and attention to perform the duties as an Independent Non-Executive Director. In view of the above, the proposed appointment of Ms. Lai is considered to be of benefit to the Company.

In assessing the independence of Ms. Lai, the Nomination Committee and the Board have reviewed the written confirmation of independence given by Ms. Lai with reference to the factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee and the Board also note that Ms. Lai does not have any relationship with any Directors, senior management of the Company, substantial or controlling Shareholders, nor in any relationships or circumstances which would interfere with the exercise of her independent judgement to be an Independent Non-Executive Director.

Based on the above, the Nomination Committee and the Board are satisfied that Ms. Lai has the required character, integrity, independence and experience to fulfil the role of Independent Non-Executive Director and remains independent in accordance with the independence guidelines set out in the Listing Rules.

5. GENERAL MANDATES TO ISSUE SECURITIES AND SELL OR TRANSFER TREASURY SHARES AND TO BUY BACK SHARES

The Directors consider that the proposals for Issuance Mandate and the Buy-Back Mandate will increase the flexibility in dealing with the Company's affairs and are in the interests of both the Company and the Shareholders as a whole, and that the same shall be adopted by the Company.

It will therefore be proposed at the forthcoming AGM to approve the granting of general mandates to the Directors to exercise the powers of the Company:

(a) to allot, issue or otherwise deal with additional securities of the Company and to sell or transfer any Treasury Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares and other rights of subscription for or conversion into Shares, up to 20% of the total number of Shares (excluding any Treasury Shares) in issue as at the date of passing of such resolution (the "Issuance Mandate"); and

(b) to buy back Shares on the Stock Exchange up to 10% of the total number of Shares (excluding any Treasury Shares) in issue as at the date of passing of such resolution (the "Buy-Back Mandate").

Subject to the passing of the proposed resolution in respect of the granting of the Issuance Mandate and on the basis that no further Shares are issued or bought back prior to the AGM, a maximum of 683,598,114 new Shares, representing 20% of the total number of Shares (excluding any Treasury Shares) in issue as at the Latest Practicable Date, shall be allotted, issued or otherwise dealt with and sold or transferred any Treasury Shares under the Issuance Mandate.

The Issuance Mandate and Buy-Back Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in ordinary resolutions Nos. 5 and 6 set out in the AGM Notice. A resolution authorising the extension of the Issuance Mandate to include the total number of such Shares bought back (if any) under the Buy-Back Mandate will be proposed as ordinary resolution No. 7 set out in the AGM Notice. With reference to the Issuance Mandate and the Buy-Back Mandate, the Directors wish to state that they have no immediate plan to issue any securities of the Company or to buy back any Shares pursuant thereto.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the Buy-Back Mandate is set out in Appendix II to this circular.

6. AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES AND THE ADOPTION OF THE NEW MEMORANDUM AND ARTICLES

Reference is made to the announcement of the Company dated 27 March 2026 in relation to the proposal for the amendments to the Existing Memorandum and Articles and the adoption of the New Memorandum and Articles. On 27 March 2026, the Board proposed to put forward to the Shareholders for approval at the AGM a special resolution to amend the Existing Memorandum and Articles and to adopt the New Memorandum and Articles. The Board proposes the Proposed Amendments in order to (1) bring the Existing Memorandum and Articles in line with the relevant requirements of the Listing Rules as well as the applicable laws of the Cayman Islands relating to (i) Treasury Shares, (ii) the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers to their securities holders, (iii) allowing a general meeting to be held in the form of a virtual meeting or a hybrid meeting and providing for voting by electronic means; (2) prepare for the uncertificated securities market regime; and (3) incorporate other housekeeping and consequential amendments. Details of the Proposed Amendments are set out in Appendix III to this circular. The Proposed Amendments are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the Proposed Amendments is purely a translation only. Should there be any discrepancy, the English version shall prevail.

The Company has been advised by its legal advisers that the Proposed Amendments conform to the requirements of the Listing Rules and do not violate laws of the Cayman Islands, respectively. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

The Board proposes to put forward to the Shareholders for approval at the AGM a special resolution to amend the Existing Memorandum and Articles and to adopt the New Memorandum and Articles which is subject to the passing of a special resolution.

7. ANNUAL GENERAL MEETING

The AGM Notice is set out in Appendix IV to this circular. A copy of the 2025 Annual Report is despatched to the Shareholders together with this circular. At the AGM, ordinary resolutions will be proposed to approve, *inter alia*, the declaration of final dividend; the re-election of retiring Directors; the appointment of an Independent Non-Executive Director; the granting of the Issuance Mandate and the Buy-Back Mandate; and a special resolution will be proposed to approve the amendments to the Existing Memorandum and Articles and the adoption of the New Memorandum and Articles.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting 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, all resolutions to be proposed at the AGM as set out in the AGM Notice shall be voted by poll. An announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for the AGM is enclosed with this circular or can be downloaded from the designated website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.irasia.com/listco/hk/dayufinancial/). Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. not later than 11:00 a.m. on Wednesday, 20 May 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the AGM or any adjournment thereof if they so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

8. TYPHOON AND RAINSTORM ARRANGEMENTS

If a typhoon signal no. 8 or above is hoisted, or "extreme conditions" caused by a super typhoon or a black rainstorm warning signal is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the designated website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.irasia.com/listco/hk/dayufinancial/) to notify Shareholders of the date, time and place of the adjourned Meeting.

The Meeting will be held as scheduled while an amber or red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the Meeting under bad weather condition bearing in mind their own situations.

9. RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approval of the declaration of final dividend, the re-election of the retiring Directors, which include Mr. Lee Wa Lun, Warren and Mr. Xu Haohao, the appointment of Ms. Lai Wing Chun as an Independent Non-Executive Director, the grant of the Issuance Mandate and the Buy-Back Mandate and the extension of the Issuance Mandate to include the total number of such Shares bought back (if any) under the Buy-Back Mandate; and a special resolution for approval of the amendments to the Existing Memorandum and Articles and the adoption of the New Memorandum and Articles are each in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

10. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,
By Order of the Board
Da Yu Financial Holdings Limited
Lee Wa Lun, Warren
Managing Director

The biographical details of the retiring Directors proposed to be re-elected and the Independent Non-Executive Director proposed to be appointed at the AGM are set out below:

Mr. Lee Wa Lun, Warren ("Mr. Lee") – Executive Director

Mr. Lee, aged 62, was appointed as an Executive Director on 25 July 2019 and is the Managing Director and the chairman of the executive committee of the Company. He was one of the founding directors of Yu Ming Investment Management Limited ("Yu Ming"), the wholly-owned subsidiary of the Company, in August 1996 and has worked in Yu Ming ever since. Mr. Lee is mainly responsible for overseeing business development of Yu Ming, maintaining client relationship, monitoring industry developments and supervising corporate finance advisory and asset management teams on the provision of services to clients. Mr. Lee is also a director of certain subsidiaries of the Company.

Mr. Lee has over 20 years of experience serving as a director of the companies listed on the Stock Exchange and overseas stock exchanges. Currently, Mr. Lee is an independent non-executive director of Wise Ally International Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 9918), since December 2019, and TIH Limited, a company listed on the Singapore Exchange (SGX: T55), since May 2024.

Mr. Lee is also a director of SHK Hong Kong Industries Limited ("SHK"), a company formerly listed on the Main Board of the Stock Exchange (former stock code: 666, which was privatised in April 2021). He was appointed as SHK's director in September 2004.

Mr. Lee graduated with a Bachelor of Science degree from the University of East Anglia in the United Kingdom in 1986 and obtained a distinction in Master of Science degree from The City University Business School in London in 1988.

Mr. Lee is licensed by the Securities and Futures Commission to act as a Responsible Officer to carry on Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO.

Mr. Lee is the spouse of Ms. Cheung Kit Shan Susanna, a substantial Shareholder under the meaning of Part XV of the SFO.

Save as disclosed above, at the Latest Practicable Date, Mr. Lee did not hold any other directorship in listed public companies whether in Hong Kong or overseas during the past three years, nor has any other relationship with any other Director, senior management of the Company or substantial or controlling Shareholder. As at the Latest Practicable Date, he had personal interest in 227,250,000 Shares within the meanings of Part XV of the SFO.

Mr. Lee had entered into a service agreement with the Company which shall continue thereafter until terminated by not less than three (3) months' notice in writing served by either party on the other. Mr. Lee is entitled to a Director's fee of HK$72,000 per annum under the authority given by the Shareholders at the annual general meeting of the Company, together with discretionary bonus (if any) payable by the Group. For the year ended 31 December 2025, his total emoluments amounting to approximately HK$3,515,000 comprised a Director's fee of HK$72,000 together with the discretionary bonus.

Mr. Xu Haohao ("Mr. Xu") – Executive Director

Mr. Xu, aged 42, was appointed as a Non-Executive Director on 31 May 2023 and was a member of each of audit committee and nomination committee of the Company. He was redesignated as an Executive Director on 4 June 2024, ceased as the member of each of audit committee and nomination committee of the Company and appointed as the member of executive committee of the Company. He is also a director of a subsidiary of the Company.

Mr. Xu is currently a major shareholder and executive director of Yuen Wo International Limited, a company registered in Hong Kong. Mr. Xu has extensive experience in financial and corporate management. Mr. Xu served as a director and held various senior management positions including co-chairman and chief executive officer of the companies listed on the Stock Exchange and the Shanghai Stock Exchange from December 2014 to August 2022.

Mr. Xu holds a Bachelor's degree in Financial Administration from University of Winnipeg, Canada and an EMBA degree from the City University of Hong Kong.

Mr. Xu is a director and shareholder of Beyond Global Enterprises Limited, a substantial Shareholder. He is also a director of Victory Gain Ventures Limited, a substantial Shareholder and a subsidiary of Beyond Global Enterprises Limited.

Save as disclosed above, at the Latest Practicable Date, Mr. Xu did not hold any other directorship in listed public companies whether in Hong Kong or overseas during the past three years, nor has any other relationship with any other Director, senior management of the Company or substantial or controlling Shareholder. As at the Latest Practicable Date, he had corporate interest in 1,016,569,801 Shares and personal interest in 3,690,000 Shares within the meanings of Part XV of the SFO.

Mr. Xu had entered into a service agreement with the Company which shall continue thereafter until terminated by not less than three (3) months' notice in writing served by either party on the other. Mr. Xu is entitled to a monthly salary of HK$125,000 and a Director's fee of HK$72,000 per annum under the authority given by the Shareholders at the annual general meeting of the Company payable by the Group. For the year ended 31 December 2025, his total emoluments amounting to approximately HK$1,647,000 comprised a Director's fee of HK$72,000 together with the salaries and other benefits.

Ms. Lai Wing Chun ("Ms. Lai") – proposed Independent Non-Executive Director

Ms. Lai, aged 43, is currently a team head of finance department of Livi Bank Limited, a digital bank incorporated in Hong Kong and licensed by the Hong Kong Monetary Authority.

Ms. Lai has over 16 years of experience in the banking, finance and accounting industries and served as various senior management positions, including the head of finance of 7-Eleven in Hong Kong under The Dairy Farm Company, Limited from June 2024 to August 2025, the team lead of performance management of Livi Bank Limited from January 2022 to June 2024, the vice president of APAC fixed income division within the finance division of Morgan Stanley in Hong Kong from July 2008 to December 2021. From October 2005 to April 2008, Ms. Lai worked as a senior accountant at BDO Dunwoody LLP in Canada.

Ms. Lai graduated from University of Waterloo, Canada, with a Bachelor of Mathematics and a Master of Accounting in 2005. Ms. Lai is a member of CPA Ontario as a chartered professional accountant (CPA).

Ms. Lai has confirmed that (a) her independence as regards each of the factors referred to in Rule 3.13 (1) to (8) of the Listing Rules; (b) she has no past or present financial or other interest in the business of the Group or any connection with any core connected person (as such term is defined in the Listing Rules) of the Company; and (c) there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above, at the Latest Practicable Date, Ms. Lai did not hold any other directorship in listed public companies whether in Hong Kong or overseas during the past three years, nor has any other relationship with any other Director, senior management of the Company or substantial or controlling Shareholder. As at the Latest Practicable Date, she did not have any interest in Shares within the meaning of Part XV of the SFO.

If Ms. Lai is appointed by Shareholders at the AGM, Ms. Lai will enter into a letter of appointment with the Company with no specific terms, and shall continue thereafter until terminated by not less than one (1) month's notice in writing served by either party on the other. The Director's fee payable by the Company to Ms. Lai will be HK$72,000 per annum (on pro-rata basis for 2026 after her appointment) under the authority given by the Shareholders at the annual general meeting of the Company, together with discretionary bonus (if any).

General

The Director's fee excludes payment pursuant to any existing employment contract, discretionary benefits or bonus or other fringe benefits. Each of the above retiring Directors and the proposed Director is entitled to reimbursement of all necessary and reasonable out-of-pocket expenses properly incurred in relation to all business and affairs carried out by the Group from time to time or in discharge of his or her duties to the Group under his or her service agreement or letter of appointment.

Each of the above remunerations is determined by the Board subject to review by the remuneration committee of the Company with reference to duties and level of responsibilities of each retiring Director and the proposed Director, the remuneration policy of the Company and the prevailing market conditions. The appointments of the above retiring Directors and the proposed Director, are subject to the provisions of retirement and re-election of directors under the Existing Memorandum and Articles.

Save as disclosed above, there are no other matters in respect of each of the above retiring Directors and the proposed Director that are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other material matters relating to the above retiring Directors and the proposed Director that need to be brought to the attention of the Shareholders.

This appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the Buy-Back Mandate.

LISTING RULES FOR BUY-BACK OF SECURITIES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to buy back their securities (which shall include, where the context permits, shares of all classes and securities which carry a right to subscribe or purchase shares) on the Stock Exchange subject to certain restrictions amongst which the Listing Rules provided that the shares proposed to be bought back by a company must be fully-paid up and all buy-backs of shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders either by way of general mandate to the Directors to make such buy-backs or by specific approval of a particular transaction.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue is 3,417,990,570 Shares. Subject to the passing of the proposed resolution in respect of the granting of the Buy-Back Mandate and on the basis that no further Shares are issued or bought back prior to the AGM, the Company would be permitted under the Buy-Back Mandate to buy back a maximum of 341,799,057 Shares, representing 10% of the total number of Shares (excluding any Treasury Shares) in issue as at the date of granting of the Buy-Back Mandate, during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

As at the Latest Practicable Date, the Company had no Shares buy-back and did not hold any Treasury Shares. If the Company buy back Shares pursuant to the Buy-Back Mandate, the Company may (i) cancel the Shares bought back and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such buy-back of Shares are made. If the Company holds Treasury Shares, any resale of Treasury Shares will be subject to the ordinary resolution set out in resolution No. 5 of the AGM Notice and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any Treasury Shares are deposited with CCASS pending resale, 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 will not (or will procure its broker not to) give any instructions to HKSCC to vote at general meetings for the Treasury Shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

REASONS FOR BUY-BACKS

The Directors believe that an authority to buy back Shares is in the best interests of the Company and the Shareholders as a whole.

Buy-backs may, depending on the market conditions and funding arrangement of the Company at the time, result in an increase in earnings per Share. The Directors are seeking the Buy-Back Mandate so as to give the Company additional flexibility to do so if and when appropriate. The number of Shares to be bought back on occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

While it is not possible to anticipate any specific circumstances in which the Directors might think it appropriate to buy back Shares, Shareholders can be assured that the Directors would only make buy-backs in circumstances where they consider it to be in the best interests of the Company and the Shareholders as a whole.

FUNDING OF BUY-BACKS

Buy-backs of Shares must be funded out of funds legally available for such purpose in accordance with the Existing Memorandum and Articles, the Listing Rules and all applicable laws and regulations of the Cayman Islands, including profits of the Company or out of the proceeds of a fresh issue of the Shares made for the purpose of the buy-back.

In the event that the Buy-Back Mandate was to be carried out in full at any time during the proposed buy-back period, there might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position of the Company as disclosed in the audited financial statements contained in the 2025 Annual Report. However, the Directors do not propose to exercise the Buy-Back Mandate to such an 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.

DIRECTORS' STATEMENT

The Directors will exercise the Buy-Back Mandate to make buy-backs in accordance with the Listing Rules and all applicable laws of the Cayman Islands and in accordance with the Existing Memorandum and Articles.

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

DIRECTORS AND CONNECTED PERSONS

None of the Directors nor (to the best of the knowledge and belief of the Directors and having made all reasonable enquiries) any close associates (as defined in the Listing Rules) of the Directors have any present intention, in the event that the grant to the Directors of the Buy-Back Mandate is approved by the Shareholders, of selling any Shares to the Company.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares to the Company, nor have they undertaken not to sell any Shares held by them to the Company in the event that the Company is authorised to make buy-backs of Shares.

EFFECT OF THE TAKEOVERS CODE AND SHARE BUY-BACKS CODE

If, on the exercise of the power to buy back the Shares pursuant to the Buy-Back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Share Buy-backs Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for the securities of the Company under Rules 26 and 32 of the Takeovers Code.

Name of Shareholders	Number of Shares interested	Approximate % of the issued share capital of the Company (excluding Treasury Shares)	Approximate % of the issued share capital of the Company (excluding Treasury Shares) should the Buy-Back Mandate be exercised in full
Xu Haohao	1,020,259,801	29.85%	33.16%
First Steamship Company Limited	994,980,000	29.11%	32.34%

As at the Latest Practicable Date, according to the register kept by the Company pursuant to Section 336(1) of the SFO and to the best of the knowledge and belief of the Directors: First Steamship Company Limited, a substantial Shareholder, together with parties in concert with it (the chairman of which, Mr. Kuo Jen-Hao, is the chairman of the Board and Non-Executive Director of the Company) and Mr. Xu Haohao, an Executive Director, together with parties in concert with him hold 994,980,000 Shares and 1,020,259,801 Shares respectively, representing respectively approximately 29.11% and 29.85% of the issued share capital of the Company.

On the basis of 3,417,990,570 Shares in issue as at the Latest Practicable Date and assuming no further issue or buy-back of Shares prior to the AGM, if the Buy-Back Mandate were exercised in full and exclusion of Treasury Shares, the shareholding percentage (if the present shareholdings remain the same) of First Steamship Company Limited together with all its concerted parties and Mr. Xu Haohao together with all his concerted parties would increase to approximately 32.34% and 33.16% respectively. To the best of the knowledge and belief of the Directors, such increase in the interests of First Steamship Company Limited together with parties acting in concert with it or Mr. Xu Haohao together with parties acting in concert with him will give rise to an obligation to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequences which will arise under the Takeovers Code as a result of the exercise of the power in full under the Buy-Back Mandate.

The Directors have no present intention to exercise the Buy-Back Mandate to an extent that it will trigger the obligations under the Takeovers Code to make a mandatory general offer or will result in the total number of Shares held by the public being reduced to less than 25% of the total number of Shares in issue.

SHARE PRICES

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

	Price per Share	
	Highest	**Lowest**
	HK$	*HK$*
2025		
April	0.120	0.086
May	0.121	0.096
June	0.165	0.104
July	0.193	0.120
August	A 0.183	A 0.122
September	0.164	0.114
October	0.130	0.115
November	0.128	0.094
December	0.115	0.095
2026		
January	0.131	0.098
February	0.135	0.115
March	0.134	0.093
April (up to the Latest Practicable Date)	0.109	0.097

A–Adjusted due to rights issue

SHARE BUY-BACK MADE BY THE COMPANY

During the six months immediately preceding the Latest Practicable Date, no Shares were bought back by the Company.

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
1(b)	**address:** shall have the ordinary meaning given to it and shall include any facsimile number, electronic ~~number or~~ address or website used for the purposes of any communication pursuant to these Articles; ... **ASR Code:** means the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time; ... **Central Clearing and Settlement System:** means the Central Clearing and Settlement System operated by HKSCC; **clear days:** in relation to the period of a notice, means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect; ... **Close Associate(s):** shall have the meaning as defined in the Listing Rules as modified from time to time, except that for purposes of Article 107 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; ... **competent regulatory authority:** means a competent regulatory authority in the Relevant Territory; ... **electronic communication:** means a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other similar means in any form through any medium;	

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
	electronic meeting: means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Shareholders and/or proxies by means of electronic facilities; ... **HKSCC:** means the Hong Kong Securities Clearing Company Limited; ... **hybrid meeting:** means a general meeting convened for the (i) physical attendance by Shareholders and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Shareholders and/or proxies by means of electronic facilities; ... **Meeting Location:** has the meaning given to it in Article 71A; ... **Notice:** shall mean written notice unless otherwise specifically stated 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 competent regulatory authority. For the avoidance of doubt, Notice may be provided in physical or electronic form; ... **physical meeting:** means a general meeting held and conducted by physical attendance and participation by Shareholders 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 65; ... **Securities and Futures Ordinance:** means the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong) as amended from time to time;	

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
	Securities and Futures (Uncertificated Securities Market) Rules: means the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS of the laws of Hong Kong) as amended from time to time; **SFC:** means the Securities and Futures Commission of Hong Kong; ... **Statutes:** means the Companies Act and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles; ... **Substantial Shareholder:** means a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the Listing Rules from time to time) of the voting power at any general meeting of the Company; **Transfer Office:** means the place where the principal register of Shareholders is located for the time being; ~~and~~ **treasury shares:** means Shares repurchased and held by the Company in treasury, as authorised by the Companies 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; **Uncertificated Securities Registration and Transfer system:** means Uncertificated Securities Registration and Transfer system provided in the Information Paper on Rule Amendments to Implement an Uncertificated Securities Market and "Issuer Platform" Consultation Paper published by the HK Stock Exchange and SFC; and	

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
1(c)	In these Articles, unless there be something in the subject or context inconsistent herewith: ... (iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that "company" shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; ~~and~~ (iv) references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force~~.~~; (v) where a Shareholder is a corporation, any reference in these Articles to a Shareholder shall, where the context requires, refer to a duly authorised representative of such Shareholder; (vi) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing 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), provided that both the mode of service of the relevant document or Notice and the Shareholder's election comply with all applicable Statutes, rules and regulations; (vii) 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;	

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
	(viii) references to the right of a Shareholder 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; (ix) a reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Articles and any Shareholder 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 71E; (x) 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 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; (xi) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); (xii) 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;	

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
	(xiii) 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 Shareholders, 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; and (xiv) all voting rights referred to in these Articles shall exclude the voting rights attached to treasury shares.	
1(h)	Section 8 and Section 19 of the Electronic Transactions Act 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.	Newly added
5(a)	Subject to the Companies Act and without prejudice to Article 3, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may be varied or abrogated either with the consent in writing of the holders of not less than ¾ in nominal value of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting or postponed meeting) shall be two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy not less than one-third in nominal value of the issued Shares (excluding treasury shares) of that class, that the quorum for any meeting adjourned or postponed meeting for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.	

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
15(a)	~~Subject to the Companies Act, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of Shares, the Company shall have the power to purchase or otherwise acquire all or any of its own Shares (which expression as used in this Article includes redeemable Shares) provided that the manner and terms of purchase have first been authorised by an Ordinary Resolution of the Shareholders, and to purchase or otherwise acquire warrants and other securities for the subscription or purchase of its own Shares, and shares and warrants and other securities for the subscription or purchase of any shares in any company which is its Holding Company and may make payment therefor in any manner and terms authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any Shares or warrants or other securities in the Company or any company which is a Holding Company of the Company and should the Company purchase or otherwise acquire its own Shares or warrants or other securities neither the Company nor the Board shall be required to select the Shares or warrants or other securities to be purchased or otherwise acquired rateably or in any other manner and terms as between the holders of Shares or warrants or other securities of the same class or as between them and the holders of Shares or warrants or other securities of any other class or in accordance with the rights as to Dividends or capital conferred by any class of Shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with the relevant code, rules or regulations issued from time to time by the HK Stock Exchange and/or the Securities and Futures Commission of Hong Kong from time to time in force.~~ Subject to the Statutes, and, where applicable, the Listing Rules and/or the rules and regulations of any competent regulatory authority, the power of the Company to purchase or otherwise acquire its Shares (including its redeemable Shares) and warrants or other securities for the subscription or purchase of its own Shares (including redeemable Shares) shall be exercisable by the Directors upon such terms and subject to such conditions as they think fit. The Directors may accept the surrender for no consideration of any fully paid Share.	

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
15(e)	Subject to the Companies Act, the Listing Rules and/or the rules of any competent regulatory authority, the Company is 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.	Newly added
15(f)	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 Companies Act.	Newly added
17(c)	During the Relevant Period (except when the Register is closed), any Shareholder may inspect during business hours any Register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance. For the avoidance of doubt, any holder of prescribed securities (as defined in the Securities and Futures (Uncertificated Securities Market) Rules) is entitled, on request and without charge, to inspect any entry made in relation to that person in the register and during the course of the inspection make a copy of any such entries.	
17(d)	The Register including any overseas or local or other branch register of Shareholders may, after notice has been given by advertisement in any Newspapers in accordance with the requirements of any stock exchange in the Relevant Territory or by any electronic means in such manner as may be accepted by the stock exchange in the Relevant Territory to that effect, be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine. The period of 30 days may be extended for such further periods not exceeding in the whole 30 days in respect of any year if approved by the Shareholders by Ordinary Resolution.	

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
18(a)	~~Every person whose name is entered as a Shareholder in the Register shall be entitled to receive within the relevant time limit as prescribed in the Companies Act or as the HK Stock Exchange may from time to time determine, whichever is shorter, after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide or is required by the applicable rules of the stock exchange of the Relevant Territory) one certificate for all his Shares, or, if he shall so request, in a case where the allotment or transfer is of a number of Shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange of the Relevant Territory on which the Shares are listed upon payment of such sum (in the case of a transfer, not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, HK$2.50 or such other sum as may from time to time be allowed or not prohibited under the Listing Rules, and in the case of any other Shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for Shares in stock exchange board lots or whole multiples thereof as he shall request and one for the balance (if any) of the Shares in question, provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders.~~ Every person whose name is entered as a member in the Register shall be entitled to hold their Shares in uncertificated form through the Uncertificated Securities Registration and Transfer system, the Central Clearing and Settlement System, or any other system approved under the Securities and Futures Ordinance and the Securities and Futures (Uncertificated Securities Market) Rules, as applicable, in compliance with the Listing Rules and other relevant regulations. Where Shares are held in certificated form, and subject always to the applicable laws and regulations, including the Securities and Futures Ordinance and the Securities and Futures (Uncertificated Securities Market) Rules, every person whose name is entered, upon an allotment of Shares, as a member in the Register shall be entitled, without payment, to receive one certificate for all such Shares of any one class or several certificates each for one or more of such Shares of such class upon payment for every certificate after the first of such reasonable out of pocket expenses as the Board from time to time determines. The Company shall comply with all applicable laws and regulations to facilitate the holding, transfer, and registration of its Shares in uncertificated form, including electronic processes for corporate actions, as required by the uncertificated securities market regime.	

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
18(b)	The Company may, in the event of a change in the form of definitive Share certificate adopted by the Board, issue new definitive certificates to all holders of Shares in certificated form appearing on the Register in replacement of old definitive certificates issued to such holders. The Board may resolve whether or not to require the return of the old certificates as a condition precedent to the issue of replacement certificates and, as regards any old certificates which have been lost or defaced, to impose such conditions (including as to indemnity) as the Board shall see fit. If the Board elects not to require the return of the old certificates, the same shall be deemed to have been cancelled and of no further effect for all purposes.	
19	Every certificate, if issued, for Shares, warrants or debentures or representing any other form of securities of the Company shall be issued under the Seal of the Company, which for this purpose may be a duplicate Seal.	
22	If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, (not exceeding, in the case of any share capital listed on a stock exchange in Hong Kong, HK$2.50 or such other sum as may from time to time be allowed or not prohibited under the Listing Rules or the ASR Code (as the case may be), and, in the case of any other capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or such other sum as the Company may by Ordinary Resolution determine) as the Board shall from time to time determine and on such terms and conditions, if any, as to publication of notices, evidence and indemnity as the Board thinks fit and in the case of wearing out or defacement, after delivery up of the old certificate. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company all costs and out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity.	
27	At least 14 days' notice of any call shall be given to the relevant Shareholders specifying the time and place of payment and to whom and the manner in which such call shall be paid.	
29	In addition to the giving of notice in accordance with Article 28, notice of the person appointed to receive payment of every call and of the times and places and manner appointed for payment may be given to the relevant Shareholders by notice to be inserted at least once in the Newspapers.	

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
39	Subject to the Companies Act, all transfers of certificated Shares shall be effected by transfer in writing in the usual or common form or in such other form as the Board may accept provided always that it shall be in such a form prescribed by the HK Stock Exchange and may be under hand only or, if the transferor or transferee is a Clearing House (or its nominee(s)), under hand or by machine imprinted signature or by such other means of execution as the Board may approve from time to time. Subject to the Companies Act and all applicable laws and regulations, including the Securities and Futures Ordinance and the Securities and Futures (Uncertificated Securities Market) Rules, transfers of shares may be effected in uncertificated form through the Uncertificated Securities Registration and Transfer system, the Central Clearing and Settlement System, or any other system approved by the HK Stock Exchange or the SFC.	
40	For certificated Shares, the~~The~~ instrument of transfer of any Share shall be executed by or on behalf of the transferor and by or on behalf of the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferor or the transferee or accept mechanically executed transfers in any case in which it in its absolute discretion thinks fit to do so. The transferor shall be deemed to remain the holder of the Share until the name of the transferee is entered in the Register in respect thereof. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any Share by the allottee in favour of some other person.	
43(b)	for certificated Shares, the instrument of transfer is lodged at the relevant Registration Office or, as the case may be, the Transfer Office accompanied by the certificate of the Shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do);	
43(c)	if applicable, the instrument of transfer is in respect of only one class of Share;	

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
46	(1) Upon every transfer of Shares, the certificate in respect thereof (if one has been issued) held by the transferor shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall upon request by the transferee, be issued to the transferee in respect of the Shares transferred to him as provided in Article 18~~, and if~~ at such fee as is provided in sub-paragraph (2) of this Article 46. If any of the Shares included in the certificate so given up shall be retained by the transferor a new certificate in respect thereof shall be issued to him as provided in Article 18. The Company shall retain the instrument of transfer. (2) The fee referred to in sub-paragraph (1) above shall be an amount not exceeding any relevant maximum amount prescribed by the ASR Code provided that the Board may at any time determine a lower amount for such fee.	Renumbered Article 46 as Article 46(1) Newly added
62	~~An annual general meeting of the Company shall be held in each financial year 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 rules of the HK Stock Exchange (if any) or is otherwise permitted by the HK Stock Exchange or is required or permitted by any applicable law, rule or regulation of the Relevant Territory). The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may 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 at such meetings.~~ At all times during the Relevant Period, the Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that financial year and shall specify the meeting as such in the notice calling it. Each annual general meeting shall be held within six Months after the end of the Company's financial year (or any longer period authorised by the HK Stock Exchange) in the Relevant Territory or elsewhere, as may be determined by the Board, and at such time and place as the Board shall appoint. 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 71A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion.	

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
64	The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the voting rights, on a one vote per share basis, of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 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.	

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
65	~~An annual general meeting of the Company shall be called by at least 21 days' notice in writing, and a general meeting of the Company, other than an annual general meeting, shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:~~An annual general meeting of the Company shall be called by at least 21 days' notice in writing, and a general meeting of the Company, other than an annual general meeting, shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify (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 71A, 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 the resolutions to be considered at that meeting and, in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:	

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
70	(1) The chairman (if any) of the Company or if he is absent or declines to take the chair at such meeting, the Vice chairman (if any) of the Company shall take the chair at every general meeting, or, if there be no such chairman or Vice chairman, or, if at any general meeting neither of such chairman or Vice chairman is present within 15 minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the chairman chosen shall retire from the chair, then the Shareholders present shall choose one of their number to be chairman of the meeting. (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 accordance with Article 70(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.	Renumbered Article 70 as Article 70(1) Newly added
71	Subject to Article 71C, the~~The~~ chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.	

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
71A	(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 Shareholder or any proxy attending and participating in such way or any Shareholder 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 "Shareholder" or "Shareholders" in this sub-paragraph (2) shall include a proxy or proxies respectively: (a) where a Shareholder 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; (b) Shareholders present in person or by proxy at a Meeting Location and/or Shareholders 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 Shareholders at all Meeting Locations and Shareholders 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;	Newly added

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
	(c) where Shareholders attend a meeting by being present at one of the Meeting Locations and/or where Shareholders 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 Shareholders 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.	
71B	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 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 Shareholder 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 Shareholder 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.	Newly added

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
71C	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 71A(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.	Newly added
71D	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). Shareholders 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.	Newly added

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
71E	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 Shareholders. 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 Shareholders of details of such change in such manner as the Board may determine; (c) when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 71, 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 Shareholders 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 Shareholders.	Newly added

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
71F	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 71C, 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.	Newly added
71G	Without prejudice to other provisions in Article 71, 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.	Newly added
72	At any general meeting a resolution put to the vote of the meeting shall be decided by poll save that in a physical meeting, the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution to be voted by a show of hands. 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 by:	
73	In the case of a physical meeting, where~~Where~~ a resolution is voted on by a show of hands, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded in favour of or against such resolution.	
74	A poll shall be taken in such manner (including the use of ballot or voting papers or tickets or by electronic means) and at such time and place as the chairman of the meeting directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. In the event that a poll is demanded after the chairman of the meeting allows a show of hands pursuant to Article 72, the demand for a poll may be withdrawn, with the consent of the chairman of the meeting, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is the earlier.	

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
79	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share), and on a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in this Article) have one vote. On a poll a Shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands and on a poll, each such proxy is under no obligation to cast all his votes in the same way. For the avoidance of doubt, 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.	
80	Any person entitled under Article 51 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 at least 48 hours 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 right to be registered as the holder of such Shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.	
84	No objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned meeting or postponed meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.	
87	The instrument appointing a proxy shall be in such form as the Board may determine and in the absence of such determination, shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or ~~under the hand of~~ signed by an officer or attorney duly authorised.	

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
88	(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.	Newly added

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
	(2) The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a ~~notarially~~ certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office), 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 48 hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting or postponed meeting where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.	Renumbered Article 88 as Article 88(2)
91	A vote given in accordance with the terms of an instrument of proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the Share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Article 88, at least two hours before the commencement of the meeting or adjourned meeting or postponed meeting at which the proxy is used.	

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
92(b)	Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders 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. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised 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)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to speak and vote individually on a show of hands.	
93(a)	in the case of such an appointment by a Shareholder which is a Clearing House (or its nominee(s)), a written notification of the appointment issued by any director, the secretary or any authorised officer(s) of such Shareholder shall have been delivered at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company, or handed to the chairman of the meeting at the meeting or, if no place is specified, at the principal place of business maintained by the Company in the Relevant Territory from time to time before the time of holding the meeting or adjourned meeting or postponed meeting at which the person so authorised proposes to vote or handed to the chairman of the meeting at the meeting; and	
93(b)	in the case of such an appointment by any other corporate Shareholder, a copy of the resolution of its directors or other governing body of the Shareholder authorising the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the Shareholder's constitutive documents and a list of directors or members of the governing body of the Shareholder as at the date of such resolution, or, as the case may be, power of attorney, in each case certified by a director, secretary or a member of the governing body of that Shareholder and notarised, or, in the case of a form of notice of appointment issued by the Company as aforesaid, completed and signed in accordance with the instructions thereon or in the case of a power of attorney a notarised copy of the relevant authority under which it was signed, shall have been deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company as aforesaid (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned meeting or postponed meeting or poll (as the case may be) at which the corporate representative proposes to vote.	

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
114	The Company may by Ordinary Resolution remove any Director (including a managing director or other executive director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company before the expiration of his term of office) and may by Ordinary Resolution elect another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.	
134	A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Board which may be held in any part of the world, but no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Board. Notice thereof shall be given to each Director and alternate Director in person orally or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone or facsimile number or address or by electronic 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 in such other manner as the Board may from time to time determine. A Director absent or intending to be absent from the territory in which the Head Office is for the time being situate may request the Board or the Secretary that notices of Board meetings shall during his absence be sent in writing to him at his last known address, facsimile or telex number or any other address, facsimile or telex number given by him to the Company for this purpose, but such notices need not be given any earlier than notices given to the other Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from such territory.	
142(a)	A resolution in writing signed by all the Directors (or their respective alternate Directors) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolutions in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. 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. 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.	

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
168	All Dividends, bonuses or other distributions or the proceeds of the realisation of any of the foregoing unclaimed for one year after having been declared by the Company until claimed and, notwithstanding any entry in any books of the Company may be invested or otherwise made use of by the Board for the benefit of the Company or otherwise howsoever, and the Company shall not be constituted a trustee in respect thereof. All Dividends, bonuses or other distributions or the proceeds of the realisation of any of the foregoing unclaimed for six years after having been declared may be forfeited by the Board and, upon such forfeiture, shall revert to the Company and, in the case where any of the same are securities of the Company, may be re-allotted or re-issued for such consideration as the Board thinks fit and the proceeds thereof shall accrue to the benefit of the Company absolutely. 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.	
175(d)	The requirement to send to a person referred to in paragraph (b) above the documents referred to in that article or a summary financial report in accordance with paragraph (c) above shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in paragraph (b) and, if applicable, a summary financial report complying with paragraph (c), on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication).	Newly added
176(a)	The Company shall at each annual general meeting by Ordinary Resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company, during his continuance in office, shall not be appointed as Auditors of the Company.	
176(c)	The remuneration of the Auditors shall be fixed by the Company by Ordinary Resolution in general meeting or in such manner as the Shareholders may determine.	

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
180(a)	Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules) 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: ~~shall be in writing or, to the extent permitted by the Companies Act and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.~~ (i) by serving it personally on the relevant person; (ii) by sending it through the post in a prepaid envelope addressed to such Shareholder at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose; (iii) by delivering or leaving it at such address as aforesaid; (iv) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Listing Rules; (v) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 180(f) without the need for any additional consent or notification; (vi) by publishing it on the Company's website or the website of the HK Stock Exchange without the need for any additional consent or notification; or (vii) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.	

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
180(b)	In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.~~Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.~~	
180(f)	Every Shareholder or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which Notices can be served upon him.	Newly added
182	Any notice or other document, ~~if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a website shall be deemed to have been served or delivered on the day it was so published.~~	

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
	(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 letter, envelope, or wrapper containing the same, properly prepaid and addressed, is put into the post. In proving such service or delivery it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. 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; (b) if left by the Company at a registered address, shall be deemed to have been served or delivered on the day it was so left; (c) if sent by electronic communication, shall be deemed to have been 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 HK 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; and (d) if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.	
183	A notice or document may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it by electronic means or through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at the electronic or postal address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such ~~an~~ electronic or postal address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, metal disorder, bankruptcy or winding up had not occurred.	

Article No.	Provisions in the New Memorandum and Articles (only showing changes to the Existing Memorandum and Articles as amended by the Proposed Amendments)	Remarks
185	Any notice or document delivered or sent in any manner permitted by ~~by post to, or left at the registered address of any Shareholder in pursuance of~~ these Articles, shall notwithstanding that such Shareholder be then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, be deemed to have duly served or delivered in respect of any registered Shares whether held solely or jointly with other persons by such Shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service or delivery shall for all purposes of these Articles be deemed a sufficient service or delivery of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such Shares.	
186	The signature to any notice or document to be given by the Company may be written, ~~or~~ printed or in electronic form.	
198	**UNCERTIFICATED SECURITIES AND ELECTRONIC PROCESSES** The Company shall comply with all applicable laws and regulations, including the Securities and Futures Ordinance and the Securities and Futures (Uncertificated Securities Market) Rules made under the Securities and Futures Ordinance, to facilitate the holding, transfer, and registration of its Shares or other prescribed securities in uncertificated form through electronic means, including via the Uncertificated Securities Registration and Transfer system or other systems approved by the SFC and the HK Stock Exchange. The Company is authorised to take all reasonably practicable steps to support electronic communication with securities holders, including but not limited to electronic voting, proxy instructions, and distribution of corporate action proceeds, and to maintain compatibility with the uncertificated securities market regime. Any provisions in these Articles relating to the issuance, holding, or transfer of securities (including Shares) or concerning share certificates shall be interpreted to permit compliance with such electronic processes and systems, to the extent permitted by the laws of the Cayman Islands.	Newly added
199	**ELECTRONIC INSTRUCTIONS BY MEMBERS** To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall accept instructions from Shareholders 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.	Newly added

DA YU FINANCIAL HOLDINGS LIMITED
大禹金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1073)

NOTICE IS HEREBY GIVEN that the annual general meeting (the "Meeting") of Da Yu Financial Holdings Limited (the "Company") will be held at Plaza 3, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 22 May 2026 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the "Director(s)") and the auditor of the Company for the year ended 31 December 2025.

2. To declare a final dividend of HK0.28 cent per Share for the year ended 31 December 2025.

3. (a) To re-elect the following persons:

   i. Mr. Lee Wa Lun, Warren as an Executive Director.

   ii. Mr. Xu Haohao as an Executive Director.

   (b) To appoint Ms. Lai Wing Chun as an Independent Non-Executive Director.

   (c) To authorise the board of Directors (the "Board") to fix the Directors' remuneration.

4. To re-appoint BDO Limited as the auditor of the Company and to authorise the Board to fix its remuneration.

ORDINARY RESOLUTIONS

The following resolutions Nos. 5 to 7 will be proposed to be considered as special business and, if thought fit, passed with or without amendments, as ordinary resolutions of the Company:

5. "**THAT**:

   (a) subject to the provisions of paragraphs (b) and (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company ("Shares") or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to sell or transfer Shares bought back and held by the Company in treasury ("Treasury Shares"), and to make or grant offers, agreements and options (including but not limited to

bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares and/or to acquire Treasury Shares) which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

(b) the approval given in provisions of paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares and/or to acquire Treasury Shares) which might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted, issued and dealt with and Treasury Shares to be sold or transferred or agreed conditional or unconditionally to be sold or transferred (whether pursuant to an option or otherwise) by the Directors pursuant to the approval given in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription or conversion under the terms of warrants of the Company or any securities which are convertible into Shares and/or to acquire Treasury Shares; (iii) any scrip dividends or similar arrangement providing for the allotment of Shares or the transfer of Treasury Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company from time to time; (iv) the exercise of any options granted under any share option scheme or similar arrangement of the Company and/or any of its subsidiaries; or (v) a specific mandate granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of Shares (excluding any Treasury Shares) in issue at the date of passing of this resolution, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the approval in paragraph (a) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted 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, the Companies Act of the Cayman Islands (as amended from time to time) or any applicable law to be held; or

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution in general meeting.

"Rights Issue" means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of issued Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restriction 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)."

6. "**THAT**:

(a) subject to the provisions of paragraphs (b) and (c) below, 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 stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Buy-backs, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange or listing rules of any other stock exchange as amended from time to time and the articles of association of the Company, be and is hereby generally and unconditionally approved;

(b) the total number of Shares hereby authorised to be bought back by the Company pursuant to the approval given in paragraph (a) above shall not exceed 10% of the total number of Shares (excluding any Treasury Shares) in issue as at the date of the passing of this resolution, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be bought back pursuant to the approval in paragraph (a) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted 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, the Companies Act of the Cayman Islands (as amended from time to time) or any applicable law to be held; or

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution in general meeting."

7. "**THAT** conditional on the passing of resolutions Nos. 5 and 6 in the notice convening this Meeting, the general mandate granted to the Directors and for the time being in force to exercise all the powers of the Company pursuant to paragraph (a) of resolution No. 5 above be and is hereby extended by the addition thereto a number representing the total number of Shares bought back by the Company under the authority granted pursuant to paragraph (a) of resolution No. 6 above, provided that such extended amount shall not exceed 10% of the total number of Shares (excluding any Treasury Shares) in issue as at the date of the passing of this resolution (subject to adjustment in the case of consolidation or subdivision of Shares)."

SPECIAL RESOLUTION

The following resolution No. 8 will be proposed to be considered as special business and, if thought fit, passed with or without amendments, as a special resolution of the Company:

8. "**THAT** the proposed amendments to the existing second amended and restated memorandum of association and articles of association of the Company (the "Existing Memorandum and Articles") set out in Appendix III to the circular of the Company dated 23 April 2026 (the "Circular") be and are hereby approved; and the third amended and restated memorandum of association and articles of association of the Company (the "New Memorandum and Articles") in the form produced to the Meeting, a copy of which has been produced to the Meeting marked "A" and signed by the chairman of the Meeting for the purpose of identification, which incorporates all the proposed amendments mentioned in the Appendix III to the Circular, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Memorandum and Articles with immediate effect after the close of the Meeting and that any one of the Directors be and is hereby authorised to do all things necessary to implement the adoption of the New Memorandum and Articles."

By Order of the Board
Da Yu Financial Holdings Limited
Lee Wa Lun, Warren
Managing Director

Hong Kong, 23 April 2026

Notes:

1. The Meeting will be held in form of physical meeting. Any member entitled to attend, speak and vote at the Meeting will be entitled to appoint a proxy or, if such member is a holder of two or more shares, proxies to attend, speak and vote in such member's stead. A proxy need not be a member of the Company but must attend the Meeting in person to represent the appointing member.

2. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (i.e. not later than 11:00 a.m. on Wednesday, 20 May 2026) or any adjournment thereof.

3. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or any adjournment thereof (as the case may be) and in such event the instrument appointing the proxy shall be deemed to be revoked.

4. Where there are joint holders of any share, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, whether in person or by proxy, the one of the said joint holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

5. The record date for determining the entitlement of the shareholders to attend and vote at the Meeting is Tuesday, 19 May 2026. To ascertain shareholders' eligibility to attend, speak and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 19 May 2026 to Friday, 22 May 2026, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify to attend, speak and vote at the Meeting, all transfers of share ownership, accompanied by the relevant share certificates, must be lodged with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 18 May 2026.

6. The record date for determining the entitlement of the proposed final dividend is Thursday, 4 June 2026. To ascertain the shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from Tuesday, 2 June 2026 to Thursday, 4 June 2026, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for the proposed final dividend, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 1 June 2026.

7. Subject to approval by the shareholders at the Meeting, the proposed final dividend will be paid on Wednesday, 24 June 2026 to the shareholders whose names registered in the register of members of the Company at the close of business on Thursday, 4 June 2026.

8. With regard to resolution Nos. 3(a) and 3(b) in this notice, the Board proposes that (i) the retiring Directors, namely Mr. Lee Wa Lun, Warren and Mr. Xu Haohao be re-elected as Directors, and (ii) Ms. Lai Wing Chun be appointed as an Independent Non-Executive Director. Details of these retiring Directors and the proposed Director are set out in Appendix I to the Circular.

9. If a typhoon signal no. 8 or above is hoisted, or "extreme conditions" caused by a super typhoon or a black rainstorm warning signal is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the designated website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.irasia.com/listco/hk/dayufinancial/) to notify shareholders of the Company of the date, time and place of the adjourned Meeting.

   The Meeting will be held as scheduled while an amber or a red rainstorm warning signal is in force. Shareholders of the Company should decide on their own whether they would attend the Meeting under bad weather condition bearing in mind their own situations.

10. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Directors of the Company are:

Non-Executive Director:
Mr. Kuo Jen-Hao *(Chairman)*

Executive Directors:
Mr. Lee Wa Lun, Warren *(Managing Director)*
Mr. Xu Haohao
Mr. Lam Chi Shing
Ms. Li Ming

Independent Non-Executive Directors:
Mr. Chan Sze Chung
Mr. Suen Chi Wai
Mr. Sum Wai Kei, Wilfred