## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

**If you have sold or transferred** all your shares in MBV International Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities, or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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# MBV INTERNATIONAL LIMITED
# 中國大人國際有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1957)**

## (1) PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
## (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
## (3) PROPOSED AMENDMENTS TO THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND PROPOSED ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION;
## AND
## (4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the 2025 annual general meeting (the "**AGM**") of MBV International Limited to be held at Room 3302, 33/F, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Friday, 15 May 2026 at 11:00 a.m. is set out on section "Notice of Annual General Meeting" to this circular. A form of proxy for use at the annual general meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company at www.orensport.com.

Whether or not you are able to attend such meeting, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of the power of attorney or authority, to the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding such meeting (i.e. not later than 11:00 a.m. on Wednesday, 13 May 2026) and/or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at such meeting or any adjourned meeting thereof (as the case may be) should you so wish.

If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians, or the Hong Kong Securities Clearing Company Limited), you should consult your banks or brokers or custodians (as the case may be) directly to assist you in the appointment of proxy.

22 April 2026

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

| | |
|---|---|
| "AGM" | the annual general meeting of the Company to be held at Room 3302, 33/F, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 15 May 2026 at 11:00 a.m., the notice of which is set out on section "Notice of Annual General Meeting" of this circular, or any adjourned meeting thereof; |
| "Announcement" | the announcement of the Company dated 8 April 2026 in relation to, among other things, the Proposed Amendments and the proposed adoption of the New M&A; |
| "Articles of Association" | the articles of association of the Company as amended and restated, supplemented or modified from time to time; |
| "associate(s)" | has the meaning ascribed to it under the Listing Rules; |
| "Board" | the board of Directors; |
| "close associate(s)" | has the same meaning ascribed to it under the Listing Rules; |
| "Company" | MBV International 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: 1957); |
| "core connected person(s)" | has the meaning ascribed to it under the Listing Rules; |
| "Director(s)" | director(s) of the Company; |
| "Existing M&A" | the second amended and restated memorandum and articles of association of the Company; |
| "Group" | the Company and its subsidiaries from time to time; |
| "Hong Kong" | the Hong Kong Special Administrative Region of the People's Republic of China; |
| "Issue Mandate" | a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with additional Shares of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate; |

| | |
|---|---|
| "Latest Practicable Date" | 13 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular; |
| "Listing Rules" | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; |
| "New M&A" | the proposed new set of the third amended and restated memorandum and articles of association of the Company, incorporating and consolidating all the Proposed Amendments; |
| "Proposed Amendments" | the proposed amendments to the Existing M&A as set out in Appendix III to this circular; |
| "Repurchase Mandate" | a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate; |
| "RM" | Malaysian Ringgit, the lawful currency of Malaysia; |
| "SFO" | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); |
| "Share(s)" | ordinary share(s) of HK$0.01 each in the share capital of the Company; |
| "Shareholder(s)" | the holder(s) of Share(s); |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited; |
| "Takeovers Code" | The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong; |
| "HK$" | Hong Kong dollars, the lawful currency of Hong Kong; and |
| "%" | per cent. |

# MBV INTERNATIONAL LIMITED
# 中國大人國際有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1957)**

*Executive Directors:*
Dato' Tan Meng Seng *(Chairman)*
Dato' Tan Mein Kwang *(Chief Executive Officer)*
Mr. Tan Beng Sen
Datin Kong Siew Peng

*Non-executive Director:*
Ms. Hou Yanli

*Independent non-executive Directors:*
Ms. Chui Sin Heng
Mr. Au Wing Yuen
Mr. Yu Cheeric

*Registered office:*
Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

*Headquarters and principal of business in the Malaysia:*
No. 58-66, Jalan Seroja 39
Taman Johor Jaya
81100 Johor Bahru
Johor, Malaysia

*Principal place of business in Hong Kong:*
Unit B, 23/F
Yue Hing Building
103 Hennessy Road
Wanchai
Hong Kong

22 April 2026

*To the Shareholders*

Dear Sir or Madam,

## (1) PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; (3) PROPOSED AMENDMENTS TO THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND PROPOSED ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION; AND (4) NOTICE OF ANNUAL GENERAL MEETING

### INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the annual general meeting ("**AGM**") for: (i) the proposed granting of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate by adding to it the aggregate nominal amount of the issued Shares repurchased by the Company under the Repurchase Mandate; (iii) the proposed re-election of the retiring Directors; and (iv) the proposed amendments to the Existing M&A and the proposed adoption of the New M&A.

## GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The existing general mandates to issue and repurchase Shares will expire at the conclusion of the AGM. Accordingly, the following ordinary resolutions will be proposed at the AGM to seek the approval from Shareholders for the granting to the Directors of general mandates authorising them to:

(i) exercise the powers of the Company to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution;

(ii) repurchase Shares on the Stock Exchange with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution; and

(iii) subject to the passing of the ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate at the AGM, extend the Issue Mandate by an amount representing the aggregate nominal amount of Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, the Directors have not exercised the existing general mandates to issue and repurchase Shares and the Company had 628,000,000 Shares in issue.

Subject to the passing of the ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed to issue up to a maximum of 125,600,000 new Shares under the Issue Mandate and to repurchase up to a maximum of 62,800,000 Shares under the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate, if approved by the Shareholders at the AGM, will continue 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 or any applicable laws of the Cayman Islands to be held; and

(iii) the revocation or variation of such authority by ordinary resolution of the Shareholders in general meeting.

With reference to the Issue Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue any new Shares or repurchase any Shares pursuant thereto. The Directors will not exercise the Repurchase Mandate to such an extent that the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

The explanatory statement providing the requisite information regarding the Repurchase Mandate as required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular.

## PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 108 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

At the AGM, Dato' Tan Meng Seng, Mr. Tan Beng Sen and Ms. Hou Yanli will retire and, being eligible, will offer themselves for re-election. Dato' Tan Meng Seng and Mr. Tan Beng Sen will offer themselves for re-election as executive Directors. Ms. Hou Yanli, who was re-designated as a non-executive Director with effect from 1 April 2026, will offer herself for re-election as a non-executive Director.

The Nomination Committee has reviewed the structure, size, composition and diversity of the Board, the confirmations and disclosures given by the Directors, the education background, skills and professional experience, time commitment and contribution of the Directors. Each of the Directors standing for re-election has also confirmed that he/she would be able to devote sufficient time to the Board. The Nomination Committee has recommended to the Board on the re-election of Dato' Tan Meng Seng, Mr. Tan Beng Sen and Ms. Hou Yanli at the AGM.

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

## PROPOSED AMENDMENTS TO THE EXISTING M&A AND PROPOSED ADOPTION OF THE NEW M&A

Reference is made to the Announcement in relation to, among other things, the Proposed Amendments and the proposed adoption of the New M&A.

The Board proposed to (a) make Proposed Amendments to the Existing M&A in order to bring them in line with the latest legal and regulatory requirements, including: (i) allow the Company's general meeting to be held in the form of hybrid meeting and provide for voting by electronic means at general meetings of the Company; (ii) facilitate the implementation of the uncertificated securities market regime; (iii) allow the Company to hold repurchased shares as treasury shares; and (iv) incorporate other minor consequential and housekeeping amendments; and (b) adopt the New M&A incorporating and consolidating the Proposed Amendments in substitution for, and to the exclusion of, the Existing M&A in their entirety.

Details of the Proposed Amendments to the Existing M&A are set out in Appendix III to this circular. A special resolution will be proposed at the AGM to approve the Proposed Amendments to the Existing M&A and the adoption of the New M&A. The Proposed Amendments and the adoption of the New M&A shall be subject to the approval of the Shareholders by way of a special resolution at the AGM. The New M&A shall become effective from the close of the AGM upon the passing of such special resolution at the AGM.

The Company's legal advisers as to Hong Kong laws and Cayman Islands laws have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and are not inconsistent with the laws of the Cayman Islands, respectively. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

The Proposed Amendments are prepared in English. The Chinese translation of the New M&A is for reference only. In case there are any inconsistencies between the English version and the Chinese version of the New M&A, the English version shall prevail.

## AGM

A notice convening the AGM to be held at Room 3302, 33/F, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 15 May 2026 at 11:00 a.m. is set out on section "Notice of Annual General Meeting" to this circular.

## ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.orensport.com. Whether or not you are able to attend the AGM in person, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of the power of attorney or authority, to the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, 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, 13 May 2026) or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof (as the case may be) should you so wish and in such event, your appointment of proxy under any proxy form shall be deemed to be revoked.

## VOTING BY WAY OF POLL

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 the resolutions proposed at the AGM will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every Share held which is fully paid or credited as fully paid.

After the conclusion of the AGM, the poll vote results will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.orensport.com.

## RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate, the proposed re-election of the retiring Directors and the Proposed Amendments and the proposed adoption of the New M&A are in the best interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

## CLOSURE OF REGISTER OF MEMBERS

The record date for determining the eligibility of Shareholders to attend and vote at the AGM is Friday, 15 May 2026. The register of members of the Company will be closed from Tuesday, 12 May 2026 to Friday, 15 May 2026 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the meeting, all transfers of shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Monday, 11 May 2026.

## RESPONSIBILITY STATEMENT

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

## GENERAL INFORMATION

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

## MISCELLANEOUS

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

Yours faithfully,
By order of the Board
**MBV International Limited**
**Dato' Tan Meng Seng**
*Chairman and Executive Director*

*The following is the explanatory statement as required by the Listing Rules to be provided to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors at the AGM.*

## LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution in a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

## SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company was 5,000,000,000 Shares, of which a total of 628,000,000 Shares were issued and fully paid.

Subject to the passing of the proposed ordinary resolution to approve the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase and cancel a maximum of 62,800,000 Shares during the period from the date of the AGM up to (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 or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of such authority by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

## REASONS FOR REPURCHASE

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

## FUNDING AND IMPACT OF REPURCHASE

Any repurchase of Shares will be made out of funds which are legally available for the purpose in accordance with the Articles of Association and the Companies Law of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, any repurchases by the Company may be made out of profits of the Company, out of the Company's share premium account, out of proceeds of a new issue of Shares made for the purpose of the repurchase or, if authorised by the Articles of Association and subject to the Companies Law of the Cayman Islands, out of capital. Any amount of premium payable on the purchase over the par value of

the Shares to be repurchased must be paid out of profits of the Company or from sums standing to the credit of the Company's share premium account or, if authorised by the Articles of Association and subject to the Companies Law of the Cayman Islands, out of capital.

As compared with the financial position of the Company as at 31 December 2025 (being the date to which the latest audited accounts of the Company were made up), the Directors consider that there might be a material adverse impact on the working capital or the gearing position of the Company in the event that the Repurchase Mandate was to be exercised in full during the proposed repurchase period. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

## UNDERTAKING OF THE DIRECTORS

The Directors will, so far as the same may be applicable, exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association. The Company confirms that the explanatory statement set out in this Appendix I contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the Repurchase Mandate has unusual features.

## EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors' exercising the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers 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 Shares under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, MBV Capital Limited ("**MBV Capital**") was interested in 414,800,000 Shares, representing approximately 66.05% of the total issued Shares of the Company. MBV Capital is ultimately wholly owned by Dato' Tan Meng Seng, Dato' Tan Mein Kwang and Mr. Tan Beng Sen, who are deemed to be interested in the Shares in which MBV Capital is interested in under Part XV of the SFO. On the basis that there will be no further issue or repurchase of Shares during the period from the Latest Practicable Date up to and including the date of the AGM, the beneficial interests of MBV Capital in the issued Shares of the Company would increase to approximately 73.39% if the Repurchase Mandate was exercised in full and the Shares being repurchased were cancelled.

The Directors are not aware of any consequence under the Takeovers Code as a result of a repurchase of Shares made under the Repurchase Mandate and have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as to result in takeover obligations.

The Directors will not exercise the Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may prescribed as the minimum public shareholding under the Listing Rules).

## SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

## SHARE PRICES

The Shares are trading on the Stock Exchange and the highest and lowest prices at which the Shares have been traded on the Stock Exchange since April 2025 and up to the Latest Practicable Date are as follows:

| | **Per Share** | |
|---|---|---|
| | **Highest** | **Lowest** |
| | *HK$* | *HK$* |
| **2025** | | |
| April | 0.205 | 0.186 |
| May | 0.355 | 0.186 |
| June | 0.232 | 0.202 |
| July | 0.229 | 0.200 |
| August | 0.229 | 0.208 |
| September | 0.270 | 0.212 |
| October | 0.300 | 0.215 |
| November | 0.225 | 0.192 |
| December | 0.237 | 0.175 |
| **2026** | | |
| January | 0.260 | 0.217 |
| February | 0.255 | 0.222 |
| March | 0.223 | 0.185 |
| April (up to and including the Latest Practicable Date) | 0.238 | 0.189 |

Save for the information disclosed in this circular, as at the latest practicable date, there is no other information that need to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there other matters that need to be brought to the attention of Shareholders in respect of the Directors who stand for re-election at the AGM.

**Dato' Tan Meng Seng ("Dato' Tan MS")**

**Dato' Tan MS**, aged 53, was appointed as the Company's Director on 3 January 2019 and was redesignated as the Company's executive Director, chairman of the Board and chief executive officer on 10 April 2019. Dato' Tan MS has ceased to act as the chief executive officer of the Company with effect from 21 September 2020 in order to focus on the work of the Board of the Company and the strategic aspects of the Group. He is responsible for overall business strategic direction, planning and execution of the Group.

Dato' Tan MS obtained a diploma in commerce from Southern College Malaysia in May 1994. From September 2013 to October 2014, he completed the Executive Program on Oriental-Western Wisdom and Business Management for CEOs at the School of Continuing Education in Tsinghua University. Dato' Tan MS has more than 28 years of experience in the apparel industry, and is a co-founder of the Company and director of the group subsidiaries including Oren Holdings Limited, MyGift Holdings Limited, MBV (HK) Limited, Oren Sport Sdn. Bhd., UB Uniform Marketing (M) Sdn. Bhd., UB Apparel (M) Sdn. Bhd., Oren Sport (PJ) Sdn. Bhd., Oren Sport (Klang) Sdn. Bhd., Oren Sport (Kepong) Sdn. Bhd., MyGift Universal Sdn. Bhd., Oren Sport (Cheras) Sdn. Bhd., Excel MBV Sdn. Bhd., Oren Sport (S) Pte. Ltd. and A-Vision Apparel (S) Pte. Ltd..

Dato' Tan MS was appointed as the President of The Boss Club of Malaysia from 2021 to 2025. Dato' Tan MS has been appointed as Chairman of the Board of Directors of Southern University College, Malaysia from 2018 to 2026. He is the brother of the executive Directors, namely Dato' Tan Mein Kwang and Mr. Tan Beng Sen, and the spouse of Datin Kong Siew Peng, the executive Director and the chief operation officer of the Group.

As at the Latest Practicable Date, Dato' Tan MS was deemed to be interested in all the Shares registered in the name of MBV Capital Limited (which owns 414,800,000 Shares of the Company and of which the entire issued share capital is 33.3% beneficially owned by Dato' Tan MS), representing 66.05% of the issued shares of the Company. Saved as disclosed above, as at the Latest Practicable Date, Dato' Tan MS had no interests (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company and/or its associated corporations.

Dato' Tan MS has entered into a director's service agreement with the Company on 28 February 2020, which may be terminated by giving the other party not less than one-month prior notice in writing. Dato' Tan MS is entitled to receive an annual remuneration of RM433,000. Besides Dato' Tan MS is entitled to a discretionary bonus as the Board may approve, provided that the aggregate amount of the bonus payable to all the Directors of the Company for any financial year of the Company shall not exceed 10% of the audited consolidated net profits of the Group after taxation and minority interests but before extraordinary items attributable to shareholders of the Company for the relevant year.

**Mr. Tan Beng Sen ("Mr. Tan BS")**

**Mr. Tan BS**, aged 55, was appointed as the Company's Director on 3 January 2019 and was redesignated as the Company's executive Director on 10 April 2019. He oversees the logistic operations and productions of the Group. Mr. Tan BS attained senior middle three from Chong Hwa High School in Malaysia in October 1989. He has more than 28 years of experience in the apparel industry. He is one of the co-founders of the Group and a director of the group subsidiaries including Oren Holdings Limited, My Gift Holdings Limited, MBV (HK) Limited, Oren Sport Sdn. Bhd., UB Uniform Marketing (M) Sdn. Bhd., UB Apparel (M) Sdn. Bhd., Oren(PJ) Sdn. Bhd., Oren Sport (Klang) Sdn. Bhd., Oren Sport (Kepong) Sdn. Bhd., My Gift Universal Sdn. Bhd., Oren Sport (Cheras) Sdn. Bhd., Excel MBV Sdn. Bhd., Oren Sport (S) Pte. Ltd. And A Vision Apparel (S) Pte. Ltd.

Mr. Tan BS is the brother of the executive Directors, namely Dato' Tan Meng Seng and Dato' Tan Mein Kwang, and the brother-in-law of Datin Kong Siew Peng, the executive Director and chief operation officer of the Group.

As at the Latest Practicable Date, Mr. Tan BS was deemed to be interested in all the Shares registered in the name of MBV Capital Limited (which owns 414,800,000 Shares of the Company and of which the entire issued share capital is 33.3% beneficially owned by Mr. Tan BS), representing 66.05% of the issued shares of the Company. Saved as disclosed above, as at the Latest Practicable Date, Mr. Tan BS had no interests (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company and/or its associated corporations.

Mr. Tan BS has entered into a director's service agreement with the Company on 28 February 2020, which may be terminated by giving the other party not less than one-month prior notice in writing. Mr. Tan BS is entitled to receive an annual remuneration of RM419,000. Besides Mr. Tan BS is entitled to a discretionary bonus as the Board may approve, provided that the aggregate amount of the bonus payable to all the Directors of the Company for any financial year of the Company shall not exceed 10% of the audited consolidated net profits of the Group after taxation and minority interests but before extraordinary items attributable to shareholders of the Company for the relevant year.

**Ms. Hou Yanli**(侯艷麗女士)**("Ms. Hou")**

**Ms. Hou**, aged 42, was appointed as the Company's executive Director on 1 August 2023. She has been re-designated as a non-executive Director with effect from 1 April 2026. Ms. Hou holds a bachelor's degree in financial management from Shandong University of Finance and Economics. Following her graduation, Ms. Hou served as the chief executive officer of Daren Group*(大人集團)from 2021 to 2022 and the president of the live streaming business group of WeTrade Group Inc (US: WETG) from 2019 to 2021. Ms. Hou founded the 3Q Children Talent School and from 2014 to 2019, she was responsible for the overall corporate operation and development. 3Q Children Talent School is a brand under Henan Aishang International Education Consulting Co., Ltd.*(河南艾尚國際教育諮詢有限公司). Henan Aishang International Education Consulting Co., Ltd.*(河南艾尚國際教育諮詢有限公司)is a company listed on the Central China Equity Exchange with the enterprise code of 204424. She possesses eight years of experience in financial accounting, auditing, fund settlement and other industries.

Ms. Hou has entered into a letter of appointment with the Company for a term of two years commencing from 1 April 2026, which shall, unless otherwise terminated by either party giving not less than three month's notice in writing, subject to retirement by rotation and re-election at annual general meetings pursuant to the Articles of Association. Ms. Hou will not be entitled to director's fee, which is determined by the Board based on recommendation of the remuneration committee of the Company with reference to the market salary range for the position, qualifications, experience and level of responsibilities undertaken.

Save as disclosed above, each of the retiring Directors (i) does not hold other positions in our Company or other members of our Group as at the Latest Practicable Date; (ii) has no other relationship with any Directors, senior management or substantial or Controlling Shareholders of our Company as at the Latest Practicable Date; (iii) does not hold any other directorships in listed public companies in the three years preceding the Latest Practicable Date; (iv) does not hold any other major appointment and professional qualification; and (v) does not have any other interests or short positions in the Shares or underlying Shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed herein, to the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, there were no other matters with respect to the appointment of the Directors that need to be brought to the attention of our Shareholders and there was no information relating to the Directors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules.

Details of the Proposed Amendments to certain provisions of the Existing M&A are as follows (as indicated by the marked-up amendments):

| Article no. | Proposed Amendments |
|---|---|
| 1 (b) | **ASR Code:** means the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time;<br><br>**CCASS:** means the Central Clearing and Settlement System operated by HKSCC;<br><br>**Company's website:** means the website of the Company to which any shareholder may have access, the address or domain name of which has been notified to the shareholders by the Company or as subsequently amended by notice given to the shareholders by the Company;<br><br>**electronic:** has the meaning given to it in the Electronic Transactions Act (as amended) of the Cayman Islands as may be amended from time to time;<br><br>**electronic communication:** means a communication sent, transmitted, conveyed and received by wired or wireless means, by radio, by optical means, by electronic means or by other similar means in any form through any medium;<br><br>**electronic means:** means sending or otherwise making available to the intended recipients of the communication in electronic format;<br><br>**electronic meeting:** means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by means of electronic facilities;<br><br>**HKSCC:** means Hong Kong Securities Clearing Company Limited;<br><br>**hybrid meeting:** means a general meeting held and conducted by (i) physical attendance and participation by members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Location(s) and at the same time (ii) virtual attendance and participation by members and/or proxies by means of electronic facilities; |

| Article no. | Proposed Amendments |
|---|---|
| | **Listing Rules**: shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or modified from time to time); |
| | **Meeting Location:** has the meaning given to it by Article 71B; |
| | **notice:** means written notice unless otherwise specifically stated and as further defined in these Articles and, where the context so requires, shall include any other document (including any corporate communication and actionable corporate communication as defined under the Listing Rules) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws, rules 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; |
| | **Newspapers**: means at least one English language ~~daily~~ newspaper and at least one Chinese language ~~daily~~ newspaper, in each case published daily and circulating generally in the Relevant Territory and specified or not excluded for this purpose by the stock exchange in the Relevant Territory; |
| | **physical meeting:** means a general meeting held and conducted by physical attendance and participation by members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Location(s); |
| | **Principal Meeting Place:** has the meaning given to it by Article 65; |
| | **Register**: means the principal register of Shareholders and any branch register of Shareholders, including any branch register maintained in Hong Kong, of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time, and it shall include, where relevant, the register of holders as defined in the USM Rules; |
| | **SFO:** means Securities and Futures Ordinance, Cap. 571 of the laws of Hong Kong, as amended from time to time; |
| | **SFC:** means Securities and Futures Commission of Hong Kong; |
| | **Shareholder or member**: means the person who is duly registered in the Register as holder for the time being of any Share and includes persons who are jointly so registered; |

| Article no. | Proposed Amendments | |
|---|---|---|
| | **Subsidiary:** has the meaning ascribed to it by Section 15 of the Companies Ordinance; ~~and~~ | |
| | **Transfer Office**: means the place where the principal register of Shareholders is located for the time being~~.~~; | |
| | **Treasury Share(s):** means share(s) of the Company that was/were previously issued but was/were purchased or redeemed by the Company or surrendered to the Company and not cancelled and classified and held by the Company as treasury share(s); | |
| | **UNSRT System:** means an uncertificated securities registration and transfer system, and in relation to any shares or securities of the Company, a computer-based system, together with procedures and other facilities, that (a) enables title to the shares and securities to be evidenced and transferred without an instrument; and (b) facilitates supplementary and incidental matters; and | |
| | **USM Rules:** means the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS of the laws of Hong Kong) made under the SFO, as amended from time to time. | |
| 1(c) | In these Articles, unless there be something in the subject or context inconsistent herewith: | General |
| | (i) words denoting the singular number shall include the plural number and vice versa; | |
| | (ii) words importing any gender shall include every gender and words importing persons shall include partnerships, firms, companies and corporations; | |
| | (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~~ | |

| Article no. | Proposed Amendments |
|---|---|
| | (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) references to writing shall, unless the contrary intention appears, be construed as including without limitation printing, lithography, photography and other modes of representing words or figures in a visible form, and 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 member's election comply with all applicable laws, rules and regulations; |
| | (vi) references to a document being executed include references to it being 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; |
| | (vii) 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; |
| | (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; |

| Article no. | Proposed Amendments |
|---|---|

(ix) references to votes cast or taken at a general meeting shall include all votes taken (in such manner as may be directed by the Directors or chairman of that meeting whether by a count of votes by show of hands and/or by the use of ballot or voting papers or tickets and/or by electronic means) of the shareholders attending in person, by corporate representative or by proxy at that meeting;

(x) references to a meeting (a) shall mean a meeting convened and held in any manner permitted by these Articles and any member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Companies Act, the Listing Rules 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 or changed to another date, time and/or place and/or the electronic facilities and/or the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) has been changed by the Board pursuant to Article 71;

(xi) 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 corporate 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 Companies Act, the Listing Rules 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;

(xii) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise);

(xiii) all voting rights referred to in these Articles shall exclude the voting rights attached to Treasury Shares. The rights of holder(s) of any Treasury Shares under these Articles shall be subject to any applicable requirements and restrictions under the Companies Act and the Listing Rules applicable to the Company from time to time;

| Article no. | Proposed Amendments | |
|---|---|---|
| | (xiv) where a member is a corporation, any reference in these Articles to a member shall, where the context requires, refer to a duly authorised representative of such member; | |
| | (xv) unless the context otherwise requires, any reference to "print", "printed", "printed copy" or "printing" shall be deemed to include electronic versions or electronic copies; and | |
| | (xvi) any reference to the term "place" within these Articles shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a "place" for the delivery, receipt, or payment of monies, whether by the Company or by members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a "place" in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws, rules 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. | |
| 5(a) | If at any time the share capital of the Company is divided into different classes of Shares, 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, subject to the provisions of the Companies Act, be varied or abrogated either with the consent in writing of the Shareholders together holding not less than ¾ of the voting rights of the issued Shares of that class (excluding any Treasury Shares) 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) shall be not less than two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third ~~in nominal value~~ of the issued Shares of that class (excluding any Treasury Shares), that the quorum for any meeting adjourned 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. | How rights of shares may be modified |

| Article no. | Proposed Amendments | |
|---|---|---|
| 15 | (a) Subject to the Companies Act, the Listing Rules, 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. | Company to purchase its own securities and to finance the same |
| | (b) Shares purchased or redeemed by, or surrendered to, the Company may be cancelled or (subject to the Listing Rules or any stock exchange on which the shares of the Company are listed and any other relevant regulatory authority) classified and held as Treasury Shares. | |

| Article no. | Proposed Amendments |
|---|---|
| | (c) Subject to the provisions of the Companies Act and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any Shares or attaching to any class of Shares, Shares may be issued on the terms that they may, at the option of the Company or the holders thereof, be liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit. |
| 15A | Shares that the Company purchases, redeems or acquires by way of surrender in accordance with the Companies Act shall be held as Treasury Shares and not treated as cancelled if:<br><br>(a) the Board so determines prior to the purchase, redemption or surrender of those shares; and<br><br>(b) the relevant provisions of the Memorandum of Association of the Company, the Articles and the Companies Act are otherwise complied with. |
| 15B | No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to shareholders on a winding up) may be made to the Company in respect of a Treasury Share. |
| 15C | The Company shall be entered in the Register as the holder of the Treasury Shares. However, notwithstanding any provisions in these Articles to the contrary:<br><br>(a) the Company shall not be treated as a shareholder for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void; and<br><br>(b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Companies Act. |
| 15D | Treasury Shares may be disposed of by the Company in accordance with the Companies Act, the Listing Rules and otherwise on such terms and conditions as the Board determines. |

| Article no. | Proposed Amendments | |
|---|---|---|
| 15E | Subject to the Listing Rules are listed and any other relevant regulatory authority, the Board may by a resolution of the Directors at any time:<br><br>(a) cancel any one or more Treasury Shares; or<br><br>(b) transfer any one or more Treasury Shares to any person, whether or not for valuable consideration (including at a discount to the nominal or par value of such shares). | |
| 17 | (a) The Board shall cause to be kept the Register and there shall be entered therein the particulars required under the Companies Act. | Share Register |
| | (b) Subject to the provisions of the Companies Act, if the Board considers it necessary or appropriate, the Company may establish and maintain a principal or branch register of Shareholders at such location as the Board thinks fit and, during the Relevant Period, the Company shall keep its principal or a branch register of Shareholders in Hong Kong. | Local or branch register |
| | (c) The Register may be maintained in electronic form and may reflect holdings in both certificated and uncertificated forms provided that it must be readily retrievable and capable of being printed or exported. The Company may integrate the Register with any system for holding and transferring securities in electronic form approved by applicable law or regulation or under the SFO or the USM Rules, including but not limited to UNSRT System and any other clearing or settlement system. | |
| | ~~(c)~~(d) During the Relevant Period (except when the Register is closed), the Register in Hong Kong shall during business hours be kept open to inspection by any Shareholder and holders of Prescribed Securities (as defined in the USM Rules) 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. | |
| | ~~(d)~~(e) The Register may be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine and by sending a notice to the Shareholders, which may be extended for no more than another 30 days in respect of any year by an Ordinary Resolution of the Shareholders passed in that year. | |

| Article no. | Proposed Amendments | |
|---|---|---|
| 18(a) | Every person whose name is entered as a member in the Register shall be entitled to hold his Shares in uncertificated form through the UNSRT System, the CCASS, or any other system approved under the SFO and the USM Rules or otherwise approved by the SFC or the HK Stock Exchange, as applicable, in compliance with the Listing Rules and other relevant laws, rules and regulations. Where Shares are held in certificated form, eEvery 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 ASR Code, 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. 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 of the HK Stock Exchange. | Share certificates |

| Article no. | Proposed Amendments | |
|---|---|---|
| 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. | Share certificates to be sealed |
| 20 | Every share certificate, if hereafter issued, shall specify the number and class of Shares in respect of which it is issued and the amount paid thereon and may otherwise be in such form as the Board may from time to time prescribe. A share certificate shall relate to only one class of Shares, and where the capital of the Company includes Shares with different voting rights, the designation of each class of Shares, other than those which carry the general right to speak and vote at general meetings, must include the words "restricted voting" or "limited voting" or "non-voting" or some other appropriate designation which is commensurate with the rights attaching to the relevant class of Shares. | Share certificate to specify number and class of shares |
| 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 by~~under~~ the Listing Rules and the ASR Code, 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. | Replacement of share certificates |

| Article no. | Proposed Amendments | |
|---|---|---|
| 39 | Subject to the Companies Act and all applicable laws and regulations, including the SFO and USM Rules, all transfers of Shares ~~shall~~may 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~~.~~, or in uncertificated form through the UNSRT System, the CCASS, or any other system approved by the HK Stock Exchange or the SFC. | Form of transfer |
| 40 | Subject to the Companies Act and all applicable laws and regulations, including the SFO and USM Rules, transfers of shares may be effected in uncertificated form through the UNSRT System, the CCASS, or any other system approved by the HK Stock Exchange or the SFC, without the need for a written instrument of transfer. For certificated shares, t~~T~~he 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. | Execution of transfer |
| 43 | The Board may also decline to recognise any instrument of transfer unless:<br><br>(a) the transfer is made in the form or manner as the Board may from time to time specify;<br><br>~~(a)~~(b) a fee of such maximum as the HK Stock Exchange may from time to time determine to be payable (or such lesser sum as the Board may from time to time require) has been paid to the Company; | Requirement as to transfer |

| Article no. | Proposed Amendments | |
|---|---|---|
| | ~~(b)~~(c) 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); | |
| | ~~(c)~~(d) if applicable, the instrument of transfer is in respect of only one class of Share; | |
| | ~~(d)~~(e) the Shares concerned are free of any lien in favour of the Company; and | |
| | ~~(e)~~(f) if applicable, the instrument of transfer is properly stamped. | |
| 46 | Upon every transfer of Shares, the certificate in respect thereof held by the transferor (if one has been issued) 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 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 upon his request as provided in Article 18. The Company shall retain the instrument of transfer. | Certificate to be given up on transfer |
| 61 | (a) The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by terms of issue of a Share, becomes payable at a fixed time, whether on account of the nominal value of the Share or by way of premium, as if the same had been payable by virtue of a call duly made and notified. | Forfeiture for non-payment of any sum due on shares |
| | (b) In the event of a forfeiture of Shares the Shareholder shall be bound to deliver and shall forthwith deliver to the Company the certificate(s) ~~or certificates~~ held by him for the Shares so forfeited (if one has been issued) and in any event any~~the~~ certificate(s)~~s~~ issued for~~representing~~ Shares so forfeited shall be void and of no further effect. | |

| Article no. | Proposed Amendments | |
|---|---|---|
| 62 | At all times during the Relevant Period ~~other than the financial year of the Company's adoption of these Articles~~, the Company shall for~~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; and such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules). 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 classthereof 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.~~ | When annual general meeting to be held |
| 63 | All general meetings other than annual general meetings shall be called extraordinary general meetings. All general meetings (including an annual general meeting, any extraordinary general meeting, any adjourned meeting or any postponed meeting) may be held by means of such telephone, electronic facilities or other communication facilities (including, without limiting the generality of the foregoing, by telephone, or by video conferencing) as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting. All general meetings (including an annual general meeting, any extraordinary general meeting, any adjourned meeting or any postponed meeting) may be held:(a) as a physical meeting in any part of the world and at one or more locations as provided in Article 71B, (b) as a hybrid meeting or (c) as an electronic meeting, as may be determined by the Board in its absolute discretion. | Extraordinary general meeting |

| Article no. | Proposed Amendments | |
|---|---|---|
| 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, Shares in the share capital (excluding any Treasury Shares) of the Company that represent not less than one tenth of the voting rights at general meetings of the Company on a one vote per Share basis. 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, 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. | Convening of extraordinary general meeting |
| 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 (including an extraordinary general meeting), other than an annual general meeting, shall be called by at least 14 days' notice in writing. The notice for any general meeting 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 71B, the principal place of the meeting (the "**Principal Meeting Place**") and the other place(s) of the meeting; (c) if the general meeting is to be a hybrid meeting or an electronic meeting, a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or when and how such details will be made available by the Company prior to the meeting; (d) the agenda of the meeting and particulars of resolutions to be considered at the meeting; and (e) in case of special business (as defined in Article 67), the general nature of that business. 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: | Notice of meetings |

| Article no. | Proposed Amendments | |
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| | (a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend, speak and vote thereat; and | |
| | (b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend, speak and vote at the meeting, being a majority together holding not less than 95% of the total voting rights at the meeting of all members of the Company. | |
| 67A | All Shareholders (including a member which is a Clearing House (or its nominee(s))) have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration. | Speaking at general meetings |
| 68 | For all purposes the quorum for a general meeting shall be two Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to speak and vote, or two persons appointed by the clearing house as authorised representative(s) or proxy(ies) (including attendance by electronic means). No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting. | Quorum |
| 69 | If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and (where applicable) such place and in such form and manner referred to in Article 63 as the chairman of the meeting (or in default, the Board) may absolutely determine~~as shall be decided by the Board~~, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Shareholder or the Shareholders present in person (or, in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and entitled to speak and vote shall be a quorum and may transact the business for which the meeting was called. | When quorum is not present meeting to be dissolved and when to be adjourned |

| Article no. | Proposed Amendments | |
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| 70 | (1) Subject to Article 70(2), t~~T~~he 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.<br><br>(2) The chairman of a general meeting (be it a physical meeting, a hybrid meeting or an electronic meeting) may attend, preside as chair at, and conduct proceedings of, such meeting by means of electronic facilities. 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/are 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. | chairman of general meeting |
| 71 | Subject to Article 71B(4), t~~T~~he 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 (or indefinitely) and from place(s) to place(s) and/or from one form to another (as a physical meeting, a hybrid meeting or an electronic meeting) 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 meetin~~details set out in Article 65~~g~~ 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. | Power to adjourn general meeting, business of adjourned meeting |

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| 71B | (1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations ("**Meeting Location(s)**") determined by the Board at its absolute discretion. Any member or any proxy attending and participating in such way or any member or any 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. |

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(2) All general meetings are subject to the following and, where appropriate, all references to a "member" or "members" in this sub-paragraph (2) shall include a proxy or proxies respectively:

(a) where a member is attending at a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced as if it has commenced at the Principal Meeting Place;

(b) members present at a Meeting Location and/or members attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to speak, communicate and vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members at all Meeting Locations and/or members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;

(c) subject to Article 71B(4), where members attend a meeting by being present at one of the Meeting Locations and/or where members participate in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more members 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

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(d) if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the notice, 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.

(3) 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 and/or any Meeting Location(s) and/or attendance and/or participation and/or voting at 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 member who, pursuant to such arrangements, is unable 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 such member to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location(s) 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.

(4) If it appears to the chairman of the general meeting that:

(a) the electronic facilities at the Principal Meeting Place and/or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 71B(1) or are insufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or

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(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 an adjournment for an indefinite period), or in the case of an electronic meeting or a hybrid meeting, change the electronic facilities. All business conducted at the meeting up to the time of any such adjournment or change of electronic facilities shall be valid.

(5) The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction which 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 inspection of their personal property and the restriction of items that may be taken into the meeting place, obeying any precautionary measures and regulations in relation to prevention and control of spread of disease, and determining the number and frequency of and the time allowed for questions that may be raised at a meeting. Members and their proxies shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made by the Board and, at any general meeting, by the chairman of the meeting pursuant to 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.

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(6) 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 Board, in its absolute discretion, considers that it is unreasonable or impractical for any reason to hold the general meeting on the date and/or at the time and/or at the place and/or using the electronic facilities and/or in the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) specified in the notice calling the meeting, it may (a) postpone the meeting to another date and/or time, and/or (b) change the place and/or the electronic facilities and/or the form of the meeting (as a physical meeting, an electronic meeting or a hybrid meeting), without approval from the members. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement and/or change of the relevant general meeting may occur automatically without further notice, including, without limitation, where a number 8 or higher typhoon signal, extreme conditions, 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 (i) a meeting is postponed and/or (ii) there is a change in the place and/or the electronic facilities and/or form of the meeting, the Company shall: endeavour to post a notice of such postponement and/or change on the Company's website as soon as reasonably practicable (provided that failure to post such a notice shall not affect the automatic postponement and/or automatic change of such meeting); and subject to and without prejudice to Article 71, unless already specified in the original notice of the meeting or included in the notice posted on the Company's website above, the Board shall fix the date, time, place (if applicable), electronic facilities (if applicable) and form of the meeting (if applicable) for the postponed and/or changed meeting and shall notify the members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy form) if they are received as required by these Articles not less than forty-eight hours before the time of the postponed and/or changed meeting; and

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| | (b) notice of the business to be transacted at the postponed and/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 and/or changed meeting is the same as that set out in the original notice of general meeting circulated to the members. |
| | (7) 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 71B(4), 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. |
| 74 | A poll shall be taken ~~in such manner (including the use of ballot or voting papers or tickets) 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. Poll |
| 75 | Any poll on the election of a chairman of a meeting or on any question of adjournment or postponement shall be taken at the meeting and without adjournment or postponement. |

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| 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 (1) 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. Votes of a general meeting (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. | Votes of shareholders |
| 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, 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. | Votes in respect of deceased and bankrupt shareholders |

| Article no. | Proposed Amendments | |
|---|---|---|
| 82 | A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a poll or on a show of hands, by his committee or receiver, or other person in the nature of a committee or receiver appointed by that court, and any such committee, receiver or other person may vote on a poll by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Articles for the deposit of instruments of proxy or, if no place is specified, at the Registration Office, not later than the latest time at which an instrument of proxy must, if it is to be valid for the meeting or adjourned meeting or postponed meeting (as the case may be), be delivered. | Votes of shareholders of unsound mind |
| 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. | Objections to votes |
| 87 | The instrument appointing a proxy shall be in writing and if the Board in its absolute discretion determines, may be contained in an electronic communication, and: (i) if in writing but not contained in an electronic communication, under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts; or (ii) in the case of an appointment contained in an electronic communication, submitted by or on behalf of the appointer, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine ~~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 an officer or attorney duly authorised~~. | Instrument appointing proxy to be in writing |

| Article no. | Proposed Amendments | |
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| 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. | Appointment of proxy must be deposited |

| Article no. | Proposed Amendments | |
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| | ~~(1)~~(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~~delivered or sent to 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 Article 88(1), shall be received at the electronic address specified, not less than 48 hours before the time for holding the meeting or adjourned meeting or postponed 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 named in it as 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. | |
| 90 | The instrument appointing a proxy to attend, speak and vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit; and (ii) unless the contrary is stated therein, be valid as well for any adjournment or postponement of the meeting as for the meeting to which it relates. | Authority under instrument appointing proxy |

| Article no. | Proposed Amendments | |
|---|---|---|
| 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, or if the Company has provided an electronic address in accordance with Article 88(1), shall have been received by the Company at the electronic address so specified, at least two hours before the commencement of the meeting or adjourned meeting or postponed meeting at which the proxy is used. | When vote by proxy valid though authority revoked |
| 93 | Unless the Board agrees otherwise, an appointment of a corporate representative shall not be valid as against the Company unless:<br>(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 | Conditions for appointment of corporate representatives |

| Article no. | Proposed Amendments |
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| | (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. | Proposed Amendments | |
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| 112 | The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy on the Board shall hold office only until the first annual general meeting of the Company after his appointment and ~~be subject to~~shall then be eligible for re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting. | |
| 113 | No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office or at such other place(s) as the Board shall appoint. The period for lodgement of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days. | Notice of proposed Director to be given |

| Article no. | Proposed Amendments | |
|---|---|---|
| 133 | The Board may meet together for the despatch of business, adjourn or postpone and otherwise regulate its meetings and proceedings as it thinks fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall be a quorum. For the purpose of this Article an alternate Director shall be counted in a quorum separately in respect of himself (if a Director) and in respect of each Director for whom he is an alternate and his voting rights shall be cumulative and he need not use all his votes or cast all his votes in the same way. A meeting of the Board or any committee of the Board 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 in person at such meeting. | Meeting of Directors, quorum, etc. |
| 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 from time to time notified to the Company by such Director or by electronic means to an electronic address from time to time notified to the Company by such Director 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, electronic address 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. | Convening of Meetings of Directors |
| 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. | Directors' resolutions |

| Article no. | Proposed Amendments | |
|---|---|---|
| 167 | Unless otherwise directed by the Board, any Dividend, interests or other moneys payable or bonuses, rights or other distributions in respect of any Share may be paid or satisfied by cheque or warrant or certificate or other documents or evidence of title sent through the post to the registered address of the Shareholder entitled, or, in the case of joint holders, to the registered address of that one whose name stands first in the Register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque, warrant, certificate or other document or evidence of title so sent shall be made payable to the order of the person to whom it is sent or, in the case of certificates or other documents or evidence of title as aforesaid, in favour of the Shareholder(s) entitled thereto, and the payment on any such cheque or warrant by the banker upon whom it is drawn shall operate as a good discharge to the Company in respect of the Dividend and/or other moneys represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Every such cheque, warrant, certificate or other document or evidence of title as aforesaid shall be sent at the risk of the person entitled to the Dividend, money, bonus, rights and other distributions represented thereby. For the avoidance of doubt, subject to and to such extent permitted by the Listing Rules, any dividend, interest or other sum payable in cash by the Company to its securities holders may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine and the Company shall not be responsible for any loss in transmission. | Payment by post |
| 168 | All Dividends, interests, 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, interests, 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. | Unclaimed Dividend |

| Article no. | Proposed Amendments | |
|---|---|---|
| 175(b) | Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by two of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent in accordance with Article 180 ~~by post~~ together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice. | Annual report of Directors and balance sheet to be sent to shareholders |

| Article no. | Proposed Amendments | |
|---|---|---|
| 180(b) | 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 electronic address as may from time to time be ~~authorised~~ supplied by the Shareholder concerned or by publishing it on the Company's~~a~~ website and the website of HK Stock Exchange~~and (where required by the Listing Rules) notifying the Shareholder concerned that it has been so published~~. | |
| 181 | (a) Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of (i) an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address; or (ii) an electronic address for the purpose of service of notice. Where the registered address of the Shareholder is outside the Relevant Territory, notice, if (i) given through the post, shall be sent by prepaid airmail letter where available, or (ii) if served by electronic means, shall be sent in accordance with Article 180(b). | Shareholders out of the Relevant Territory |

**Article no.** **Proposed Amendments**

(b) Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or electronic address or a correct registered address or electronic address to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he served in the manner so described which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.

(c) If on three consecutive occasions notices or other documents have been sent ~~through the post~~ to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address or by electronic means to his electronic address but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address or electronic address for the service of notices on him.

| Article no. | Proposed Amendments | |
|---|---|---|
| | (d) Notwithstanding any election by a shareholder, if the Company is advised that the sending of any notice or other document to any electronic address supplied by a shareholder may or might infringe the law of any relevant jurisdiction, or if the Company cannot verify the location of the server at which the electronic address of the shareholder located, the Company may, in lieu of the sending of any notice or other document to the electronic address supplied by the shareholder concerned, place the same on the Company's website, and any such placement shall be deemed effective service on the shareholder, and the relevant notice and document shall be deemed to be served on the shareholder on which the same is first placed on the Company's website and the website of the HK Stock Exchange. | |
| | (e) Notwithstanding any election by a shareholder from time to time to receive any notice or document through electronic means, such shareholder may, at any time require the Company to send to him, in addition to an electronic copy thereof, a printed copy of any notice or document which he, in his capacity as shareholder, is entitled to receive. | |
| 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 made available on the Company's~~a~~ website and the website of HK Stock Exchange shall be deemed to have been served or delivered on the first day it was so published. | When notice deemed to be served |

| Article no. | Proposed Amendments | |
|---|---|---|
| 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 via 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 address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice 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. | Service of notice to persons entitled on death, mental disorder or bankruptcy |
| 184 | Any person who by operation of law, transfer, transmission or other means whatsoever shall become entitled to any Share shall be bound by every notice in respect of such share which prior to his name and address (including electronic address) being entered on the register shall have been duly served to the person from whom he derives his title to such share. | Transferee to be bound by prior notices |
| 186 | The signature to any notice or document to be given by the Company may be written or printed or by electronic means. | How notice to be signed |
| 192 | The Company may exercise the power to cease sending cheques or electronic funds transfers for Dividend entitlements or Dividend warrants by post if such cheques or warrants remain uncashed (in the case of electronic funds transfers, unsuccessful or rejected) on two consecutive occasions or after the first occasion on which such a cheque or warrant is returned undelivered (in the case of electronic funds transfers, unsuccessful or rejected). | Company ceases sending dividend warrants etc. |

| Article no. | Proposed Amendments | |
|---|---|---|
| 193 | (a) The Company shall have the power to sell, in such manner as the Board thinks fit, any Shares of a Shareholder who is untraceable, but no such sale shall be made unless: | Company may sell shares of untraceable shareholders |
| | (i) during the period of 12 years prior to the date of the advertisements referred to in sub-paragraph (ii) below (or, if published more than once, the first thereof) at least three Dividends or other distributions in respect of the Shares in question have become payable or been made and no Dividend or other distribution in respect of the Shares during that period has been claimed, or all cheques or warrants, not being less than three in number, for all sums payable in cash to the holder of such shares have remained uncashed (in the case of electronic funds transfers, unsuccessful or rejected); | |
| | (ii) the Company has caused an advertisement to be inserted in the Newspapers or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as provided in these Articles, of its intention to sell such Shares and a period of three months has elapsed since the date of such advertisement (or, if published more than once, the first thereof) or such electronic communication; | |
| | (iii) the Company has not at any time during the said periods of 12 years and three months received any indication of the existence of the holder of such Shares or of a person entitled to such Shares by death, bankruptcy or operation of law; and | |
| | (iv) the Company has notified the HK Stock Exchange of its intention of such sale. | |

| Article no. | Proposed Amendments |
|---|---|
| | (b) To give effect to any such sale the Board may authorise any person to transfer the said Shares and the instrument of transfer signed or otherwise executed by or on behalf of such person shall be as effective as if it had been executed by the registered holder or the person entitled by transmission to such Shares, and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings relating to the sale. The net proceeds of the sale will belong to the Company and upon receipt by the Company of such proceeds it shall become indebted to the former Shareholder for an amount equal to such net proceeds. Notwithstanding any entries made by the Company in any of its books or otherwise howsoever, no trusts shall be created in respect of such debt and no interest shall be payable in respect of it and the Company shall not be required to account for any money earned from the net proceeds which may be employed in the business of the Company or as it thinks fit. Any sale under this Article shall be valid and effective notwithstanding that the Shareholder holding the Shares sold is dead, bankrupt, wound up or otherwise under any legal disability or incapacity. |

| Article no. | Proposed Amendments |
|---|---|
| | **ELECTRONIC INSTRUCTIONS BY MEMBERS AND PAYMENT OF CORPORATE ACTION PROCEEDS** |
| 197 | To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall:<br><br>(a) accept instructions from members and its securities holders (including but not limited to dividend election instructions, payment choice instructions, meeting attendance indications, proxy appointments and revocations, voting directions, and responses to "corporate communications" and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules) transmitted by electronic means, subject to reasonable authentication measures as the Board may from time to time determine; and<br><br>(b) pay any corporation action proceeds (including proceeds paid by the Company to members and its securities holders in connection with its corporate actions, such as the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers, and offers made to a specified group of such holders on a preferential basis) by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate. |
| | **UNCERTIFICATED SECURITIES AND ELECTRONIC PROCESSES** |
| 198 | The Company shall comply with all applicable laws and regulations, including the SFO and the USM Rules, to facilitate the holding, transfer, and registration of its shares or other prescribed securities in uncertificated form through electronic means, including via the UNSRT 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" (as defined in the Listing Rules), 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. |

# MBV INTERNATIONAL LIMITED
# 中國大人國際有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1957)**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the "**Meeting**") of MBV International Limited (the "**Company**") will be held at Room 3302, 33/F, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Friday, 15 May 2026 at 11:00 a.m. for the purposes of considering and, if thought fit, passing with or without modifications, the following resolutions:

## ORDINARY RESOLUTIONS

1. To receive and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors and the auditor of the Company for the year ended 31 December 2025.

2. To re-appoint Forvis Mazars CPA Limited as sole auditor of the Company and its subsidiaries for the year ending 31 December 2026 and authorise the board of directors of the Company to fix its remuneration.

3. (A) To re-elect Dato' Tan Meng Seng as an executive director of the Company.

   (B) To re-elect Mr. Tan Beng Sen as an executive director of the Company.

   (C) To re-elect Ms. Hou Yanli as a non-executive director of the Company.

   (D) To authorise the board of directors of the Company to fix directors' remuneration.

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

   "**THAT**:

   (a) subject to paragraph 4(c) below, the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers, subject to and in accordance with all applicable laws and the articles of association of the Company, be and is hereby generally and unconditionally approved;

(b) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs 4(a) and 4(b) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options granted under the share option scheme adopted by the Company or an issue of shares upon the exercise of subscription or conversion rights attached to the warrants or the convertible securities which might be issued by the Company or an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

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

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

(2) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; and

(3) the revocation or variation of such authority by an ordinary resolution of the shareholders of the Company in general meeting.

"Rights Issue" means an offer of shares open for a period fixed by the Directors to holders of shares whose names stand 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 restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange)."

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

"**THAT**:

(a) subject to paragraph 5(b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph 4(d) above) of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of the share capital of the Company which the Directors are authorised to repurchase pursuant to the approval in paragraphs 5(a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of this resolution, and the said approval shall be limited accordingly."

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

"**THAT** conditional upon the passing of the ordinary resolutions numbered 4 and 5 as set out above, the aggregate nominal amount of the shares in the issued capital of the Company which are repurchased by the Company under the authority granted to the directors of the Company pursuant to and in accordance with the said resolution numbered 5 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the directors of the Company pursuant to and in accordance with the said resolution numbered 4."

**SPECIAL RESOLUTION**

7. "**THAT**:

(a) the proposed amendments to the existing second amended and restated memorandum and articles of association of the Company (the "**Existing M&A**") set out in Appendix III to the circular of the Company dated 22 April 2026 (the "**Proposed Amendments**") be and are hereby approved and the new third amended and restated memorandum and articles of association (the "**New M&A**") (a copy of which is tabled at the Meeting and marked "**A**" and initialled by the chairman of the Meeting for identification purpose), incorporating and consolidating all the Proposed Amendments, be and is hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the Existing M&A with immediate effect; and

(b) any one director ("**Director**") or secretary or the registered office provider of the Company be and is hereby authorised to do all such acts and things (including filing the New M&A with the relevant authorities for approval, endorsement and/or registration in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong) and execute and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as the Director in his or her sole opinion and absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the Proposed Amendments and the adoption of the New M&A."

By order of the Board
**MBV International Limited**
**Dato' Tan Meng Seng**
*Chairman and Executive Director*

Hong Kong, 22 April 2026

*Notes:*

1. Any member of the Company entitled to attend and vote at the above Meeting may appoint another person as his proxy to attend and to vote instead of him. A proxy need not be a member of the Company.

2. All resolutions at the Meeting will be taken by way of poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

3. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. The vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

4. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the office of the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, 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, 13 May 2026) or any adjournment thereof.

5. A form of proxy for use at the Meeting is being despatched to the shareholders of the Company together with a copy of this notice.

6. The record date for determining the eligibility of Shareholders to attend and vote at the AGM is Friday, 15 May 2026. The register of members of the Company will be closed from 12 May 2026 to 15 May 2026 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the Meeting, all transfers of shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on 11 May 2026.

7. 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 in force at or at any time after 9:00 a.m. on the date of the Meeting, the Meeting will be adjourned in accordance with the articles of association of the Company. The Company will post an announcement on the website of the Company at www.orensport.com and the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the adjourned meeting.

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