THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Kimou Environmental Holding Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agents through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this circular.

金茂源

Kimou Environmental Holding Limited

金茂源環保控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6805)

(I) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (II) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; (III) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION; AND PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION; AND (IV) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Kimou Environmental Holding Limited to be held at Room 4&5, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 22 May 2026 at 10 a.m. or any adjournment thereof is set out on pages 35 to 40 of this circular.

A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.kimou.com.cn). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time of the AGM (i.e by 10 a.m. on Wednesday, 20 May 2026 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish and in such case, the form of proxy previously submitted shall be deemed to be revoked.

24 April 2026

CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD 4

APPENDIX I — DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION 11

APPENDIX II — EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE 15

APPENDIX III — PROPOSED AMENDMENTS RESULTING FROM THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION 19

NOTICE OF ANNUAL GENERAL MEETING 35

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

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

"AGM"	the annual general meeting of the Company to be held at Room 4&5, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong at 10 a.m. on Friday, 22 May 2026 or any adjournment thereof, the notice of which is set out on pages 35 to 40 of this circular
"Articles of Association"	the articles of association of the Company as amended from time to time
"associate"	has the same meaning as defined under the Listing Rules
"Audit Committee"	the audit committee of the Board
"Board"	the Board of Directors
"Cayman Companies Act"	the Companies Act of the Cayman Islands
"CG Code"	Corporate Governance Code, Appendix C1 to the Listing Rules
"Company"	Kimou Environmental Holding Limited, a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on the Main Board of the Stock Exchange
"Director(s)"	the director(s) of the Company
"Extension Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
"General Mandate"	general and unconditional mandate proposed to be granted to the Directors to exercise the power to allot, issue or otherwise deal with new Shares (including any sale or transfer of treasury shares of the Company) of up to a maximum of 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution at the AGM
"Group"	the Company and its subsidiaries

"HK$" or "HKD"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	20 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Memorandum and Articles of Association"	the second amended and restated memorandum and articles of association
"Nomination Committee"	the nomination committee of the Board
"New Memorandum and Articles of Association"	the third amended and restated memorandum and articles of association proposed to be adopted by the Shareholders at AGM
"PRC" or "China"	the People's Republic of China, excluding, for the purpose of this circular, Hong Kong, Macau Special Administrative Region and Taiwan, China
"Proposed Amendments"	the proposed amendments to the Memorandum and Articles of Association, details of which are set out in Appendix III to this circular
"Remuneration Committee"	the remuneration committee of the Board
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to enable them to repurchase Shares, the aggregate number of Shares of which shall not exceed 10% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing the relevant resolution at the AGM
"RMB"	Renminbi Yuan, the lawful currency of China
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) of nominal value of HK$0.1 each in the share capital of the Company

"Shareholder(s)" or "Members"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buybacks, as amended or supplemented from time to time
"treasury shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent

In this circular, the terms "close associate(s)", "core connected person(s)", "controlling shareholder(s)", "subsidiary(ies)" and "substantial shareholder(s)" shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

金茂源

Kimou Environmental Holding Limited

金茂源環保控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6805)

Executive Directors:
Mr. Zhang Lianghong *(Chairman of the Board and Chief Executive Officer)*
Mr. Huang Qiyang
Mr. Lee Kin Ming
Mr. Huang Shaobo
Mr. Cheung Ka Tsun

Independent Non-Executive Directors:
Mr. Li Xiaoyan
Mr. Liu Da
Ms. Pong Scarlett Oi Lan *BBS, JP*

Registered office:
Campbells Corporate Services Limited
Floor 4, Willow House
Cricket Square, Grand Cayman
KY1-9010, Cayman Islands

Principal place of business in the PRC:
Longhua Road, Longxi Street
Boluo County
Huizhou City
Guangdong Province, the PRC

Principal place of business in Hong Kong:
Unit E&F, 5/F.
Hung Cheong Factory Building
3 Kwong Cheung Street
Cheung Sha Wan, Kowloon, Hong Kong

24 April 2026

To the Shareholders

Dear Sir or Madam

(I) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (II) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; (III) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION; AND PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION; AND (IV) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide the Shareholders with the notice of AGM and to provide you with information regarding the resolutions to be put forward at the AGM. Resolutions to be put forward at the AGM include, inter alia: (i) the proposed grant to the

Directors of each of the General Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the proposed re-election of the retiring Directors; and (iii) the proposed amendments to the memorandum and articles of association and the proposed adoption of the New Memorandum and Articles of Association.

PROPOSED GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

In order to ensure greater flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the proposed General Mandate to issue Shares. An ordinary resolution will be proposed at the AGM to grant to the Directors the General Mandate to exercise the powers of the Company to allot, issue and otherwise deal with new Shares (including any sale or transfer of treasury shares of the Company) up to a maximum of 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of the passing of the resolution in relation to such General Mandate. As at the Latest Practicable Date, the Company had 1,107,750,000 Shares in issue. Subject to the passing of the relevant resolution and on the basis that there is no change to the number of issued Shares during the period between the Latest Practicable Date and the date of the AGM, the Company will be allowed to issue a maximum of 221,550,000 Shares. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to such general mandate.

In addition, an ordinary resolution will be proposed at the AGM to approve the grant to the Directors of the Repurchase Mandate to exercise the powers of the Company to repurchase Shares, representing up to 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the passing of the resolution in relation to the Repurchase Mandate.

In addition, an ordinary resolution will be proposed at the AGM to approve the grant to the Directors of the Extension Mandate to increase the total number of Shares which may be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

Each of the General Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the date by which the next annual general meeting is required by the Cayman Companies Act or the Articles of Association to be held; or (c) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

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

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 16.18 of the Articles of Association, at every 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. Accordingly, Mr. Huang Shaobo, Mr. Li Xiaoyan and Mr. Liu Da will retire and being eligible, offer themselves for re-election at the AGM.

On 27 March 2026, the Board, having reviewed the Board's composition and noted that Mr. Huang Shaobo, being executive Director and Mr. Li Xiaoyan and Mr. Liu Da, being independent non-executive Directors are eligible for nomination and re-election under the Articles of Association and the Company's policy for nomination of Directors, resolved to make recommendations on the re-election of the above Directors by the Shareholders at the AGM.

Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

The recommendations on re-election were made in accordance with the Company's policy for nomination of Directors and took into account the diversity aspects (including, without limitation, the Company's specific business needs, gender, age, nationality, skills, language, cultural and educational background as well as industry and professional experience) under the board diversity policy of the Company.

SELECTION CRITERIA AND PROCEDURE FOR NOMINATION OF DIRECTORS

The Board established the Nomination Committee with written terms of reference in compliance with the CG Code. The Nomination Committee is responsible for reviewing and assessing the structure, size and composition of the Board and the independence of the independent non-executive Directors and making recommendations to the Board on appointment and removal of directors.

Selection criteria

In recommending candidates for appointment to the Board, the Nomination Committee will consider candidates on merits against objective criteria and with due regards to the benefits of diversity on the Board in accordance with the board diversity policy adopted by the Company. Diversity of the Board will be considered from a number of perspectives, including but not limited to gender, age, cultural and educational background, industry experience, technical and professional skills and/or qualifications, knowledge, length of services and time to be devoted as a Director. The Company will also take into account factors relating to its own business model and specific needs from time to time. The ultimate decision will be based on merits and contribution that the selected candidates will bring to the Board.

Nomination procedures

When considering the appointment or re-appointment of Directors, the Nomination Committee will consider various factors including the background, experience and qualification of the proposed candidates to ensure that the proposed candidates possess the requisite experience, characters and integrity to act as a Director, and other criteria with regard to the benefits of diversity, including but not limited to gender, age, cultural and educational background, or professional experience and taking into account the Group's business model and specific needs, as set out in the board diversity policy adopted by the Company.

RECOMMENDATION OF THE NOMINATION COMMITTEE

Mr. Li Xiaoyan and Mr. Liu Da, the retiring independent non-executive Directors, have met the independence criteria pursuant to Rule 3.13 of the Listing Rules. Moreover, each of Mr. Li Xiaoyan and Mr. Liu Da has given an annual confirmation of independence to the Company. With due consideration of the above factors, the Board believes that Mr. Li Xiaoyan and Mr. Liu Da are independent.

Furthermore, Mr. Li Xiaoyan and Mr. Liu Da, being independent non-executive Directors eligible for re-election at the AGM, the Nomination Committee has considered and believed that:

Mr. Li Xiaoyan ("Mr. Li")

(a) Mr. Li was appointed as an independent non-executive Director on 18 June 2019 and he has held this position for almost seven years. The length of the tenure of Mr. Li on the Board has not affected his independence. Besides, Mr. Li does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and he has given an annual confirmation of independence to the Company;

(b) Mr. Li does not hold seventh (or more) listed company directorship; and

(c) Mr. Li is an expert in solid-liquid separation, membrane filtration and nanotechnology for advanced water and wastewater treatment and resource recovery from wastewater. Mr. Li's extensive experience in engineering and, his working profile and other experience can provide advice to the Board from a professional perspective.

Mr. Liu Da ("Mr. Liu")

(a) Mr. Liu was appointed as an independent non-executive Director on 1 March 2023 and he has held this position for three years. The length of the tenure of Mr. Liu on the Board has not affected his independence. Besides, Mr. Liu does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and he has given an annual confirmation of independence to the Company;

(b) Mr. Liu does not hold seventh (or more) listed company directorship; and

(c) Mr. Liu has an extensive experience in auditing, consulting, financing and mergers and acquisition, his working profile and accounting and finance experience can provide advice to the Board from a professional perspective.

In view of the diversified knowledge, experience and skills of each of Mr. Huang Shaobo, Mr. Li Xiaoyan and Mr. Liu Da in their educational backgrounds, academic, engineering, business, finance and accounting professional experiences, the Board believes that their expertise will enable them to fulfill their roles as executive and independent non-executive Directors effectively, provide useful and constructive opinion and make contributions to the Board and the long-term development of the Company.

Based on the diversified background of Mr. Huang Shaobo, Mr. Li Xiaoyan and Mr. Liu Da, including but not limited to cultural and educational background, professional experience, skills and knowledge, it is believed that Mr. Huang Shaobo, Mr. Li Xiaoyan and Mr. Liu Da can contribute to diversity of the Board.

Having considered the above aspects and in view of the contribution that Mr. Huang Shaobo, Mr. Li Xiaoyan and Mr. Liu Da have made and will make to the Board, their re-election will be in the best interests of the Company and the Shareholders as a whole.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 21 April 2026 in respect of the Proposed Amendments.

To comply with the latest regulatory requirements of the Listing Rules relating to the enabling of convening and holding of hybrid general meetings and vote casting by electronic means as well as the applicable laws of the Cayman Islands, the Board recommends the proposed amendments to the Memorandum and Articles of Association and the adoption of the New Memorandum and Articles of Association at the AGM.

Details of the Proposed Amendments are set out in Appendix III to this circular.

The legal advisers to the Company as to Hong Kong laws and laws of Cayman Islands have respectively confirmed that the proposed New Memorandum and Articles of Association incorporated with the Proposed Amendments conform with the requirements of the Listing Rules and are not inconsistent with the laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands company listed on the Stock Exchange.

The Proposed Amendments as well as the adoption of the New Memorandum and Articles of Association are subject to the Shareholders' approval by way of a special resolution at the AGM, and a special resolution numbered 8 will be proposed at the AGM accordingly.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the eligibility of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 19 May 2026 to Friday, 22 May 2026, both days inclusive, during which period no share transfers can be registered. In order to be eligible for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 18 May 2026.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 35 to 40 of this circular is the notice of the AGM at which ordinary resolutions will be proposed to the Shareholders to consider and approve, inter alia, (i) the grant to the Directors of the General Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the re-election of the retiring Directors; and (iii) the proposed amendments to the Memorandum and Articles of Association and the proposed adoption of the New Memorandum and Articles of Association.

FORM OF PROXY

A form of proxy is enclosed for use at the AGM. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company (www.kimou.com.cn). Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the AGM (i.e. by 10 a.m. on Wednesday, 20 May 2026 (Hong Kong time)) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the AGM or any adjournment if they so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

VOTING BY POLL

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

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his/her/its name in the register. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way. As at the Latest Practicable Date, to the extent the Directors are aware, having made all reasonable enquires, no Shareholder has to abstain from voting on any of the proposed resolutions. The results of the poll will be published on the websites of the Company and the Stock Exchange on the date of the AGM.

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.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the General Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of the Directors and the declaration and payment of Final Dividend to be proposed at the AGM are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully
By order of the Board
Kimou Environmental Holding Limited
Zhang Lianghong
Chairman

The following are the biographical details of the Directors (as required by the Listing Rules) proposed to be re-elected at the AGM.

EXECUTIVE DIRECTOR

Mr. Huang Shaobo (黃少波), aged 61, is an executive Director and financial controller of the Group. Mr. Huang is responsible for financial planning and corporate development of the Group.

Mr. Huang has over 32 years of experience in accounting, asset appraisal as well as mergers and acquisitions advisory. Prior to joining the Group, Mr. Huang held executive positions of several audit and asset appraisal firms in the PRC and as corporate advisors of the PRC or Hong Kong branch of several multinational companies from June 1993 to October 2015, responsible for managerial and corporate advisory. Since January 2001, Mr. Huang has been serving as independent certified asset appraiser of Dakson Asset Appraisal Firm* (惠州德信資產評估事務所), responsible for independent audit work and asset appraisals.

Mr. Huang received his diploma in management from Shanxi Fashion Institute of Technology* (陝西紡織服裝職業技術學院) (formerly known as Shanxi Textile Industry University* (陝西省紡織工業公司職工大學) in July 1986. In May 1997 and December 2001, Mr. Huang was accredited as certified appraiser by the Chinese Appraisal Society and as a certified public accountant by the Chinese Institute of Certified Public Accountants, respectively.

Mr. Huang is the father of Mr. Huang Qiyang, an executive Director.

Mr. Huang has not at any time during the three years preceding the Latest Practicable Date served nor is currently serving as a director of any other listed companies in Hong Kong or overseas.

Mr. Huang has entered into a service contract with the Company for a term of three years commencing on 24 May 2024 to 23 May 2027 (both days inclusive), subject to termination by either party giving not less than three months' written notice. Mr. Huang shall hold office until the AGM and is subject to retirement from office and re-election at the AGM and thereafter shall be subject to retirement by rotation and re-election requirements in accordance with the Articles of Associations and the Listing Rules. Mr. Huang is entitled to an annual remuneration of HK$500,000. The remuneration is determined by the Remuneration Committee with reference to the remuneration policy, his duties and the prevailing market level of remuneration for executives of similar position.

As at the Latest Practicable Date, Mr. Huang was interested in 29,278,000 Shares, which are registered in the name of Dakson Assets Management Limited (德信資產管理有限公司), a company which is wholly owned by Mr. Huang. Save as disclosed herein, Mr. Huang did not have any interests in the Shares or underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO. Mr. Huang was not related to any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information related to Mr. Huang that need to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules nor other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Li Xiaoyan (李曉岩), aged 62, is an independent non-executive Director and a member of the audit committee, the nomination committee and the remuneration committee of the Board. Mr. Li was appointed as an independent non-executive Director on 18 June 2019. He is responsible for providing independent advice to the Board.

Mr. Li has been serving as the professor at the Department of Civil Engineering of the University of Hong Kong since July 2009 and the professor of Tsinghua Shenzhen International Graduate School since July 2018, respectively. Mr. Li is an expert in solid-liquid separation, membrane filtration and nanotechnology in the field of water and wastewater treatment and resource recovery.

Mr. Li received his bachelor's and his master's degrees in Environmental Engineering from Tsinghua University in the PRC in June 1986 and June 1990, respectively, and subsequently obtained his Ph.D. degree from the University of Arizona in the United States in August 1996.

Mr. Li received the Outstanding Young Overseas Researcher Award from the National Natural Science Foundation of China* (國家自然科學基金委員會) in 2004, the First-Class Scientific Research Outstanding Achievement Award (Science & Technology) in 2012 and the Second-Class State Natural Science Award in 2014 from the Ministry of Education of the PRC* (中華人民共和國教育部).

Save as disclosed above, Mr. Li does not hold any position in the Company and its subsidiaries. Mr. Li has not at any time during the three years preceding the Latest Practicable Date served nor is currently serving as a director of any other listed companies in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Li did not have any interests in the Shares or underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO. He did not have any relationship with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. Li has entered into a service contract with the Company for a term of three years commencing on 25 May 2023 to 24 May 2026 (both days inclusive), subject to termination by either party giving not less than three months' written notice and the retirement by rotation and re-election requirements in accordance with the Articles of Association and the Listing Rules. Mr. Li is entitled to an annual remuneration of HK$300,000. The director's fee of Mr. Li has been determined by the Remuneration Committee with reference to his qualifications, experience and level of responsibilities undertaken and the prevailing market conditions.

Save as disclosed above, there is no other information related to Mr. Li that need to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules nor other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Liu Da (劉達), aged 51, is an independent non-executive Director and chairperson of the audit committee of the Board. Mr. Liu was appointed as independent non-executive Director on 1 March 2023. He is responsible for providing independent advice to our Board.

Mr. Liu served as an audit manager and a senior audit manager of PricewaterhouseCoopers ("**PwC**") Guangzhou Office from 1998 to 2009 and Chicago Office from 2005 to 2007. Mr. Liu provided audit and consulting services to a number of global top 500 enterprises and overseas listed Chinese companies during his tenure of office in PwC. Mr. Liu was appointed as an executive director and the chief financial officer of the Landsea Green Properties Co., Ltd.* (朗詩綠色地產有限公司), a company listed on the Main Board of the Stock Exchange (now known as Landsea Green Management Limited* (朗詩綠色管理有限公司), stock code: 106) from 31 July 2013 to 5 January 2015 and was appointed as an independent non-executive director of LongJi Tai He Holding Limited* (隆基泰和控股有限公司), a company listed on the Main Board of the Stock Exchange (now known as Xinda Investment Holdings Limited* (鑫達投資控股有限公司), stock code: 1281) from 26 February 2015 to 16 October 2015. Mr. Liu was appointed as an independent director of Guangdong Dongfang Precision Science & Technology Co., Ltd. (廣東東方精工科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002611) from 12 August 2022 to 2 September 2024.

Mr. Liu is currently serving as an independent non-executive director of Heng Fai Enterprises Limited* (恆輝企業控股有限公司), a company listed on the Main Board of the Stock Exchange (now known as Zensun Enterprises Limited* (正商實業有限公司), stock code: 185) since 27 July 2015. Currently, Mr. Liu is the managing partner of Key Wealth Capital Company Limited* (愷華資本有限公司), providing capital market services and overseas mergers and acquisition services to Chinese enterprises.

Mr. Liu graduated from the University of International Business and Economics* (對外經濟貿易大學) with a major in international business administration and obtained a bachelor's degree in Economics. He is also a member of the Chinese Institute of Certified Public Accountants.

Save as disclosed above, Mr. Liu does not hold any position in the Company and its subsidiaries. Mr. Liu has not at any time during the three years preceding the Latest Practicable Date served nor is currently serving as a director of any other listed companies in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Liu did not have any interests in the Shares or underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO. He did not have any relationship with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. Liu has entered into a service agreement with the Company for a term of three years commencing on 25 May 2023 to 24 May 2026 (both days inclusive), subject to termination by either party by giving not less than three months' written notice and the retirement by rotation and re-election requirements in accordance with the Articles of Association and the Listing Rules. Mr. Liu is entitled to an annual remuneration of HK$300,000. The director's fee of Mr. Liu has been determined by the Remuneration Committee with reference to his qualifications, experience and level of responsibilities undertaken and the prevailing market conditions.

Save as disclosed above, there is no other information related to Mr. Liu that need to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules nor other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

In addition, as far as the Directors are aware, there is no other matter concerning the three aforementioned Directors that needs to be brought to the attention of the Shareholders and there is no information relating to these Directors required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the SFO subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

SHARE CAPITAL

As at the Latest Practicable Date, the Company had 1,107,750,000 Shares in issue (excluding treasury shares, if any). Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that there is no change to the number of issued Shares before the AGM, the Company will be allowed to repurchase a maximum of 110,775,000 Shares which represent 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the passing of the resolution.

REASONS OF THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. On the other hand, Shares repurchased by the Company and held as treasury shares may provide more flexibility to the Board to resell the treasury shares on the market prices to raise additional funds for the Company, or transfer or use for share grants, including but not limited to share awards and share options under share schemes that comply with Chapter 17 of the Listing Rules as a motivation and long-term incentive to attract, retain and optimize the performance efficiency of the grantees for the benefits and long-term growth of the Group for other purposes permitted under the Listing Rules, the Articles and the applicable laws of the Cayman Islands.

FUNDING OF THE REPURCHASE

The Company is empowered by its Articles of Association to repurchase its Shares. In repurchase of its Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the Cayman Companies Act and the Listing Rules. 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. The Cayman Companies Act and the Articles of Association

provide that payment for a share repurchase may only be made out of profits or the proceeds of a new issue of Shares made for such purpose or subject to the Cayman Companies Act, out of capital of the Company. In addition, under the Cayman Companies Act, payment out of capital by a company for the purchase by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

IMPACT OF REPURCHASES

The Directors propose that any such repurchase of Shares would be appropriately financed by the Company's internal resources and/or available banking facilities. The Directors consider that if the Repurchase Mandate is to be exercised in full at the current prevailing market value, it may have a material adverse impact on the working capital and the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up. However, the Directors do not intend to exercise the Repurchase Mandate to repurchase Shares 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.

The Company may cancel such repurchased Shares or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in its own name as treasury shares.

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates, as defined in the Listing Rules, currently intend to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate, if the same is approved by the Shareholders.

No 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 any Shares to the Company, or has any such connected person undertaken not to do so, in the event that the grant of Repurchase Mandate to the Directors is approved by the Shareholders.

UNDERTAKING

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

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

EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As of the Latest Practicable Date, the largest Shareholder, Flourish Investment International Limited directly held 532,528,000 Shares, representing approximately 48.07% of the total number of Shares in issue (excluding treasury shares, if any). To the best knowledge of the Directors, Flourish Investment International Limited is a company incorporated in the British Virgin Islands with limited liability. The issued share capital of Flourish Investment International Limited is wholly-owned by Mr. Zhang Lianghong. For the purpose of the SFO, Mr. Zhang Lianghong is deemed to have an interest in the Shares held by Flourish Investment International Limited. In the event that the Directors exercise in full the power of the Company to repurchase Shares pursuant to the Repurchase Mandate, the shareholding interests of Mr. Zhang Lianghong and Flourish Investment International Limited would increase from approximately 48.07% to approximately 53.41% of the total number of Shares in issue (excluding treasury shares, if any). Flourish Investment International Limited and Mr. Zhang Lianghong may be obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent so as to give rise to such obligation. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

In addition, the Directors do not have any intention to exercise the Repurchase Mandate to the effect that it will result in the public float to fall below the percentage as required under the Listing Rules or such other minimum percentage agreed by the Stock Exchange from time to time.

SHARE REPURCHASE MADE BY THE COMPANY

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

SHARE PRICES

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

Month	Highest traded price *HK$*	Lowest traded price *HK$*
2025		
April	1.42	1.21
May	1.86	1.38
June	1.98	1.70
July	1.90	1.80
August	2.44	1.80
September	2.44	2.21
October	2.45	2.28
November	2.29	2.14
December	2.60	2.22
2026		
January	2.68	2.40
February	2.65	2.42
March	2.79	2.49
April (up to the Latest Practicable Date)	2.90	2.70

In order to bring the Memorandum and Articles of Association in line with the latest regulatory requirements of the Listing Rules relating to the enabling of convening and holding of hybrid general meetings and vote casting by electronic means as well as the applicable laws of the Cayman Islands, the Board resolved on 21 April 2026 to make the Proposed Amendments.

The following are the Proposed Amendments to the Memorandum and Articles of Association resulting from the adoption of the New Memorandum and Articles of Association.

Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Memorandum and Articles of Association.

Currently in force		**Proposed to be amended as**	
Article No.	**Articles of Association**	**Article No.**	**Articles of Association**
2.2	**"Companies Act"** shall mean the Companies Act (2021 Revision), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.	2.2	**"Companies Act"** shall mean the Companies Act (~~2021 Revision~~As Revised), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
	"Electronic Transactions Act" shall mean the Electronic Transactions Act (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.		**"Electronic Transactions Act"** shall mean the Electronic Transactions Act (~~2003 Revision~~As Revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
	—		**"Hybrid Meeting"** shall mean a general meeting convened for the (i) physical attendance and participation by members and/or proxies (and any other permitted participants of such meeting, including, without limitation, the Chairman of such meeting and any Directors) at the Principal Meeting Location and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by members and/or the proxies (and any other permitted participants of such meeting, including, without limitation, the Chairman of such meeting and any Directors) by means of Communication Facilities.

	—		**"Meeting Location(s)"** shall have the meaning given to it in Article 12.4.
	—		**"Physical Meeting"** shall mean a general meeting held and conducted by physical attendance and participation by members and/or proxies (and any other permitted participants of such meeting, including, without limitation, the Chairman of such meeting and any Directors) at the Principal Meeting Location and/or where applicable, one or more Meeting Locations.
	"Present" means, in respect of any person, such person's presence at a general meeting of members, which may be satisfied by means of such person or, in the case of a member being a corporation, its duly authorized representative (or, in the case of any member, a proxy which has been validly appointed by such member in accordance with these Articles), being: (a) physically present at the venue specified in the notice convening the meeting; or (b) in the case of any meeting at which Communications Facilities are permitted in accordance with these Articles, including any Virtual Meeting, connected by Communication Facilities in accordance with procedures specified in the notice convening such general meeting; and "Presence" shall be construed accordingly.		**"Present"** means, in respect of any person, such person's presence at a general meeting of members, which may be satisfied by means of such person or, in the case of a member being a corporation, its duly authorized representative (or, in the case of any member, a proxy which has been validly appointed by such member in accordance with these Articles), being: (a) physically present at the venue specified in the notice convening the meeting; or (b) in the case of any meeting at which Communications Facilities are permitted in accordance with these Articles, including any Virtual Meeting or Hybrid Meeting, connected by Communication Facilities in accordance with procedures specified in the notice convening such general meeting; and "Presence" shall be construed accordingly.
	—		**"Principal Meeting Location"** shall have the meaning given to it in Article 12.4.
12.1	The Company must hold a general meeting as its annual general meeting in each financial year. Such meeting must be held within six months after the end of the Company's financial year. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.	12.1	The Company must hold a general meeting as its annual general meeting in each financial year. Such meeting must be held within six months (or such other period as may be permitted by the Listing Rules or the Exchange) after the end of the Company's financial year. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place (whether for a Physical Meeting or Virtual Meeting or Hybrid Meeting) as the Board shall appoint.

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

12.4	An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place (except in the case of a Virtual Meeting), and agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company. If the Directors so determine in respect of a specific general meeting or all general meetings of the Company, Presence at the relevant general meeting may be by means of Communication Facilities. In addition, the Directors may determine that any general meeting may be held as a Virtual Meeting and this shall be specified in the notice of meeting. The notice of any general meeting at which Communication Facilities may be utilized (including any Virtual Meeting) must set forth the Communications Facilities that will be used, including the procedures to be followed by any member or other participant of the general meeting utilizing such Communication Facilities.	12.4	An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify (i) the time, date and agenda of the meeting, (ii) save for a Virtual Meeting, the place of the meeting, and if there is more than one Meeting Location as determined by the Board pursuant to this Article 12.4, the principal place of the meeting (the "**Principal Meeting Location**"), and (iii) if the general meeting is to be a Hybrid Meeting or a Virtual Meeting, the notice shall include a statement to that effect and with details of the Communication Facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (iv) particulars of the resolutions and the general nature of the business to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.

			If the Directors so determine in respect of a specific general meeting or all general meetings of the Company, Presence at the relevant general meeting may be by means of Communication Facilities. In addition, the Directors may determine that any general meeting may be held as a Virtual Meeting and this shall be specified in the notice of meeting. The notice of any general meeting at which Communication Facilities may be utilized (including any Virtual Meeting or Hybrid Meeting) must set forth the Communications Facilities that will be used, including the procedures to be followed by any member or other participant of the general meeting utilizing such Communication Facilities. The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by specific means in addition to or in lieu of (as the case may be) physical attendance at the Principal Meeting Location, whether by simultaneous attendance and participation by means of Communication Facilities and/or at such location or locations (the "**Meeting Location(s)**") or otherwise as determined by the Board at its absolute discretion. Any member's participation (whether in person, or by proxy, or in case of member not being a natural person, by its duly authorised representative) in such way in such a meeting shall constitute Presence at such a meeting and shall be counted in the quorum of the meeting and entitled to vote at the meeting, and such a meeting shall be duly constituted and its proceedings valid provided that the Chairman is satisfied that adequate Communication Facilities are available throughout the meeting to ensure that members, their proxies or duly authorised representatives are able to participate in the business for which the meeting has been convened.

12.4A	(b) when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 13.4, unless already specified in the original notice of the meeting, the Board shall fix the date, time, place (if applicable), and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and	12.4A	(b) when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 13.4, unless already specified in the original notice of the meeting, the Board shall fix the date, time, place (if applicable), Meeting Location(s) and Communication Facilities ~~electronic facilities~~ (if applicable) for the postponed or changed meeting and shall notify the members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and
13.1A	—	13.1A	All general meetings shall be subject to the following, and where appropriate, all references to a "member" or "members" in this paragraph shall include a proxy or proxies respectively: (i) 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 if it has commenced at the Principal Meeting Location; and (ii) members Present in a Virtual Meeting or a Hybrid Meeting by means of Communication 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 Communication Facilities are available throughout the meeting to ensure that members at all Meeting Locations and members participating in a Virtual Meeting or a Hybrid Meeting by means of Communication Facilities are able to participate in the business for which the meeting has been convened.

13.4	The Chairman may, with the consent of any general meeting at which a quorum is Present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place(s) to place as the meeting shall determine. In the case of a Virtual Meeting, when a failure or impairment in the Communication Facilities has occurred, the Chairman is entitled at any point, but is not obliged, to adjourn the Virtual Meeting without having such adjournment approved by any procedural motion or other consent of those Present at the Virtual Meeting, and to reconvene it on such terms as he considers appropriate in his discretion. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.	13.4	The Chairman 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) (whether for a Physical Meeting or Virtual Meeting or Hybrid Meeting) and/or from one form to another (a Physical Meeting, a Hybrid Meeting or a Virtual Meeting) as the meeting shall determine. In the case of a Virtual Meeting or a Hybrid Meeting, when a failure or impairment in the Communication Facilities has occurred, the Chairman is entitled at any point, but is not obliged, to adjourn the ~~Virtual Meeting~~meeting without having such adjournment approved by any procedural motion or other consent of those Present at the ~~Virtual Meeting~~meeting, and to reconvene it on such terms as he considers appropriate in his discretion. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the details as provided in Article 12.4 ~~place, the day and the hour~~ of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

	In the event there is a technical failure or impairment in the Communication Facilities, this shall not, in the absence of bad faith of the Company, invalidate the proceedings at the relevant Virtual Meeting, provided that, in the reasonable opinion of the Chairman of the general meeting, at least persons constituting a quorum as provided for in these Articles was capable of hearing and being heard by each other. In the event that the Chairman of the general meeting becomes aware of such failure or impairment at the commencement of the Virtual Meeting, or during the Virtual Meeting, he may, but is not obliged, to pause (but without adjourning) the proceeding, for such period as he considers reasonable, to allow for the Company and/or its agents to endeavor to rectify such failure or impairment. At the expiry of such period, the Chairman may (but subject to the proviso regarding quorum in this Article) continue with the Virtual Meeting, even if such failure or impairment has not been rectified.		In the event there is a technical failure or impairment in the Communication Facilities, this shall not, in the absence of bad faith of the Company, invalidate the proceedings at the relevant Virtual Meeting or Hybrid Meeting, provided that, in the reasonable opinion of the Chairman of the general meeting, at least the persons constituting a quorum as provided for in these Articles wereas capable of hearing and being heard by each other. In the event that the Chairman of the general meeting becomes aware of such failure or impairment at the commencement of the ~~Virtual Meeting~~meeting, or during the ~~Virtual Meeting~~meeting, he may, but is not obliged, to pause (but without adjourning) the proceeding, for such period as he considers reasonable, to allow for the Company and/or its agents to endeavor to rectify such failure or impairment. At the expiry of such period, the Chairman may (but subject to the proviso regarding quorum in this Article) continue with the ~~Virtual Meeting~~ meeting, even if such failure or impairment has not been rectified.
13.5	At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.	13.5	At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting nor in any supplementary circular that may be issued by the Company to the members; and (ii) relate to the Chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views, or such other matters as may be set out in the Listing Rules from time to time.

13.6	A poll shall (subject as provided in Article 13.7) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman 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 taken.	13.6	Subject to the Listing Rules, a poll shall (subject as provided in Article 13.7) be taken in such manner (including the use of ballot or voting papers or tickets or electronic voting or otherwise) and at such time and place (whether for a Physical Meeting or Virtual Meeting or Hybrid Meeting), not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman 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 taken.
14.1	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member Present at a general meeting shall have one vote, and on a poll every member Present shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.	14.1	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member Present at a general meeting shall have one vote, and on a poll every member Present shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll. Votes may be cast by such means, electronic or otherwise, as the Directors or the Chairman of the meeting may determine.

14.10	The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting or postponed meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.	14.10	The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place <u>or in such other manner (including by electronic means)</u> as may be specified <u>by way of a notice to or in any document accompanying</u> ~~in~~ the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) <u>or if the Company has provided an electronic address in accordance with Article 14.11, shall be received at the electronic address specified</u> not less than 48 hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting or postponed meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

14.11	Every instrument of proxy, whether for a specified meeting or otherwise, shall be in common form or such other form that complies with the Listing Rules as the Board may from time to time approve, provided that it shall enable a member, according to his intention, to instruct his proxy to vote in favour of or against (or in default of instructions or in the event of conflicting instructions, to exercise his discretion in respect of) each resolution to be proposed at the meeting to which the form of proxy relates.	14.11	Every instrument of proxy, whether for a specified meeting or otherwise, shall be in common form or such other form that complies with the Listing Rules as the Board may from time to time approve, provided that it shall enable a member, according to his intention, to instruct his proxy to vote in favour of or against (or in default of instructions or in the event of conflicting instructions, to exercise his discretion in respect of) each resolution to be proposed at the meeting to which the form of proxy relates. 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.

20.2	A Director may, and on request of a Director the Secretary shall, at any time summon a meeting of the Board. Failing any determination by the Board, not less than 48 hours' notice thereof shall be given to each Director either in writing or by telephone or by facsimile, telex or telegram at the address or telephone, facsimile or telex number from time to time notified to the Company by such Director.	20.2	A Director may, and on request of a Director the Secretary shall, at any time summon a meeting of the Board. Failing any determination by the Board, not less than 48 hours' notice thereof shall be given to each Director either in writing or by telephone or by facsimile, telex or telegram at the address or telephone, facsimile or telex number 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 (if the recipient consents to it being made available on a website) by making it available on a website, or in such other manner as the Board may from time to time determine.
26	The Company shall be entitled to destroy all instruments of transfer, probate, letters of administration, stop notices, powers of attorney, certificates of marriage or death and other documents relating to or affecting title to securities in or of the Company ("Registrable Documents") which have been registered at any time after the expiration of six years from the date of registration thereof and all dividend mandates and notifications of change of address at any time after the expiration of two years from the date of recording thereof and all share certificates which have been cancelled at any time after the expiration of one year from the date of the cancellation thereof and it shall conclusively be• presumed in favour of the Company that every entry in the register if purporting to have been made on the basis of an instrument of transfer or Registrable Document so destroyed was duly and properly made and every instrument of transfer or Registrable Document so destroyed was a valid and effective instrument or document duly and properly registered and every share certificate so destroyed was a valid and effective certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company, provided always that:	26	The Company shall be entitled to destroy all instruments of transfer, probate, letters of administration, stop notices, powers of attorney, certificates of marriage or death and other documents relating to or affecting title to securities in or of the Company ("Registrable Documents") which have been registered at any time after the expiration of six years from the date of registration thereof and all dividend mandates and notifications of change of address (including any electronic address, if applicable) at any time after the expiration of two years from the date of recording thereof and all share certificates which have been cancelled at any time after the expiration of one year from the date of the cancellation thereof and it shall conclusively be presumed in favour of the Company that every entry in the register if purporting to have been made on the basis of an instrument of transfer or Registrable Document so destroyed was duly and properly made and every instrument of transfer or Registrable Document so destroyed was a valid and effective instrument or document duly and properly registered and every share certificate so destroyed was a valid and effective certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company, provided always that:

	(a) the provisions aforesaid shall apply only to the destruction of a document in good faith and without express notice of the Company of any claim (regardless of the parties thereto) to which the document might be relevant; (b) nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company in the absence of this Article; and (c) references herein to the destruction of any document include references to the disposal thereof in any manner. Notwithstanding any provision contained in these Articles, the Directors may, if permitted by applicable law, authorise the destruction of any documents referred to in this Article or any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Article shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document might be relevant to a claim.		(a) the provisions aforesaid shall apply only to the destruction of a document in good faith and without express notice of the Company of any claim (regardless of the parties thereto) to which the document might be relevant; (b) nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company in the absence of this Article; and (c) references herein to the destruction of any document include references to the disposal thereof in any manner. Notwithstanding any provision contained in these Articles, the Directors may, if permitted by applicable law, authorise the destruction of any documents referred to in this Article or any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Article shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document might be relevant to a claim.
28.3	The Board shall from time to time determine whether, to what extent, at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to inspection by the members (other than officers of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the Companies Act or any other relevant law or regulation or as authorised by the Board or by the Company in general meeting.	28.3	The Board shall from time to time determine whether, to what extent, at what times and places <u>and means</u> and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to inspection by the members (other than officers of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the Companies Act or any other relevant law or regulation or as authorised by the Board or by the Company in general meeting.

28.5	Copies of those documents to be laid before the members at an annual general meeting shall not less than 21 days before the date of the meeting be sent in the manner in which notices may be served by the Company as provided herein to every member and every holder of debentures of the Company, provided that the Company shall not be required to send copies of those documents 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.	28.5	Copies of those documents to be laid before the members at an annual general meeting shall not less than 21 days before the date of the meeting be sent in the manner (including by sending any form of electronic communication) in which notices may be served by the Company as provided herein to every member and every holder of debentures of the Company, provided that the Company shall not be required to send copies of those documents 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.
28.6	To the extent permitted by and subject to due compliance with these Articles, the Companies Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.	28.6	To the extent permitted by and subject to due compliance with these Articles, the Companies Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete ~~printed~~ copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.

29.2	The appointment, removal and remuneration of an auditor or auditors of the Company shall require the approval of an ordinary resolution of the members in general meeting. The Company shall at every annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting and fix the remuneration of such auditor(s) being appointed. The removal of any Auditor before the expiration of his period of office shall be approved at a general meeting and the members shall at that meeting appoint new auditor in its place for the remainder of the term. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may fill any casual vacancy in the office of Auditor subject to the approval of an ordinary resolution of the members in general meeting, but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. Any auditors so appointed shall hold office until the next annual general meeting after his appointment unless previously removed pursuant to these Articles.	29.2	The appointment, removal and remuneration of an auditor or auditors of the Company shall require the approval of an ordinary resolution of the members in general meeting. The Company shall at every annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting and fix the remuneration of such auditor(s) being appointed. The removal of any Auditor before the expiration of his period of office shall be approved at a general meeting and the members shall at that meeting appoint new auditor in its place for the remainder of the term. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. Subject to compliance with the Listing Rules, the Board may fill any casual vacancy in the office of Auditor ~~subject to the approval of an ordinary resolution of the members in general meeting~~, but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. Any auditors so appointed shall hold office until the next annual general meeting after his appointment unless previously removed pursuant to these Articles.
30.1	Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic contact details or website supplied by the member to the Company or by placing it on the Company's Website and/ or having it published on the Exchange's website in accordance with the Listing Rules, that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.	30.1	Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic contact details or website supplied by the member to the Company or by placing it on the Company's Website and/ or having it published on the Exchange's website in accordance with the Listing Rules, ~~that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means,~~ or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

30.4	A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.	30.4	A member shall be entitled to have notice served on him at any address within Hong Kong. Any member ~~who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and~~ whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.
30.7A	—		Any notice or document served by placing on the Company's Website and/or the Exchange's website shall be deemed to be served on the day it first so appears on the relevant website, unless otherwise prescribed by the Listing Rules.
30.9	A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.	30.9	A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or by electronic means to such contact details supplied by such person or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

Note 1: The Proposed Amendments are prepared in the English language and the Chinese language translation of the Proposed Amendments is for reference only. In the event of any inconsistencies between the English language version and the Chinese language version of the Proposed Amendments, the English language version shall prevail.



Kimou Environmental Holding Limited
金茂源環保控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6805)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Kimou Environmental Holding Limited (the "**Company**") will be held at Room 4&5, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 22 May 2026 at 10 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "**Director(s)**") and auditors of the Company for the year ended 31 December 2025.

2. To re-elect the following persons as Directors, each as a separate resolution:

   (a) To re-elect Mr. Huang Shaobo as an executive Director;

   (b) To re-elect Mr. Li Xiaoyan as an independent non-executive Director; and

   (c) To re-elect Mr. Liu Da as an independent non-executive Director.

3. To authorise the board of Directors (the "**Board**") to fix the remuneration of the Directors.

4. To consider the re-appointment of BDO Limited as auditors of the Company and authorise the Board to fix their remuneration.

5. To consider and, if thought fit, pass the following resolution:

   "**That**:

   (i) subject to paragraph (iii) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and all other applicable laws, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with the unissued shares (the "**Shares**") in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company including any sale or transfer the treasury shares of the Company, and to make or grant offers, agreements and/or options (including

bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;

(iii) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to:

(1) a Rights Issue (as hereinafter defined below); or

(2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or

(3) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time (the "**Articles of Association**"); or

(4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of: (a) 20% of the total number of Shares in issue (excluding treasury shares, if any) on the date of the passing of this resolution; and (b) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of Shares in issue (excluding treasury shares, if any) purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of Shares in issue (excluding treasury shares, if any) on the date of the passing of this resolution), and the authority pursuant to paragraph (i) above shall be limited accordingly;

(iv) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (iii) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (iii) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and

(v) for the purpose of this resolution:

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

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

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

(3) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

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

6. To consider and, if thought fit, pass the following resolution:

"**That**:

(i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose (and the Company may hold the shares so repurchased in treasury) by the Securities and Futures Commission of Hong Kong (the "**SFC**") and the Stock Exchange and, subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act of the Cayman Islands and all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time in this regard, be and is hereby generally and unconditionally approved;

(ii) the total number of Shares, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the passing of this resolution, and the said approval shall be limited accordingly;

(iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors and which are still in effect be and are hereby revoked;

(iv) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (ii) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (ii) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and

(v) for the purpose of this resolution:

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

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

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

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

7. To consider and, if thought fit, pass the following resolution:

"**That** conditional upon the resolutions numbered 5 and 6 above being passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares pursuant to resolution numbered 5 above and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 5 above be and is hereby extended by the addition to the total number of Shares of the Company which may be allotted by the Directors pursuant to the number of Shares repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 6 above."

SPECIAL RESOLUTION

8. To consider and, if thought fit, pass the following resolution as a special resolution:

"**That** the third amended and restated memorandum of association and articles of association of the Company (comprising the proposed amendments of the existing memorandum of association and articles of association of the Company, the details of which are set out in Appendix III to the circular of the Company dated 24 April 2026) (the "**Third Amended and Restated Memorandum and Articles of Association**"), a copy of which has been produced to this meeting and marked "A" and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the memorandum of association and articles of association of the Company respectively in substitution for, and to the repeal of, the existing memorandum of association and articles of association of the Company with immediate effect after the close of this meeting, and any Director or the company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he shall, in his absolute discretion, deem necessary or appropriate for the adoption of the Third Amended and Restated Memorandum and Articles of Association."

By order of the Board
Kimou Environmental Holding Limited
Zhang Lianghong
Chairman

Hong Kong, 24 April 2026

Notes:

(i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.

(ii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

(iii) In order to be valid, a form of proxy must be deposited the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

(iv) For determining the entitlement to attend and vote at the above meeting, the transfer books and register of members will be closed from Tuesday, 19 May 2026 to Friday, 22 May 2026, both days inclusive, during which period no share transfers can be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 18 May 2026.

(v) In respect of ordinary resolutions numbered 2 above, Mr. Huang Shaobo being executive Director and Mr. Li Xiaoyan and Mr. Liu Da being independent non-executive Directors shall retire and being eligible, will offer themselves for re-election at the above meeting. The biographical details of the above retiring directors are set out in Appendix I to the accompanied circular dated 24 April 2026.

(vi) In respect of the ordinary resolution numbered 5 above, the directors wish to state that they have no immediate plans to issue any new Shares. Approval is being sought from the shareholders as a general mandate for the purposes of the Listing Rules.

(vii) In respect of ordinary resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase Shares in circumstances which they deem appropriate for the benefits of shareholders. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated 24 April 2026.

As at the date of this notice, the Board comprises Mr. Zhang Lianghong (Chairman and Chief Executive Officer), Mr. Huang Qiyang, Mr. Lee Kin Ming, Mr. Huang Shaobo and Mr. Cheung Ka Tsun as executive Directors, and Mr. Li Xiaoyan, Mr. Liu Da and Ms. Pong Scarlett Oi Lan BBS, JP as independent non-executive Directors.