THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Apex Ace Holding Limited 光麗科技控股有限公司*, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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APEX ACE

APEX ACE HOLDING LIMITED
光麗科技控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6036)

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS; GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES; PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION; AND NOTICE OF ANNUAL GENERAL MEETING

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

A notice convening the 2026 AGM to be held at Units 2–3, 1/F, Sun Cheong Industrial Building, 1 Cheung Shun Street, Kowloon, Hong Kong on Friday, 22 May 2026 at 2:30 p.m. is set on pages 35 to 40 of this circular. A form of proxy for use at the 2026 AGM is also enclosed. Such form of proxy is also published on the respective websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.apexace.com).

If you do not intend to attend the 2026 AGM but wish to exercise your right as a Shareholder, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions stated thereon and return it to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the 2026 AGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2026 AGM or its adjournment if you so wish. In such event, the form of proxy should be deemed to be revoked.

* *For identification purpose only*

29 April 2026

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

"2025 AGM"	the annual general meeting of the Company held on 21 May 2025
"2026 AGM"	the annual general meeting of the Company to be held at Units 2–3, 1/F., Sun Cheong Industrial Building, 1 Cheung Shun Street, Kowloon, Hong Kong on Friday, 22 May 2026 at 2:30 p.m., to consider and, if appropriate, to approve the resolutions contained in the 2026 AGM Notice set out on pages 35 to 40 of this circular
"2026 AGM Notice"	the notice for convening the 2026 AGM set out on pages 35 to 40 of this circular
"AGM"	annual general meeting of the Company
"Articles of Association"	the existing amended and restated articles of association of the Company
"Audit Committee"	the audit committee of the Board
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"China" or "PRC"	the People's Republic of China (for the purpose of this circular, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan)
"close associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Company"	Apex Ace Holding Limited (光麗科技控股有限公司*), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed and traded on the Main Board of the Stock Exchange
"controlling shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"core connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Director(s)"	the director(s) of the Company

* *For identification purpose only*

"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"INED(s)"	the independent non-executive Director(s)
"Issue Mandate"	the general and unconditional mandate proposed to be granted to the Directors at the 2026 AGM to exercise all the power of the Company to allot, issue or otherwise deal with unissued Shares (including any sale and transfer of treasury shares) with a total number not exceeding 20% of the number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution no. 6 of the 2026 AGM Notice as set out on pages 35 to 40 of this circular
"Latest Practicable Date"	24 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
"Main Board"	the stock market (excluding the option markets) operated by the Stock Exchange which is independent from and operated in parallel with the GEM
"NED(s)"	the non-executive Director(s)
"New Articles of Association"	the new amended and restated articles of association of the Company including the Proposed Amendments set out in Appendix III to this circular, which is proposed to be adopted by the Company at the 2026 AGM
"Nomination Committee"	the nomination committee of the Board
"Proposed Amendments"	the proposed amendments to the Articles of Association as set out in Appendix III to this circular
"Remuneration Committee"	the remuneration committee of the Board

"Repurchase Mandate"	the general and unconditional mandate proposed to be granted to the Directors at the 2026 AGM to repurchase Shares on the Stock Exchange or any other recognised stock exchange with a total number not exceeding 10% of the number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution no. 5 of the 2026 AGM Notice as set out on pages 35 to 40 of this circular
"RMB"	Renminbi, the lawful currency of the PRC
"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)"	the ordinary share(s) with nominal value of HK$0.01 each of the Company
"Shareholder(s)"	the registered holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subsidiaries"	the subsidiaries of the Company
"substantial shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs as amended, supplemented or otherwise modified from time to time and administered by the Securities and Futures Commission of Hong Kong
"treasury shares"	has the meaning ascribed thereto under the Listing Rules
"Year"	the year ended 31 December 2025
"%"	per cent

APEX ACE HOLDING LIMITED
光麗科技控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6036)

Executive Directors:
Mr. Lee Bing Kwong
(Chairman and Chief Executive Officer)
Ms. Lo Yuen Lai

NED:
Mr. Lo Yuen Kin

INEDs:
Mr. Cheung Siu Kui
Mr. Yim Kwok Man
Dr. Chow Terence
Mr. Cheung Hung Kwong

Registered Office:
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1–1111, Cayman Islands

Principal Place of Business in the PRC:
Unit B-211–212, Phase I,
Tianan High-Tech Plaza,
Futian District,
Shenzhen, The PRC

Principal Place of Business in Hong Kong:
Units 2–3, 1/F
Sun Cheong Industrial Building
1 Cheung Shun Street
Kowloon, Hong Kong

29 April 2026

To the Shareholders

Dear Sir/Madam,

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS; GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES; PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION; AND NOTICE OF ANNUAL GENERAL MEETING

* *For identification purpose only*

1. INTRODUCTION

The purpose of this circular is to provide you with the 2026 AGM Notice and information in respect of certain resolutions to be proposed at the 2026 AGM. These include ordinary resolutions relating to, among other things, (i) the re-election of the retiring Directors; (ii) the granting to the Directors of the Repurchase Mandate and the Issue Mandate; and (iii) the special resolution relating to the Proposed Amendments and the proposed adoption of the New Articles of Association.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were two executive Directors, namely Mr. Lee Bing Kwong ("**Mr. Lee**") and Ms. Lo Yuen Lai ("**Ms. Lo**"); one NED, namely Mr. Lo Yuen Kin ("**Mr. Lo**"); and four INEDs, namely Mr. Cheung Siu Kui, Mr. Yim Kwok Man ("**Mr. Yim**"), Dr. Chow Terence ("**Dr. Chow**") and Mr. Cheung Hung Kwong.

In accordance with Article 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Article 84(1) of the Articles of Association provides that at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an AGM at least once every three years. Besides, according to Article 84(2) of the Articles of Association, a retiring Director shall be eligible for re-election. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Accordingly, Mr. Yim, Ms. Lo and Dr. Chow, who have been longest in office since their last election, will retire at the 2026 AGM and being eligible, have offered themselves for re-election thereat.

The Nomination Committee has assessed and reviewed the annual written confirmation of independence from each of the INEDs based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all the INEDs, including Mr. Yim and Dr. Chow remain independent. Further, the Nomination Committee has also evaluated the performance of each of Mr. Yim, Ms. Lo and Dr. Chow during the Year based on the nomination policy of

the Company, which was disclosed in the annual report of the Company for the Year and found their performance satisfactory. The Nomination Committee also considered that Mr. Yim, Ms. Lo and Dr. Chow possess the experience, skills and other perspectives as set out in Appendix I to this circular can bring further contributions to the Board and its diversity. Therefore, with the recommendation of the Nomination Committee, the Board has recommended that the retiring Directors, namely Mr. Yim, Ms. Lo and Dr. Chow, to stand for re-election as Directors at the 2026 AGM. As a good corporate governance practice, each of Mr. Yim, Ms. Lo and Dr. Chow abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders. The Board believes that the continuous appointment of the retiring Directors contributes to the stability and diversity of the Board.

The particulars required to be disclosed under the Listing Rules in relation to the retiring Directors proposed for re-election are set out in Appendix I to this circular.

3. PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE SHARES

The general mandate previously granted to the Directors to repurchase Shares at the 2025 AGM will lapse at the conclusion of the 2026 AGM. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the 2026 AGM to approve the granting of the Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange or other recognised stock exchange with a total number not exceeding 10% of the number of Shares in issue (excluding treasury shares, if any) as at the date of passing the relevant resolution (i.e. a total of 107,511,000 Shares assuming that there is no change in the total number of Shares in issue before the 2026 AGM for which treasury shares, if any, shall be excluded from the calculation of issued share capital). The Directors wish to state that they have no immediate plan to repurchase any Share pursuant to the Repurchase Mandate.

With effect from 11 June 2024, amendments have been made to the Listing Rules to introduce flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the resale of treasury shares. Following such changes to the Listing Rules, if the Company repurchases shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased shares and/or (ii) hold such shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of shares are made, and such requirements as may be applicable under the Listing Rules, the laws of the Cayman Islands and the Articles of Association. A holder of treasury shares shall abstain from voting on matters that require shareholders' approval under the Listing Rules. To the extent that Shares are deposited with CCASS pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give

any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

The Repurchase Mandate is to remain in effect until the earliest of (a) the conclusion of the next AGM; (b) the expiration of the period within which the next AGM is required by the Articles of Association or any applicable laws to be held; and (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for the Shareholders to make an informed decision on whether to vote for or against the proposed ordinary resolution for granting the Repurchase Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES

The general mandate previously granted to the Directors to allot Shares at the 2025 AGM will lapse at the conclusion of the 2026 AGM. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the 2026 AGM to approve the grant of the Issue Mandate to the Directors to allot, issue or otherwise deal with Shares (including any sale and transfer of treasury shares) with a total number not exceeding 20% of the number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the relevant resolution (i.e. a total of 215,022,000 Shares assuming that there is no change in the total number of Shares in issue before the 2026 AGM). Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the 2026 AGM.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issue Mandate.

The Issue Mandate is to remain in effect until the earliest of (a) the conclusion of the next AGM; (b) the expiration of the period within which the next AGM is required by the Articles of Associate or any applicable laws to be held; and (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

5. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to amend the Articles of Association for the purposes of, among others, bringing the Articles of Association in line with the amendments made to the Listing Rules, the applicable laws of the Cayman Islands and the current market practice, by way of adoption of the New Articles of Association. The Proposed Amendments include updates to facilitate electronic communication, electronic and hybrid general meetings, enhance corporate governance, and improve operational flexibility. In view of the Proposed Amendments, the Board proposes to adopt the New Articles of Association incorporating and consolidating all the Proposed Amendments in substitution for, and to the exclusion of, the Articles of Association.

The Proposed Amendments are summarised as follows:

1. **Facilitation of electronic communication:** provisions enabling the use of electronic communication for notices and documents (including financial statements), permitting proxy instruments to be executed by electronic means and despatch of any notice or document by the Company by electronic means. Shareholders may now receive notices and documents via email address provided to the Company if so is requested by the Shareholder or publication on the Company's website or the website of The Stock Exchange of Hong Kong Limited, as detailed in the New Articles of Association and/or applicable regulations. Instructions from Shareholders may also be transmitted by electronic means, subject to reasonable authentication measures as determined by the Board.

2. **Facilitation of electronic and hybrid general meetings:** provisions enabling any general meeting or class meeting to be held physically, as a hybrid meeting (partially physical and partially electronic) or wholly by electronic means, attendance, participation and voting by electronic means.

3. **Facilitation of electronic payments:** provisions enabling the Shareholders to receive corporate action proceeds electronically.

4. **Treasury shares:** expressly allowing the Company to hold shares it repurchases or acquires.

5. **Housekeeping amendments:** necessary and consequential updates to align the Articles of Association with applicable laws of the Cayman Islands, the Listing Rules, and market best practices, including improved wording and structure for better clarity and consistency.

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

6. 2026 AGM AND PROXY ARRANGEMENT

The 2026 AGM Notice is set out in pages 35 to 40 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the 2026 AGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the 2026 AGM is enclosed with this circular and such form of proxy is also published on the respective websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.apexace.com). If you do not intend to attend the 2026 AGM but wish to exercise your right as a Shareholder, you are required to complete and sign in accordance with the instructions stated thereon and deposited together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority at the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding the 2026 AGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2026 AGM or its adjournment if you so wish. In such event, the form of proxy should be deemed to be revoked.

7. RECOMMENDATION

The Directors consider that the proposed resolutions referred to in this circular and the 2026 AGM Notice are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions as referred to therein.

8. 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: (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein misleading.

9. GENERAL INFORMATION

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

Yours faithfully,
For and on behalf of the Board
Apex Ace Holding Limited
Lee Bing Kwong
Chairman and Chief Executive Officer

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the 2026 AGM.

(1) MR. YIM KWOK MAN

Mr. Yim, aged 57, was appointed as an INED on 15 February 2018. He is also the chairman of the Audit Committee and a member of the Remuneration Committee. Mr. Yim has over 20 years' experience in the areas of corporate finance, debt and equity capital markets, asset management and merger and acquisition advisory. He has been a fellow member of The Association of Chartered Certified Accountants in the UK since 2003 and an associate member of the Hong Kong Society of Accountants (now known as The Hong Kong Institute of Certified Public Accountants) since 2002. Mr. Yim is currently an independent non-executive director of Tsui Wah Holdings Limited, the shares of which are listed on Main Board of the Stock Exchange (stock code: 1314), with effect from November 2012. Mr. Yim is also a non-executive director of Star Group Company Limited (formerly known as Star Properties Group (Cayman Islands) Limited), the shares of which are listed on Main Board of the Stock Exchange (stock code: 1560), with effect from March 2016. Mr. Yim was a responsible officer of Odysseus Capital Asia Limited (formerly known as GALAXY CAPITAL LIMITED), a corporation licensed under the SFO, for Type 6 regulated activity (advising on corporate finance) till July 2014.

Mr. Yim graduated with a bachelor's degree of engineering in civil engineering from Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) in 1991 and obtained a master in business administration degree from The Chinese University of Hong Kong in 1994. From Mr. Yim's graduation to present, he worked with various financial institutions and investment banks, including Rabobank International Hong Kong Branch, DBS Asia Capital Limited and CITIC Capital Markets Holdings Limited.

A letter of appointment in respect of Mr. Yim's directorship was entered into for a fixed term of service of one year and automatically renewable for one year, subject to renewal and retirement by rotation at least once every three years, pursuant to the Articles of Association. He is entitled to a fee of HK$120,000 per annum which is determined with reference to his duties, time commitment and responsibilities with the Company and the prevailing comparable compensations in the market. His emolument for the Year was HK$130,000.

Save as disclosed above, Mr. Yim does not hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years nor does he has any other position with the Group or other major appointments and professional qualifications. Mr. Yim does not have any relationship with any Directors or senior management or substantial shareholder or controlling shareholder of the Company.

(2) MS. LO YUEN LAI

Ms. Lo, aged 71, was appointed as an executive Director on 22 March 2019 and a member of the Nomination Committee on 1 April 2025. Ms. Lo is also a director of certain Subsidiaries. Ms. Lo worked as the assistant to the chief executive officer of AVT International Limited ("**AVT**"), an indirect wholly-owned Subsidiary, from August 2015 to February 2018 and has been the sales director and a director of AVT since February 2018 and March 2019 respectively.

A service agreement in respect of Ms. Lo's directorship was entered into with the Company for an initial term of 3 years and continues thereafter on a monthly basis, subject to renewal and retirement by rotation at least once every three years, pursuant to the Articles of Association. She is entitled to a monthly salary of HK$20,000 and a thirteenth-month payment of HK$20,000 for every complete year of service or pro-rata thereof. She is also entitled to participate in the Group's pension scheme and discretionary bonus. In addition, as the sales director of AVT, Ms. Lo is entitled to a salary of HK$30,000 per month and annual discretionary bonus. Her remuneration is determined by the Board with the recommendation of the Remuneration Committee with reference to her duties and responsibilities with the Company and the prevailing comparable compensations in the market. Her emolument for the Year was HK$1,144,000.

Ms. Lo is the wife of Mr. Lee, being a controlling shareholder of the Company, the chairman of the Board (the "**Chairman**"), the chief executive officer of the Company (the "**CEO**") and an executive Director, the elder sister of Mr. Lo, being a non-executive Director, and the mother of Mr. Lee Chak Hol, being the vice president, and does not, at present, nor did she in the past three years, hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas. Save as disclosed, Ms. Lo does not have any relationship with any Directors or senior management or substantial shareholder or controlling shareholder of the Company nor does she has any other position with the Group or other major appointments and professional qualifications.

(3) DR. CHOW TERENCE

Dr. Chow, aged 63, was appointed as an INED on 15 February 2018. He is also a member of each of the Audit Committee and the Nomination Committee. Dr. Chow obtained a Bachelor of Medicine and Bachelor of Surgery degree from the Chinese University of Hong Kong in 1987. Dr. Chow has worked in various public and academic units including medicine, surgery, orthopaedics & traumatology, oncology, anaesthesia and intensive care before starting his private general practice in 1991.

Dr. Chow founded Bright Growth Doctors & Associates in 1993, which was the first private medical group in Hong Kong to have its own CT (computerised tomography) machine. In 2000, Dr. Chow founded TY Healthcare Corporation and has been its chairman and medical director since then. From 2007 to 2012, Dr. Chow was appointed by the Government of the Hong Kong Special Administrative Region as a Penal Member of the Human Organ Transplant Board. He is currently a member of the Hong Kong Medical Association and the Hong Kong College of Family Physicians. Dr. Chow is also an Honorary Clinical Assistant Professor in Family Medicine at the University of Hong Kong.

A letter of appointment in respect of Dr. Chow's directorship was entered into for a fixed term of service of one year and automatically renewable for one year, subject to renewal and retirement by rotation at least once every three years, pursuant to the Articles of Association. He is entitled to a director's fee of HK$120,000 per annum which is determined by the Board with the recommendation of the Remuneration Committee with reference to his duties and responsibilities with the Company and the prevailing comparable compensations in the market. His emolument for the Year was HK$130,000.

GENERAL

Save as disclosed herein, each of the above retiring Directors proposed for re-election has confirmed that there is no information to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters need to be brought to the attention of the Shareholders in respect of each of the above retiring Directors' re-election.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2026 AGM in relation to the grant of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,075,110,000 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate at the 2026 AGM and on the basis that there will be no change to the total number of issued Shares from the Latest Practicable Date up to the date of the 2026 AGM, i.e. being 1,075,110,000 Shares, the Company will be allowed under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 107,511,000 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the 2026 AGM.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that it is in the interests of the Company and the Shareholders as a whole to have general authority from the Shareholders to give the Company the flexibility to repurchase Shares if and when appropriate. The Company may cancel any Shares to be bought back under the Repurchase Mandate and/or hold them as treasury shares, subject to market conditions and the capital management needs of the Company at the relevant time, subject to compliance with the Listing Rules, the Articles of Association and the laws of the Cayman Islands. Shares repurchased for cancellation may lead to an enhancement of the net asset value and/or earnings per share. Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles of Association, and the laws of the Cayman Islands. The Repurchase Mandate will only be exercised when the Board believes that such repurchase(s) will benefit the Company and the Shareholders as a whole at the relevant time.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its memorandum of association, the Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the Year) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares were traded on the Stock Exchange during the each of the previous twelve months before the Latest Practicable Date were as follows:

	Highest	**Lowest**
	HK$	*HK$*
2025		
April	0.560	0.440
May	0.560	0.440
June	0.460	0.420
July	0.450	0.405
August	0.460	0.425
September	0.490	0.435
October	0.480	0.425
November	0.465	0.420
December	0.450	0.380
2026		
January	0.460	0.410
February	0.500	0.435
March	0.660	0.440
April (up to the Latest Practicable Date)	0.530	0.445

6. GENERAL

To the best of the knowledge of the Directors and having made all reasonable enquiries, none of the Directors nor any of their respective close associates have any present intention to sell any Shares to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Directors will, so far as the same may be applicable, exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

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

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Best Sheen Limited ("**Best Sheen**") was beneficially interested in 750,000,000 Shares, representing approximately 69.76% of the total issued Shares. As Best Sheen is wholly-owned by Mr. Lee, an executive Director, the Chairman and the CEO, Mr. Lee is deemed to be interested in the 750,000,000 Shares held by Best Sheen (Mr. Lee's interest in the Company was calculated without taking into account the convertible bond and the perpetual subordinated convertible securities convertible into an aggregate of 85,710,000 underlying Shares held by Nicegoal Limited which is indirectly wholly-owned by Mr. Lee). Ms. Lo, the wife of Mr. Lee and an executive Director, is deemed to be interested in the Shares held by Best Sheen under the SFO. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interests in the Company in each of Mr. Lee, Best Sheen and Ms. Lo would be increased to approximately 77.51% of the total number of issued Shares and such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code, but the Company may not have sufficient public float.

Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchase of Shares under the Repurchase Mandate. Assuming that there is no change in the issued Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate in whole or in a certain part will reduce the percentage of Shares held by the public to less than 25% of the Company's total issued Shares. The Directors have no intention to exercise the Repurchase Mandate to such an extent as may result in the public shareholding falling below the minimum public float percentage of 25% required by the Listing Rules.

8. SHARE REPURCHASE MADE BY THE COMPANY

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

9. DIRECTORS' POWER

The Directors will so far as the same may be applicable, exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The following are the changes to the existing Articles of Association as introduced by the New Articles of Association. Unless otherwise specified, clauses, paragraphs and numbers referred to herein are clauses, paragraphs and numbers of the New Articles of Association:

	WORD	MEANING
2.(1)	"Act"	the Companies Act, Cap. 22 ~~(Act 3 of 1961, as consolidated and revised)~~ of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
	"address"	for the purposes of these Articles, "address" includes an electronic address unless the Act or the Listing Rules require a postal address.
	"ASR Code"	the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time.
	~~"business day"~~	~~shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a Number 8 or higher Typhoon Signal, Black Rainstorm Warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.~~
	"Central Clearing and Settlement System"	the Central Clearing and Settlement System operated by HKSCC.
	"close associate"	in relation to any Director, shall have the same meaning as defined in the ~~rules of the Designated Stock Exchange ("~~Listing Rules~~")~~ as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to "associate" in the Listing Rules.

''Electronic System''	any system for holding and transferring securities in electronic form approved by applicable law or regulation or under the Securities and Futures Ordinance or the USM Rules, including but not limited to UNSRT System and any other clearing or settlement system.
''HKSCC''	the Hong Kong Securities Clearing Company Limited.
''HK Stock Exchange''	The Stock Exchange of Hong Kong Limited.
''Listing Rules''	the rules and regulations of the Designated Stock Exchange.
''Notice''	written notice unless otherwise specifically stated ~~and as further defined~~ in these Articles and, where the context so requires, shall include any other document (including any ''corporate communication'' and ''actionable corporate communication'' within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws and regulations, including the Listing Rules and/or the rules of the competent regulatory authority. For the avoidance of doubt, Notice may be provided in physical or electronic form.
~~''Subsidiary and Holding Company''~~	~~has the meanings attributed to them in the rules of the Designated Stock Exchange.~~
''treasury shares''	shares repurchased and held by the Company in treasury as authorized by the Act which, for the purpose of these Articles, include shares repurchased by the Company and held or deposited in Central Clearing and Settlement System for sale on the HK Stock Exchange.

(2) In these Articles, unless there be something within the subject or context inconsistent with such construction:

(e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, ~~and~~ including ~~where the representation takes the form of~~ electronic writing or display (such as digital

documents or electronic communications), provided that both the mode of service of the relevant document or notice and the Member's election comply with all applicable Statutes, rules and regulations;

(h) references to a document (including, but without limitation, a resolution in writing) being signed or~~being~~ executed include references to it being signed or executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a ~~n~~Notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;

(i) references to the right of a Member to speak at a general meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;

(j) reference to a meeting: (a) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Article 64, and (b) shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;

(k) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member;

(l) Section 8 and Section 19 of the Electronic Transactions Act ~~(2003)~~ of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;~~.~~

(m) unless the context otherwise requires, any reference to "print", "printed", or "printed copy" and "printing" shall be deemed to include electronic versions or electronic copies;

(n) any reference to the term "place" within these Articles shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a "place" for the delivery, receipt, or payment of monies, whether by the Company or by Members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a "place" in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a "place" shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term "place" is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision; and

(o) all voting rights referred to in these Articles shall exclude the voting rights attached to treasury shares.

SHARE CAPITAL

3. (2) Subject to the Act, the Company's Memorandum and Articles of Association and, where applicable, the Listing ~~r~~Rules ~~of any Designated Stock Exchange~~ and/or the rules and regulations of any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Act. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Act. Subject to the Act, the Listing Rules and/or the rules of any competent regulatory authority, the Company is further authorised to hold any repurchased, redeemed or surrendered shares as treasury shares without the need for a separate resolution of the Board for each instance.

(3) Subject to compliance with the Listing R~~r~~ules and the rules and regulations of ~~the Designated Stock Exchange and~~ any other ~~relevant~~ competent regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.

(4) The Board may accept the surrender for no consideration of any fully paid share.

(5) No share shall be issued to bearer.

SHARE RIGHTS

8. ~~(1)~~ Subject to the provisions of the Act and the Company's Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Board may determine.

9. ~~(2)~~ Subject to the provisions of the Act, the Listing R~~r~~ules ~~of any Designated Stock Exchange~~ and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.

~~9. Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.~~

VARIATION OF RIGHTS

10. Subject to the Act and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:

    (a) the necessary quorum (~~other than~~including at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one third in nominal value of the issued shares of that class (excluding treasury shares) ~~and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorised representative or by proxy (whatever the number of shares held by them) shall be a quorum~~; and

SHARES

12. (1) Subject to the Act, these Articles, any direction that may be given by the Company in general meeting and, where applicable, the Listing ~~r~~Rules ~~of any Designated Stock Exchange~~ and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount to their nominal value. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.

SHARE CERTIFICATES

16. Every share certificate shall be issued under the Seal or a facsimile thereof or with the Seal printed thereon and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. The seal of the Company may only be affixed or imprinted to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors. No certificate shall be issued representing shares of more than one class. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon.

17. (2) Where a share stands in the names of two or more persons, the person first named in the Register shall as regards service of ~~n~~Notices and, subject to the provisions of these Articles, all or any other matters connected with the Company, except the transfer of the shares, be deemed the sole holder thereof.

REGISTER OF MEMBERS

44. The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of $2.50 or such lesser sum specified by

the Board, at the Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of $1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.

RECORD DATES

45. Subject to the Listing ~~r~~Rules ~~of any Designated Stock Exchange~~, notwithstanding any other provision of these Articles the Company or the Directors may fix any date as the record date for:

TRANSFER OF SHARES

51. The registration of transfers of shares or of any class of shares may, after notice has been given by announcement or by electronic communication or by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.

UNTRACEABLE MEMBERS

55. (2) The Company shall have the power to sell, in such manner as the Board thinks fit, any shares of a Member who is untraceable, but no such sale shall be made unless:

(c) the Company, if so required by the Listing R~~r~~ules ~~governing the listing of shares on the Designated Stock Exchange~~, has given notice to, and caused advertisement in newspapers in accordance with the requirements of, the Designated Stock Exchange to be made of its intention to sell such shares in the manner required by the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.

GENERAL MEETINGS

56. An annual general meeting of the Company shall be held in each financial year ~~other than the financial year of the Company's adoption of these Articles~~ and such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the Listing ~~r~~Rules ~~of the Designated Stock Exchange~~, if any) at such time and place as may be determined by the Board. ~~A meeting of Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting.~~

57. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General meetings may be held in any part of the world as may be determined by the Board. Notwithstanding any provisions in these Articles, any general meeting or any class meeting may be held physically, as a hybrid meeting (partially physical and partially electronic) or wholly by electronic means using such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other, and participation in such a meeting shall constitute presence at such meeting. Unless otherwise determined by the Directors, the manner of convening and the proceedings at a general meeting set out in these Articles shall apply, mutatis mutandis, to hybrid or wholly electronic meetings. In the event of any technical difficulties, disruptions, or procedural issues arising during a hybrid or electronic meeting, including but not limited to connectivity problems, platform malfunctions, or disputes regarding the conduct of the meeting, the chairman of the meeting shall have the authority to make any rulings or decisions necessary to address such issues. Any ruling, determination, or decision made by the chairman of the meeting under the scope of this provision shall be final, conclusive, and binding on the Company and all Members.

58. The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (excluding treasury shares) carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

NOTICE OF GENERAL MEETINGS

59. (1) An annual general meeting must be called by Notice of not less than twenty-one (21) clear days. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days but if permitted by the ~~r~~Listing Rules ~~of the Designated Stock Exchange~~, a general meeting may be called by shorter notice~~, subject to the Act~~, if it is so agreed:

(2) The notice shall specify the time ~~and place~~ of the meeting, the physical location (if applicable), and in the case of a hybrid or electronic meeting, the electronic platform or means by which Members may attend and participate. It shall also include ~~and~~ particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding up of a Member and to each of the Directors and the Auditors. For hybrid or electronic meetings, the Notice shall either include instructions for accessing and participating in the meeting or specify where or how such instructions will be provided to the Members.

PROCEEDINGS AT GENERAL MEETINGS

61. (2) No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person or by proxy or (in the case of a Member being a corporation) by its duly authorised representative or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy shall form a quorum for all purposes.

64. Prior to the holding of a general meeting, the Board may postpone, and at a general meeting, the chairman may (without the consent of the meeting) or shall at the direction of the meeting, adjourn the meeting from time to time (or indefinitely)~~The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time~~ and from place to place ~~as the meeting shall determine~~, but no business shall be transacted at any adjourned or postponed meeting other than the business which might lawfully have been transacted at the meeting had the adjournment or the postponement not taken place. Notice of a postponement must be given to all Members by any means as the Board may determine. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the

business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.

VOTING

66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.

67. Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing ~~r~~Rules ~~of the Designated Stock Exchange~~.

73. (3) Where the Company has knowledge that any Member is, under the Listing R~~r~~ules ~~of the Designated Stock Exchange~~, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.

PROXIES

76. The instrument appointing a proxy shall be in such form, including electronic or otherwise, as the Board may determine and in the absence of such determination, shall be in writing, which may include electronic writing, and signed by ~~The instrument appointing a proxy shall be in writing under the hand of~~ the appointor or ~~of~~ his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or ~~under the hand of~~signed by an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

77. (1) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.

(2) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate), or if the Company has provided an electronic address in accordance with preceding

paragraph, shall be received at the electronic address specified, not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting ~~in person~~ at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

PROCEEDINGS OF THE DIRECTORS

113. (2) Directors may participate in any meeting of the Board by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.

DIVIDENDS AND OTHER PAYMENTS

139. Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders. For the avoidance of doubt, any dividend, interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine.

CAPITALISATION

144. (1) The Company may, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and capital redemption reserve and the profit and loss account) whether or not the same is available for distribution and

accordingly that such amount be set free for distribution among the Members or any class of Members who would be entitled thereto if it were distributed by way of dividend and in the same proportions, on the footing that the same is not paid in cash but is applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such Members respectively or in paying up in full unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such Members, or partly in one way and partly in the other, and the Board shall give effect to such resolution provided that, for the purposes of this Article, a share premium account and any capital redemption reserve or fund representing unrealised profits, may be applied only in paying up in full unissued shares of the Company to be allotted to such Members credited as fully paid.

(2) Notwithstanding any provisions in these Articles, the Board may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and the profit and loss account) whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees (including directors) of the Company and/or its affiliates (meaning any individual, corporation, partnership, association, joint-stock company, trust, unincorporated association or other entity (other than the Company) that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company) upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Members at a general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Members at a general meeting.

ACCOUNTING RECORDS

150. Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rrules ~~of the Designated Stock Exchange~~, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company,

demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company's annual financial statement and the directors' report thereon.

151. The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing ~~r~~Rules ~~of the Designated Stock Exchange~~, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication) ~~, and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents~~.

NOTICES

158. (1) Any Notice or document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means:

(a) by serving it personally on the relevant person;

(b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;

(c) by delivering or leaving it at such address as aforesaid;

(d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;

(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(3) without the need for any additional consent or notification;

(f) by publishing it on the Company's website or the website of the Designated Stock Exchange without the need for any additional consent or notification;

(g) by sending or otherwise making it available to such person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.

(2) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

(3) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which Notices can be served upon him.

(4) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such Member.~~Any Notice or document (including any "corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.~~

159. Any Notice or other document:

(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, document or publication placed on either the Company's website or the website of the Designated Stock Exchange, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules~~if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member~~;

(d) if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears~~may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations~~.

160. (1) Any Notice or other document delivered or sent ~~by post to or left at the registered address of any Member in pursuance of~~in any manner permitted by these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

(2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it via electronic means or through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the electronic or postal address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such ~~an~~electronic or postal address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

SIGNATURES

161. For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any Notice or document to be given by the Company may be written, printed or in electronic form.

WINDING UP

162. (2) Unless otherwise provided by the Act, ~~A~~a resolution that the Company be wound up by the court or to be wound up voluntarily shall be a special resolution.

PAYMENT OF CORPORATE ACTION PROCEEDS AND ELECTRONIC INSTRUCTIONS

168. To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall:

(a) accept instructions from Members and its securities holders (including but not limited to dividend election instructions, payment choice instructions, responses to "corporate communication" and "actionable corporate communications" within the meaning ascribed thereto under the Listing Rules, and instructions regarding any meeting of the securities holders such as meeting attendance indications, proxy appointments, revocations, voting directions, and responses to corporate communications) transmitted by electronic means, in such manner and subject to reasonable authentication measures as the Board may from time to time determine; and

(b) pay any corporate action proceeds (including proceeds paid by the Company to Members and its securities holders in connection with its corporate actions, such as the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers, and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations) by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate.

APEX ACE HOLDING LIMITED
光麗科技控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6036)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Apex Ace Holding Limited 光麗科技控股有限公司* (the "**Company**" and the "**Meeting**", respectively) will be held at Units 2–3, 1/F, Sun Cheong Industrial Building, 1 Cheung Shun Street, Kowloon, Hong Kong on Friday, 22 May 2026 at 2:30 p.m. for the following purposes:

ORDINARY RESOLUTIONS

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

2. (a) To re-elect Mr. Yim Kwok Man as an independent non-executive director of the Company (the "**Director(s)**").

   (b) To re-elect Ms. Lo Yuen Lai as an executive Director.

   (c) To re-elect Dr. Chow Terence as an independent non-executive Director.

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

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

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

   "**THAT**:

   (a) subject to paragraph (b) of this resolution below a general and unconditional mandate be and is hereby given to the Directors to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to purchase the issued shares of the Company (the "**Shares**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures

* *For identification purpose only*

Commission of Hong Kong (the "**Commission**") and the Stock Exchange for this purpose to determine whether such shares of the Company repurchased shall be held as treasury shares by the Company or otherwise be cancelled, subject to and in accordance with all applicable laws and the rules and regulations of the Commission and the Stock Exchange or of any other stock exchange as amended from time to time;

(b) the total number of Shares to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution above shall be limited accordingly; and

(c) for the purposes of this resolution:

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

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

(ii) the expiration of the period within which the next AGM is required by the articles of association of the Company (the "**Articles of Association**") or any applicable laws to be held; and

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

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

"**THAT**:

(a) subject to paragraph (b) of this resolution below, a general and unconditional mandate be and is hereby given to the Directors to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with the additional shares in the share capital of the Company (including any sale and transfer of treasury shares, which shall have the meaning ascribed to it by the Listing Rules out of treasury), and to make or grant offers, agreements and options, which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter;

(b) the aggregate number of Shares allotted, issued or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period (as hereinafter defined), otherwise than pursuant to the followings, shall not exceed 20% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing of this resolution and the said approval shall be limited accordingly:

(i) a rights issue where Shares are offered for a period fixed by the Directors to shareholders on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in Hong Kong, or in any territory applicable to the Company);

(ii) the exercise of options granted under a share option scheme;

(iii) the exercise of rights of conversion under the terms of any securities which are convertible into Shares;

(iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of any dividend in accordance with the Articles of Association; or

(v) any specific authority granted or to be granted by the Shareholders in general meeting; and

(c) for the purposes of this resolution:

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

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

(ii) the expiration of the period within which the next AGM is required by the Articles of Association or any applicable laws to be held;

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in a general meeting; and

(iv) any reference to an allotment, issue, conversion, grant or dealing of Shares shall include the resale or transfer of Shares held in treasury (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.

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

"**THAT** conditional upon the passing of resolutions no. 5 and 6 as set out in the notice convening the annual general meeting of the Company (the "**Notice**"), the general mandate granted to the Directors pursuant to resolution no. 6 set out in the Notice to exercise the powers of the Company to allot, issue and deal with the Shares be and is hereby extended by the addition thereto the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 5 set out in the Notice, provided that such number in aggregate shall not exceed 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing of this resolution."

SPECIAL RESOLUTION

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

8. "**THAT** the existing amended and restated articles of association of the Company (the "**Articles of Association**") be amended in the manner as set out in the circular of the Company dated 29 April 2026 (the "**Circular**") and the new amended and restated articles of association (the "**New Articles of Association**") in the form of the document marked "A" and produced to the AGM and for the purpose of identification initiated by the chairman of the AGM, which includes the proposed amendments mentioned in the Circular, be approved and adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the Articles of Association in their entirety with immediate effect after the close of the AGM and that the Directors be and are hereby authorised to do all things necessary to implement the adoption of the New Articles of Association."

By order of the Board
Apex Ace Holding Limited
Lee Bing Kwong
Chairman and Chief Executive Officer

29 April 2026

Registered office:
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1–1111, Cayman Islands

Principal Place of Business in the PRC:
Unit B-211–212, Phase I,
Tianan High-Tech Plaza,
Futian District, Shenzhen,
The PRC

Principal Place of Business in Hong Kong:
Units 2–3, 1/F
Sun Cheong Industrial Building
1 Cheung Shun Street
Kowloon Hong Kong

Notes:

1. All resolutions at the Meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"). The results of the poll will be published on the respective websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

2. Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her/its proxy to attend and vote in his/her/its stead. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her/its and vote on his/her/its behalf at the Meeting. A proxy need not be a Shareholder.

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

4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or its adjournment. Delivery of any instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. For determining the qualification of Shareholders to attend and vote at the Meeting, the register of members of the Company (the "**Register of Members**") will be closed from Tuesday, 19 May 2026 to Friday, 22 May 2026, both days inclusive, during which period no transfer of Shares will be registered. The record date for determining the entitlements of the Shareholders to attend and vote at the Meeting is Friday, 22 May 2026. In order to qualify as Shareholders to attend and vote at the Meeting, the non-registered Shareholders must lodge all transfer documents, accompanied by the relevant share certificates with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Monday, 18 May 2026.

6. (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are expected to be in force at any time between 8:00 a.m. and 11:00 a.m. on the date of the Meeting, the Meeting will be adjourned in accordance with the Articles of Association and Shareholders will be informed of the date, time and venue of the adjourned Meeting by an announcement posted on the respective websites of the Company and the Stock Exchange.

(b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are lowered or cancelled three hours before the time fixed for holding the Meeting and where conditions permit, the Meeting will be held as scheduled.

(c) The Meeting will be held as scheduled when a tropical cyclone warning signal No. 3 or below or an amber or red rainstorm warning signal is in force.

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

As at the date of this notice, the executive Directors are Mr. Lee Bing Kwong (Chairman and Chief Executive Officer) and Ms. Lo Yuen Lai; the non-executive Director is Mr. Lo Yuen Kin; and the independent non-executive Directors are Mr. Cheung Siu Kui, Mr. Yim Kwok Man, Dr. Chow Terence and Mr. Cheung Hung Kwong.