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

If you have sold or transferred all your shares in CIFI Holdings (Group) Co. Ltd., you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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CIFI Holdings (Group) Co. Ltd.

旭輝控股(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00884)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
RE-APPOINTMENT OF RETIRING AUDITOR,
PROPOSED AMENDMENTS TO EXISTING MEMORANDUM AND
ARTICLES OF ASSOCIATION AND ADOPTION OF
NEW MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF 2026 ANNUAL GENERAL MEETING**

A notice convening the 2026 AGM (as defined on page 1 of this circular) of CIFI Holdings (Group) Co. Ltd. to be held at Contract Signing Room, 2/F., CIFI Center, Lane 1088, No. 39 Shenhong Road, Minhang District, Shanghai, PRC on Friday, 26 June 2026 at 10:00 a.m. is set out on pages 103 to 108 of this circular. A form of proxy for use at the 2026 AGM is enclosed with this circular.

Whether or not you are able to attend the 2026 AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the 2026 AGM or at any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2026 AGM should you so wish.

Hong Kong, 30 April 2026

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DEFINITIONS

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

“2026 AGM” or “2026 Annual General Meeting”	the annual general meeting of the Company to be held at Contract Signing Room, 2/F., CIFI Center, Lane 1088, No. 39 Shenhong Road, Minhang District, Shanghai, PRC on Friday, 26 June 2026 at 10:00 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“associate”	has the same meaning ascribed to it under the Listing Rules
“Auditor”	the auditor of the Company
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Companies Act”	the Companies Act, Cap. 22 of the Cayman Islands and any amendments or other statutory modifications thereof
“Company”	CIFI Holdings (Group) Co. Ltd., an exempted company incorporated with limited liability in the Cayman Islands, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Existing Memorandum and Articles of Association”	the existing third amended and restated Memorandum of Association and Articles of Association of the Company adopted by a special resolution passed on 7 June 2024
“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
“Latest Practicable Date”	23 April 2026, being the latest practicable date prior to printing of this circular for ascertaining certain information referred to in this circular prior to its publication

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Association”	the memorandum of association of the Company, as amended, supplemented or otherwise modified from time to time
“New Memorandum and Articles of Association”	the fourth amended and restated memorandum and articles of association which contains the Proposed Amendments, to be adopted by the Shareholders with effect from the passing of the relevant special resolution at the 2026 AGM
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“Proposed Amendments”	the proposed amendments to the Existing Memorandum and Articles of Association set out in Appendix III to this circular
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the 2026 AGM to exercise the power of the Company to repurchase, during the period as set out in the Repurchase Resolution, Shares up to a maximum of 10% of the total issued Shares (excluding any Treasury Shares) as at the date of passing the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in ordinary resolution no. 5 of the notice of the 2026 AGM
“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 shares of HK\$0.10 each in the share capital of the Company, or, if there has been a sub-division, reduction, consolidation, reclassification or reconstruction of the share capital of the Company, the shares forming part of the ordinary equity share capital of the Company or such nominal amount as shall result from any such sub-division, reduction, consolidation, reclassification or reconstruction

DEFINITIONS

“Share Issue Mandate”	a general mandate proposed to be granted to the Directors at the 2026 AGM to exercise the power of the Company to allot, issue and deal with Shares and to sell or transfer Treasury Shares, during the period as set out in the proposed ordinary resolution as referred to in ordinary resolution no. 4, up to a maximum of 20% of the total issued Shares (excluding any Treasury Shares) as at the date of passing of the resolution approving the Share Issue Mandate
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Shareholder(s)”	the registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong as amended, supplemented or otherwise modified from time to time
“Treasury Shares”	Shares repurchased and held by the Company in treasury as authorised by the laws of the Cayman Islands and/or the Articles of Association, which include Shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange
“%”	per cent.

LETTER FROM THE CHAIRMAN



CIFI Holdings (Group) Co. Ltd.

旭輝控股(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00884)

Executive Directors:

Mr. LIN Zhong (*Chairman*)

Mr. LIN Wei (*Vice-chairman*)

Mr. ZHOU Changliang (*Chief Executive Officer*)

Mr. YANG Xin (*Chief Financial Officer*)

Mr. LI Yang

Non-Executive Director:

Mr. ZENG Yang

Independent Non-Executive Directors:

Mr. ZHANG Yongyue

Mr. TAN Wee Seng

Ms. LIN Caiyi

Registered Office:

P.O. Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

*Principal Place of Business
in Hong Kong:*

Level 22, Five Pacific Place

No. 28 Hennessy Road

Wanchai

Hong Kong

30 April 2026

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
RE-APPOINTMENT OF RETIRING AUDITOR,
RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED AMENDMENTS TO EXISTING MEMORANDUM AND
ARTICLES OF ASSOCIATION AND ADOPTION OF
NEW MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF 2026 ANNUAL GENERAL MEETING**

LETTER FROM THE CHAIRMAN

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of the 2026 AGM and information regarding certain resolutions to be proposed at the 2026 AGM, including but not limited to (a) the granting to the Directors of the Share Issue Mandate, the Repurchase Mandate and the extension of the Share Issue Mandate; (b) the re-election of retiring Directors who offer themselves for re-election; (c) the re-appointment of the retiring Auditor; and (d) the Proposed Amendments and adoption of the New Memorandum and Articles of Association, and to seek your approval of the relevant resolutions relating to these matters at the 2026 AGM.

2. GENERAL MANDATE TO ISSUE SHARES

On 6 June 2025, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to exercise the power of the Company to issue Shares or to sell or transfer Treasury Shares. Such mandate will lapse at the conclusion of the 2026 AGM. The Directors propose to seek your approval of the Share Issue Mandate to be proposed at the 2026 AGM.

As at the Latest Practicable Date, the total issued Shares comprised 18,014,014,205 Shares. Subject to the passing of the resolution approving the Share Issue Mandate and assuming that there is no change in the issued Shares between the period from the Latest Practicable Date and the date of passing the resolution, the maximum number of Shares which may be issued and Treasury Shares which may be sold or transferred pursuant to the Share Issue Mandate as at the date of passing the resolution will be 3,602,802,841 Shares, representing approximately 20% of the total issued Shares (excluding any Treasury Shares) as at the date of passing the resolution.

In addition, a separate resolution will also be proposed for you to approve the extension of the Share Issue Mandate by adding to the total number of Shares which may be allotted and issued (including Treasury Shares which may be sold or transferred) by the Directors pursuant to the Share Issue Mandate the number of Shares representing such number of Shares repurchased (excluding any Treasury Shares) under the Repurchase Mandate.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in ordinary resolutions as referred to in resolution nos. 4 and 6 respectively of the notice of the 2026 AGM.

3. GENERAL MANDATE TO REPURCHASE SHARES

On 6 June 2025, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to exercise the power of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the 2026 AGM. The Directors propose to seek your approval of the Repurchase Mandate to be proposed at the 2026 AGM.

LETTER FROM THE CHAIRMAN

As at the Latest Practicable Date, the total issued Shares comprised 18,014,014,205 Shares. Subject to the passing of the Repurchase Resolution and assuming that there is no change in the issued Shares between the period from the Latest Practicable Date and the date of passing the Repurchase Resolution, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of passing the Repurchase Resolution will be 1,801,401,420 Shares, representing approximately 10% of the total issued Shares (excluding any Treasury Shares) as at the date of passing the Repurchase Resolution.

An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Mandate is set out in the Appendix I to this circular.

4. RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently comprises nine Directors, of which five are executive Directors, namely Mr. LIN Zhong, Mr. LIN Wei, Mr. ZHOU Changliang, Mr. YANG Xin and Mr. LI Yang; one is non-executive Director, namely Mr. ZENG Yang and three are independent non-executive Directors, namely Mr. ZHANG Yongyue, Mr. TAN Wee Seng and Ms. LIN Caiyi who have served as independent non-executive Directors for approximately 13.5 years, 13.5 years and 4.5 years respectively.

On 29 December 2025, Mr. ZENG Yang was appointed as a non-executive Director as an addition to the Board. On 1 April 2026, Mr. ZHOU Changliang and Mr. LI Yang were appointed as executive Directors to fill the vacancies occasioned by the resignation of Mr. RU Hailin and Mr. GE Ming respectively. Pursuant to article 16.2 of the Articles of Association, Mr. ZENG Yang, Mr. ZHOU Changliang and Mr. LI Yang shall hold office until the 2026 AGM and shall then be eligible and offer themselves for re-election at such meeting.

Pursuant to Article 16.19 of the Articles of Association, Mr. YANG Xin and Ms. LIN Caiyi will retire by rotation at the 2026 AGM and, being eligible, offer themselves for re-election.

The nomination committee of the Company and the Board have reviewed the annual written confirmation of independence of Ms. LIN Caiyi and assessed her independence based on the independence criteria as set out in rule 3.13 of the Listing Rules. She does not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. The nomination committee of the Company and the Board are also not aware of any circumstance that might influence Ms. LIN Caiyi in exercising independent judgment and are satisfied that she has the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director.

Ms. LIN Caiyi has extensive experience in macroeconomic analysis and research. The Board believes that the skill and experience that Ms. LIN Caiyi acquired from a different background will be beneficial to the Board with diversity of her comprehensive experience and knowledge and she will continue to contribute effectively to the Board.

LETTER FROM THE CHAIRMAN

The Board considers the re-election of Mr. ZHOU Changliang, Mr. YANG Xin and Mr. LI Yang as executive Directors, Mr. ZENG Yang as a non-executive Director and Ms. LIN Caiyi as an independent non-executive Director are in the best interest of the Company and the Shareholders as a whole.

Details of the retiring Directors proposed to be re-elected at the 2026 AGM are set out in the Appendix II to this circular.

5. RE-APPOINTMENT OF RETIRING AUDITOR

The Board proposed the re-appointment of Prism Hong Kong Limited (“Prism”) as the Auditor of the Company and to hold office until the next annual general meeting of the Company, subject to the approval of the Shareholders at the 2026 Annual General Meeting.

It is expected that the audit fee for the year ending on 31 December 2026 will fall within the range from approximately RMB4.7 million to approximately RMB5.0 million, similar to the annual audit fee for audit services for the year ended 31 December 2025 of approximately RMB5.3 million. This estimate is based on discussions between the Company and Prism, taking into account the current audit fee, and the complexity of the Company’s operations, the planned business activities for the period, the expected audit scope, the proposed audit timetable, and Prism’s resources required to perform the audit, which are expected to be similar to those in the 2025 reporting year. The estimated fee is a fair and reasonable assessment based on the facts and circumstances known at the relevant time and is provided for illustrative purposes only; it may be subject to adjustment prior to the final determination of the audit fee.

6. PROPOSED AMENDMENTS TO EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

As disclosed in the announcement of the Company dated 31 March 2026, the Board proposed to amend the Existing Memorandum and Articles of Association in order to (i) update and bring the Existing Memorandum and Articles of Association in line with the relevant amendments made to the Listing Rules in respect of the further expansion of paperless listing regime (including but not limited to enabling the Company to hold hybrid general meetings and provide electronic voting); (ii) provide the Company with flexibility to hold and dispose of the Shares as treasury shares; and (iii) incorporate certain housekeeping amendments.

LETTER FROM THE CHAIRMAN

The Company will seek approval from the Shareholders at the 2026 AGM for the adoption of the New Memorandum and Articles of Association incorporating the Proposed Amendments. The adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of special resolution at the 2026 AGM. Details of the Proposed Amendments are set out in Appendix III to this circular. Prior to the passing of the special resolution at the 2026 AGM, the Existing Memorandum and Articles of Association shall remain valid.

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the New Memorandum and Articles of Association conform with the applicable requirements under the Listing Rules and are not inconsistent with the applicable laws of the Cayman Islands.

7. 2026 ANNUAL GENERAL MEETING

At the 2026 AGM, ordinary resolutions will be proposed to approve, inter alia, (a) the Share Issue Mandate, the Repurchase Mandate and the extension of the Share Issue Mandate, (b) the re-election of retiring Directors who offer themselves for re-election, and (c) the re-appointment of retiring Auditor, and special resolution will be proposed to approve the Proposed Amendments and adoption of the New Memorandum and Articles of Association. The notice of the 2026 AGM is set out on pages 103 to 108 of this circular.

As far as the Company is aware after having made all reasonable enquiries, as at the Latest Practicable Date, Prosperity Fountain (PTC) Limited (the “Trustee”) as trustee held a total of 19,178 Shares which have not been vested with the selected participants in accordance with the share award scheme of the Company adopted and terminated on 18 December 2017 and 31 October 2025 respectively, representing approximately 0.0002% of the issued Shares. Pursuant to Rule 17.05A of the Listing Rules, the Trustee will abstain from voting at the 2026 AGM.

Save for the Trustee, to the best of the Directors’ knowledge, information and belief, as at the Latest Practicable Date, no Shareholder is required to abstain from voting on the resolutions to be proposed at the 2026 AGM.

8. ACTION TO BE TAKEN

A form of proxy for use at the 2026 AGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the 2026 AGM or at any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2026 AGM should you so wish.

LETTER FROM THE CHAIRMAN

9. VOTING BY WAY OF POLL

Pursuant to Article 13.7 of the Articles of Association, all resolutions put to votes of the Shareholders at the 2026 AGM shall be decided on a poll, save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

10. RECOMMENDATION

The Directors believe that (a) the granting to the Directors of the Share Issue Mandate and the Repurchase Mandate, the extension of the Share Issue Mandate, (b) the re-election of the retiring Directors who offer themselves for re-election, (c) the re-appointment of retiring Auditor, and (d) the approval of the Proposed Amendments and the adoption of the New Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolutions to be proposed at the 2026 AGM to give effect to them.

Yours faithfully,
For and on behalf of
CIFI Holdings (Group) Co. Ltd.
LIN Zhong
Chairman

This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the resolution to be proposed at the 2026 AGM in relation to the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total issued Shares comprised 18,014,014,205 Shares and no Treasury Shares were held by the Company.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the 2026 AGM, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 1,801,401,420 Shares representing not more than 10% of the total issued Shares (excluding any Treasury Shares) as at the date of passing the Repurchase Resolution.

As at the Latest Practicable Date, the Company has no shares repurchased. The Company may cancel Shares repurchased or hold Shares repurchased as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchase(s) and in accordance with the relevant laws and regulations.

For the Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall:

- (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company; and
- (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions; and
- (iii) take any other appropriate measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

2. REASONS FOR REPURCHASE

Although the Directors currently have no present intention of repurchasing any Shares, the Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds entirely from the Company's available cash flow or working capital facilities which will be legally available for such purpose in accordance with the Memorandum of Association, the Articles of Association, the applicable laws of Hong Kong, the Companies Act and the applicable laws of the Cayman Islands.

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 Company's annual report for the year ended 31 December 2025 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company.

4. SHARES PRICES

The monthly highest and lowest prices at which the Shares were traded on the Stock Exchange during the twelve months preceding the Latest Practicable Date were as follows:

Year	Month	Shares Traded Price	
		Highest Price <i>HK\$</i>	Lowest Price <i>HK\$</i>
2025	April	0.265	0.194
	May	0.249	0.195
	June	0.265	0.228
	July	0.315	0.246
	August	0.270	0.222
	September	0.265	0.215
	October	0.244	0.208
	November	0.244	0.186
	December	0.193	0.156
	2026	January	0.173
February		0.104	0.077
March		0.085	0.066
April (from 1 April up to the Latest Practicable Date)		0.076	0.067

5. UNDERTAKING

The Directors will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Memorandum of Association and Articles of Association, the applicable laws of Hong Kong, the Companies Act and the applicable laws of the Cayman Islands.

The Directors confirmed that neither this explanatory statement nor the proposed share repurchase has any unusual features.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If on the exercise of the power to repurchase 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 for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date and according to the register of substantial shareholders' interests in shares kept under section 336 of Part XV of the SFO, Mr. LIN Zhong, the executive Director and chairman of the Board, was interested in an aggregate of 4,125,855,381 Shares, representing approximately 22.90% of the total issued Shares. Such 4,125,855,381 Shares comprise 1,321 Shares held by Mr. LIN Zhong, 10,400,000 Shares held by his spouse, 2,751,699,759 Shares held by the LIN's Family Trust of which Mr. LIN Zhong is one of the co-founders and 1,363,754,301 Shares held by the Sun Success Trust of which Mr. LIN Zhong is the sole founder. Mr. LIN Wei, the executive Director and vice-chairman of the Board, was interested in an aggregate of 3,256,151,953 Shares, representing approximately 18.08% of the total issued Shares. Such 3,256,151,953 Shares comprise 2,751,699,759 Shares held by the LIN's Family Trust of which Mr. LIN Wei is one of the co-founders and 504,452,194 Shares held by Mr. LIN Wei's family trust of which Mr. LIN Wei is the sole founder. Mr. LIN Feng, the substantial shareholder, was interested in an aggregate of 2,959,463,223 Shares, representing approximately 16.43% of the total issued Shares. Such 2,959,463,223 Shares comprise 6,393,660 Shares held by Mr. LIN Feng, 2,751,699,759 Shares held by the LIN's Family Trust of which Mr. LIN Feng is one of the co-founders, 189,487,089 Shares held by the Sun-Mountain Trust of which Mr. LIN Feng is the sole founder and 11,882,715 Shares held by Towin Resources Limited, a corporation wholly owned by Mr. LIN Feng. Thus, Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng are together entitled to control the exercise of an aggregate of 4,838,071,039 Shares, representing approximately 26.86% of voting rights of the Company.

Based on such shareholdings and in the event that the Directors exercised in full the power to repurchase Shares pursuant to the Repurchase Mandate and assuming that no further Shares are issued or repurchased prior to the 2026 AGM, then, the interests in the Company of Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng together would be increased approximately from 26.86% to 29.84% of the total issued Shares. The Directors currently are not aware of any consequence which will arise under the Takeovers Code as a consequence of any repurchases made under the Repurchase Mandate.

The Directors will use their best endeavours to ensure that the Repurchase Mandate will not be exercised to the extent that the number of Shares held by the public would be reduced to less than the public float percentage of 25% of the total issued Shares.

7. SHARES REPURCHASE MADE BY THE COMPANY

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

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

The following are the biographical details of the Directors proposed to be re-elected at the 2026 AGM in accordance with the Articles of Association. Save for the information set out below, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in respect of the following retiring Directors who stand for re-election at the 2026 AGM:

Mr. ZHOU Changliang, aged 46, is the executive Director, the Chief Executive Officer of the Company and the Executive Vice President of the Group. Mr. ZHOU joined the Group in January 2021. He was appointed as Director on 1 April 2026. He is currently a director of certain subsidiaries of the Group. His previous roles within the Group include Vice President of the Group, President of the Beijing Regional Group and General Manager of the Northwest Region. Mr. ZHOU holds a Bachelor of Engineering degree in Management from Xi'an University of Architecture and Technology* (西安建築科技大學). He started his career at China Overseas Holdings Limited upon graduation. Prior to joining the Group, Mr. ZHOU served as the Group Assistant President and President of the Northwest and Southwest Regions at Radiance Holdings (Group) Company Limited. He also held management positions at Zhonghui Xiyuan Real Estate Group Co., Ltd.* (中惠熙元房地產集團有限公司) and Xi'an Vanke Enterprise Co., Ltd.* (西安萬科企業有限公司).

Mr. ZHOU entered into a service contract with the Company as an executive Director for a term of three years commencing from 1 April 2026. He is subject to retirement and re-election at the forthcoming annual general meeting of the Company after his appointment and thereafter, subject to retirement by rotation and re-election at an annual general meeting of the Company at least once every three years in accordance with the Articles of Association. The appointment of Mr. ZHOU as an executive Director can be terminated by the Company or Mr. ZHOU with three months' notice in writing. Mr. ZHOU is entitled to basic salary as well as discretionary bonus, but he is not entitled to any director's fee. He received emoluments in a total sum of approximately RMB2,090,000 which comprised basic salaries and allowances of approximately RMB1,980,000 and retirement benefit contribution of approximately RMB110,000 for the year ended 31 December 2025. The director's emoluments of Mr. ZHOU are determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to various factors including his skills and knowledge, his duties and responsibilities with the Company and the prevailing market remuneration for his position.

As at the Latest Practicable Date, Mr. ZHOU had interests in 912,000 Shares (personal) within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. ZHOU (i) had not held any other positions with any members of the Group; (ii) was not related to any other director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; and (iii) had not held any other directorships in any other listed public companies in the last three years.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. YANG Xin, aged 52, is the executive Director, the Chief Financial Officer and the Senior Vice President of the Group. Mr. YANG joined the Group in July 2010, and was appointed as Director on 18 December 2017. He is currently a director of certain subsidiaries of the Group. He has experience in banking and finance. Prior to joining the Group, he worked in various management positions at Agricultural Bank of China Limited. Mr. YANG graduated from Shanghai Jiao Tong University with a bachelor's degree in international finance and further obtained a master of business administration degree. He also obtained a master degree in accounting from Shanghai National Accounting Institute. Mr. YANG also holds the Senior International Finance Manager qualification issued by International Financial Management Association.

Mr. YANG entered into a service contract with the Company as an executive Director for a term of three years subject to further renewal. He is subject to retirement by rotation and re-election at an annual general meeting of the Company at least once every three years in accordance with the Articles of Association. The appointment of Mr. YANG as an executive Director can be terminated by the Company or Mr. YANG with three months' notice in writing. Under the service contract (being supplemented), Mr. YANG is entitled to a basic salary payable by the Group as well as a discretionary bonus, but he is not entitled to any director's fee. He received emoluments in a total sum of approximately RMB3,273,000 which comprised basic salaries and allowances of approximately RMB3,115,000 and retirement benefit contribution of approximately RMB158,000 for the year ended 31 December 2025. The amount of equity settled share-based payment expense of Mr. YANG was RMB337,000 for the same period. The director's emoluments of Mr. YANG are determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the prevailing market rate for his positions.

As at the Latest Practicable Date, Mr. YANG had interests in 5,179,091 Shares (personal and family) within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. YANG (i) had not held any other positions with any members of the Group; (ii) was not related to any other directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group; and (iii) had not held any other directorships in any other listed public companies in the last three years.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. LI Yang, aged 47, is the executive Director and the Vice President and the General Manager of Operation Center of the Group, responsible for leading the daily management of the Operation Center. Mr. LI joined the Group in October 2012 and has since held various management positions at both the headquarters and regional companies, possessing extensive administrative experience in the real estate industry. Mr. LI was appointed as Director on 1 April 2026. Prior to joining the Group, Mr. LI worked for several real estate enterprises such as the China Vanke Co., Ltd., Shanghai Jingrui Real Estate Management Co., Ltd.* (上海景瑞地產(集團)有限公司) and the Shimao Group. Mr. LI graduated from Tianjin University* (天津大學) with a bachelor's degree in engineering, majoring in civil engineering, and further obtained an executive master of business administration (EMBA) degree from China Europe International Business School.

Mr. LI entered into a service contract with the Company as an executive Director for a term of three years commencing from 1 April 2026. He is subject to retirement and re-election at the forthcoming annual general meeting of the Company after his appointment and thereafter, subject to retirement by rotation and re-election at an annual general meeting of the Company at least once every three years in accordance with the Articles of Association. The appointment of Mr. LI as an executive Director can be terminated by the Company or Mr. LI with three months' notice in writing. Mr. LI is entitled to basic salary as well as discretionary bonus, but he is not entitled to any director's fee. He received emoluments in a total sum of approximately RMB2,130,000 which comprised basic salaries and allowances of approximately RMB1,972,000 and retirement benefit contribution of approximately RMB158,000 for the year ended 31 December 2025. The director's emoluments of Mr. LI are determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to various factors including his skills and knowledge, his duties and responsibilities with the Company and the prevailing market remuneration for his position.

As at the Latest Practicable Date, Mr. LI had interests in 1,747,572 Shares (personal) within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. LI (i) had not held any other positions with any members of the Group; (ii) was not related to any other director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; and (iii) had not held any other directorships in any other listed public companies in the last three years.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. ZENG Yang, aged 44, is the non-executive Director. He has over two decades of experience in investment and corporate finance, and is working at China Everbright Limited currently. Mr. ZENG was appointed as Director on 29 December 2025. Mr. ZENG started his career at Deloitte Touche Tohmatsu LLP in China and Singapore, and had been the Chief Financial Officer of XinRen Aluminum Holdings Limited until 2017.

Mr. ZENG obtained a degree of bachelor of science in quantitative economics at Shanghai University of Finance and Economics in 2004. He also holds a license of Certified Public Accountant of the State of New Hampshire, United States of America.

Mr. ZENG entered into an appointment letter with the Company as a non-executive Director for a term of one year but not exceeding three years commencing from 29 December 2025 which may be terminated by the Company or Mr. ZENG with one month's notice in writing. He is subject to retirement and re-election at the forthcoming annual general meeting of the Company after his appointment and thereafter, subject to retirement by rotation and re-election at an annual general meeting of the Company at least once every three years in accordance with the Articles of Association. Mr. ZENG is not entitled to any director's fee or emoluments as a non-executive Director.

Save as disclosed above, as at the Latest Practicable Date, Mr. ZENG (i) had not held any other positions with any members of the Group; (ii) was not related to any other director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) was not interested in the Shares within the meaning of Part XV of the SFO; and (iv) had not held any other directorships in any other listed public companies in the last three years.

Ms. LIN Caiyi, aged 60, is the independent non-executive Director, and a member of each of the audit committee and nomination committee of the Company. Ms. Lin was appointed as Director on 14 December 2021. She has over 30 years of experience in macroeconomics analysis and industry research. Ms. LIN is currently the associate dean of China Chief Economist Forum (中國首席經濟學家論壇研究院), a part-time professor at Fudan University, and the associate dean of North Bund International Finance Association* (北外灘國際金融學會). Ms. LIN has also been an independent director of Huajin Securities Co., Ltd.* (華金證券股份有限公司) since December 2020. Prior to that, she had been the chief economist at Hua'an Fund Management Co., Ltd.* (華安基金管理有限公司) from August 2017 to August 2020 and the chief economist at Guotai Junan Securities Co., Ltd.* (國泰君安證券股份有限公司), a company listed on Shanghai Stock Exchange (stock code: 201211), from September 2011 to August 2017, where she focused on macroeconomics research and major asset allocation. Ms. LIN acted as the chief researcher at the strategic development department of China Unionpay Co., Ltd.* (中國銀聯股份有限公司) from December 2002 to September 2011, the assistant manager at research and development centre of China Greatwall Securities Co., Ltd.* (長城證券股份有限公司), a company listed on Shenzhen Stock Exchange (stock code: 002939), from May 2000 to December 2002, and the associate manager at research and development centre of China Industrial Securities Co., Ltd.* (興業證券股份有限公司), a

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

company listed on Shanghai Stock Exchange (stock code: 601377), from May 1997 to January 2000. From July 1989 to May 1995, Ms. LIN started her career in Treasury Department of the Bank of China, Shanghai Branch as a trader and focused on transactions of foreign exchange and financial derivatives, followed by a manager role at the asset management department of Shanghai Zhongyi International Trading Co., Ltd.* (上海中益國際貿易有限公司) from May 1995 to April 1997.

Ms. LIN obtained a bachelor of economics degree and a master of economics degree at East China Normal University in 1986 and 1989, respectively. She further obtained a Ph.D. in international economics at Fudan University in 2000.

Ms. LIN entered into an appointment letter with the Company as an independent non-executive Director for a term of three years, subject to further renewal. She is subject to retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Articles of Association. Ms. LIN received director's fee in a total sum of approximately RMB288,000 for the year ended 31 December 2025. The amount of equity settled share-based payment expense of Ms. LIN was RMB22,000 for the same period. The director's emoluments of Ms. LIN are determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to her duties and responsibilities with the Company and the prevailing market rate for her positions.

Ms. LIN has confirmed (a) her independence as regards to each of the factors contained in the Rule 3.13 (1) to (8) of the Listing Rules; (b) that she had no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined under the Listing Rules) of the Company; and (c) that there are no other factors that may affect her independence at the time of her re-election.

As at the Latest Practicable Date, Ms. LIN had interested in 200,000 Shares (personal) within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Ms. LIN (i) had not held any other positions with any members of the Group; (ii) was not related to any other director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; and (iii) had not held any other directorships in any other listed public companies in the last three years.

Details of the Proposed Amendments are set out as follows:

**~~THIRD~~FOURTH AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
CIFI Holdings (Group) Co. Ltd.
旭輝控股(集團)有限公司**

(adopted by special resolution passed on ~~7 June 2024~~26 June 2026)

Clause No.	Memorandum Before Amendment	Clause No.	Memorandum After Amendment
Heading	THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION	Heading	THIRDFOURTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
Heading	(adopted by special resolution passed on 7 June 2024)	Heading	(adopted by special resolution passed on 7 June 2024 <u>26 June 2026</u>)
Heading	THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION	Heading	THIRDFOURTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
Heading	(adopted by special resolution passed on 7 June 2024)	Heading	(adopted by special resolution passed on 7 June 2024 <u>26 June 2026</u>)
Heading	THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION	Heading	THIRDFOURTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
Heading	(adopted by special resolution passed on 7 June 2024)	Heading	(adopted by special resolution passed on 7 June 2024 <u>26 June 2026</u>)

Clause No.	Memorandum Before Amendment	Clause No.	Memorandum After Amendment
4	Except as prohibited or limited by the Companies Act (As Revised), the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Act (As Revised) and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate, irrespective of any question of corporate benefit, in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it necessary for the attainment of its objects and whatever else may be considered by it as incidental or conducive thereto or consequential thereon, including, but without in any way restricting the generality of the foregoing, the power to make any alterations or amendments to this Memorandum of Association and the Articles of Association of the Company considered necessary or convenient in the manner set out in the Articles of Association of the Company, and the power to do any of the following acts or things, viz: to pay all expenses of and incidental to the promotion, formation and incorporation of the Company; to register the Company to do business in any other jurisdiction; to sell, lease or dispose of any property of the	4	Except as prohibited or limited by the Companies Act (As Revised), the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Act (As Revised) and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate, irrespective of any question of corporate benefit, in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it necessary for the attainment of its objects and whatever else may be considered by it as incidental or conducive thereto or consequential thereon, including, but without in any way restricting the generality of the foregoing, the power to make any alterations or amendments to this Memorandum of Association and the Articles of Association of the Company considered necessary or convenient in the manner set out in the Articles of Association of the Company, and the power to do any of the following acts or things, viz: to pay all expenses of and incidental to the promotion, formation and incorporation of the Company; to register the Company to do business in any other jurisdiction; to sell, lease or dispose of any property of

Clause No.	Memorandum Before Amendment	Clause No.	Memorandum After Amendment
	<p>Company; to draw, make, accept, endorse, discount, execute and issue promissory notes, debentures, debenture stock, loans, loan stock, loan notes, bonds, convertible bonds, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments; to lend money or other assets and to act as guarantors; to borrow or raise money on the security of the undertaking or on all or any of the assets of the Company including uncalled capital or without security; to invest monies of the Company in such manner as the Directors determine; to promote other companies; to sell the undertaking of the Company for cash or any other consideration; to distribute assets in specie to members of the Company; to contract with persons for the provision of advice, the management and custody of the Company's assets, the listing of the Company's shares and its administration; to make charitable or benevolent donations; to pay pensions or gratuities or provide other benefits in cash or kind to Directors, officers, employees, past or present and their families; to purchase Directors and officers liability insurance; to carry on any trade or business and generally to do all acts and things which, in the opinion of the Company or the Directors, may be conveniently or profitably or usefully acquired and dealt with, carried on, executed or</p>		<p>the Company; to draw, make, accept, endorse, discount, execute and issue promissory notes, debentures, debenture stock, loans, loan stock, loan notes, bonds, convertible bonds, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments; to lend money or other assets and to act as guarantors; to borrow or raise money on the security of the undertaking or on all or any of the assets of the Company including uncalled capital or without security; to invest monies of the Company in such manner as the Directors determine; to promote other companies; to sell the undertaking of the Company for cash or any other consideration; to distribute assets in specie to members of the Company; to contract with persons for the provision of advice, the management and custody of the Company's assets, the listing of the Company's shares and its administration; to make charitable or benevolent donations; to pay pensions or gratuities or provide other benefits in cash or kind to Directors, officers, employees, past or present and their families; to purchase Directors and officers liability insurance; to carry on any trade or business and generally to do all acts and things which, in the opinion of the Company or the Directors, may be conveniently or profitably or usefully acquired and dealt with, carried on, executed or done by</p>

Clause No.	Memorandum Before Amendment	Clause No.	Memorandum After Amendment
	done by the Company in connection with the business aforesaid PROVIDED THAT the Company shall only carry on the businesses for which a licence is required under the laws of the Cayman Islands when so licensed under the terms of such laws.		the Company in connection with the business aforesaid PROVIDED THAT the Company shall only carry on the businesses for which a licence is required under the laws of the Cayman Islands when so licensed under the terms of such laws.
6	The share capital of the Company is HK\$2,000,000,000 divided into 20,000,000,000 shares of a nominal or par value of HK\$0.10 each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Act (As Revised) and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.	6	The share capital of the Company is HK\$2,000,000,000 5,000,000,000 divided into 20,000,000,000 50,000,000,000 shares of a nominal or par value of HK\$0.10 each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Act (As Revised) and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.
Nil	Nil	<u>8</u>	<u>Capitalised terms that are not defined in this Memorandum of Association bear the respective meanings given to them in the Articles of Association of the Company.</u>

Article No.	Article Before Amendment	Article No.	Article After Amendment
Heading	THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION	Heading	THIRD FOURTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION
Heading	(adopted by special resolution passed on 7 June 2024)	Heading	(adopted by special resolution passed on 7 June 2024 <u>26 June 2026</u>)
Heading	THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION	Heading	THIRD FOURTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION
Heading	(adopted by special resolution passed on 7 June 2024)	Heading	(adopted by special resolution passed on 7 June 2024 <u>26 June 2026</u>)
2.2	Nil	2.2	<u>“Actionable Corporate Communication”</u> <u>shall have the meaning given to it in the Listing Rules.</u>
2.2	Nil	2.2	<u>“ASR Code”</u> <u>shall mean the Code of Conduct for Approved Securities Registrar published by the Securities and Futures Commission of Hong Kong as from time to time in effect and include any amendments thereof and any other codes or guidelines incorporated therewith, supplementary thereto or substituted therefor.</u>
2.2	Nil	2.2	<u>“CCASS”</u> <u>shall mean the Central Clearing and Settlement System operated by HKSCC.</u>
2.2	“Chairman” shall mean the Chairman presiding at any meeting of members or of the Board.	2.2	<u>“Chairman”</u> shall mean the Chairman <u>chairman</u> presiding at any meeting of members or of the Board.

Article No.	Article Before Amendment	Article No.	Article After Amendment
2.2	<p>“Communication Facilities” shall mean video, video-conferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities by means of which all Persons participating in a meeting are capable of hearing and being heard by each other.</p>	2.2	<p>“Communication Facilities” shall mean video, video-conferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities by means of which all Persons participating in a meeting are capable of hearing and being heard by each other <u>and all members’ rights to speak and vote at the meeting are maintained.</u></p>
2.2	<p>“Companies Act” or “Act” shall mean the Companies Act (As Revised), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p>	2.2	<p>“Companies Act” or “Act” shall mean the Companies Act (As Revised), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p>
2.2	<p>“dividend” shall include bonus dividends and distributions permitted by the Act to be categorised as dividends.</p>	2.2	<p>“dividend” shall include bonus dividends and distributions permitted by the <u>Companies Act</u> to be categorised as dividends.</p>
2.2	<p>“Electronic Transactions Act” shall mean the Electronic Transactions Act (As Revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p>	2.2	<p>“Electronic Transactions Act” shall mean the Electronic Transactions Act (As Revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p>
2.2	Nil	2.2	<p>“HKSCC” shall mean the <u>Hong Kong Securities Clearing Company Limited.</u></p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
2.2	Nil	2.2	“HKSCCN” <u>shall mean HKSCC Nominees Limited in its capacity as nominee for HKSCC (or any successor thereto) as operator of CCASS and any successor, replacement or assign of HKSCC Nominees Limited as nominee for the operator of CCASS.</u>
2.2	Nil	2.2	“Memorandum” <u>shall mean the memorandum of association of the Company and all supplementary, amended or substituted Articles for the time being in force.</u>
2.2	“ordinary resolution” shall mean a resolution passed by a simple majority of votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting, and includes a unanimous written resolution passed pursuant to Article 13.12. In computing the majority on a poll regard shall be had to the number of votes to which each member is entitled by the Articles.	2.2	“ordinary resolution” shall mean a resolution passed by a simple majority of <u>the</u> votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy <u>or, in the case of corporations, by their duly authorised representatives,</u> at a general meeting, and includes a unanimous written held in accordance with these Articles <u>and shall include an ordinary resolution passed pursuant to Article 13.12.</u> In computing the majority on a poll regard shall be had to the number of votes to which each member is entitled by the Articles.

Article No.	Article Before Amendment	Article No.	Article After Amendment
2.2	<p>“recognised clearing house” shall have the meaning ascribed thereto in Part I of Schedule 1 of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p>	2.2	<p>“recognised clearing house” shall have the meaning ascribed thereto in Part I of Schedule 1 of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p>
2.2	Nil	2.2	<p><u>“Securities and Futures Ordinance”</u> shall mean the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) as in force from time to time.</p>
2.2	<p>“special resolution” shall have the same meaning as ascribed thereto in the Companies Act and for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, and includes a unanimous written resolution passed pursuant to Article 13.12. In computing the majority on a poll regard shall be had to the number of votes to which each member is entitled by the Articles.</p>	2.2	<p>“special resolution” shall have the same meaning as ascribed thereto in the Companies Act and <u>shall include a unanimous written resolution of all members</u>: for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy <u>or, in the case of corporations, by their duly authorised representatives</u>, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, and includes a unanimous written <u>special</u> resolution passed pursuant to Article 13.12. In computing the majority on a poll regard shall be had to the number of votes to which each member is entitled by the Articles.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
2.2	Nil	2.2	“treasury shares” <u>shall mean shares repurchased and held by the Company in treasury as authorised by the Companies Act which, for the purpose of these Articles, include shares repurchased by the Company and held or deposited in CCASS for sale on the Exchange.</u>
2.2	Nil	2.2	“UNSRT System” <u>shall mean an uncertificated securities registration and transfer system, and in relation to any shares or securities of the Company, a computer-based system, together with procedures and other facilities, that enables title to the shares and securities to be evidenced and transferred without an instrument, and facilitates supplementary and incidental matters.</u>
2.2	“transfer office” shall mean the place where the principal register is situate for the time being.	2.2	“transfer office” “USM Rules” shall mean the place where the principal register is situate <u>Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) made under the Securities and Futures Ordinance, as in force from time to time and any amendments thereto or re-enactments thereof for the time being in force and includes every other rules or subsidiary legislation incorporated therewith or substituted therefor.</u>

Article No.	Article Before Amendment	Article No.	Article After Amendment
2.3	Subject as aforesaid, any words defined in the Act shall, if not inconsistent with the subject and/or context, bear the same meanings in these Articles.	2.3	Subject as aforesaid, any words defined in the <u>Companies Act</u> shall, if not inconsistent with the subject and/or context, bear the same meanings in these Articles.
Nil	Nil	<u>2.6</u>	<u>Any requirements as to execution or signature under the Articles including the execution of the Articles themselves can be satisfied in the form of an Electronic Signature.</u>
2.6	Sections 8 and 19(3) of the Electronic Transactions Act shall not apply.	<u>2.7</u> 2.6	Sections 8 and 19(3) of the Electronic Transactions Act shall not apply.
Nil	Nil	<u>2.8</u>	<u>The term “clear days” in relation to the period of a notice means that period excluding the day when the notice is received or deemed to be received and the day for which it is given or on which it is to take effect.</u>
3.1	Capital The authorised share capital of the Company at the date of the adoption of these Articles is HK\$2,000,000,000 divided into 20,000,000,000 shares of HK\$0.10 each.	3.1	Capital The authorised share capital of the Company at the date of the adoption of these Articles is HK\$2,000,000,000 <u>5,000,000,000</u> divided into 20,000,000,000 <u>50,000,000,000</u> shares of HK\$0.10 each.

Article No.	Article Before Amendment	Article No.	Article After Amendment
3.2	<p>Issue of shares</p> <p>Subject to the provisions of these Articles and to any direction that may be given by the Company in general meeting and without prejudice to any special rights conferred on the holders of any existing shares or attaching to any class of shares, any share may be issued with or have attached thereto such preferred, deferred, qualified or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise, and to such persons at such times and for such consideration as the Board may determine. Subject to the Act and to any special rights conferred on any members or attaching to any class of shares, any share may, with the sanction of a special resolution, be issued on terms that it is, or at the option of the Company or the holder thereof is, liable to be redeemed. No shares shall be issued to bearer.</p>	3.2	<p>Issue of shares</p> <p>Subject to the provisions of these Articles and to any direction that may be given by the Company in general meeting and without prejudice to any special rights conferred on the holders of any existing shares or attaching to any class of shares, any share may be issued with or have attached thereto such preferred, deferred, qualified or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise, and to such persons at such times and for such consideration as the Board may determine. Subject to the <u>Companies Act</u> and to any special rights conferred on any members or attaching to any class of shares, any share may, with the sanction of a special resolution, be issued on terms that it is, or at the option of the Company or the holder thereof is, liable to be redeemed. No shares shall be issued to bearer.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
3.3	<p>Issue of warrants Subject to the Listing Rules, the Board may issue warrants to subscribe for any class of shares or other securities of the Company on such terms as it may from time to time determine. No warrants shall be issued to bearer for so long as a recognised clearing house (in its capacity as such) is a member of the Company. Where warrants are issued to bearer, no new warrant shall be issued to replace one that has been lost unless the Board is satisfied beyond reasonable doubt that the original has been destroyed and the Company has received an indemnity in such form as the Board shall think fit with regard to the issue of any such new warrant.</p>	3.3	<p>Issue of warrants Subject to the Listing Rules, the Board may issue warrants to subscribe for any class of shares or other securities of the Company on such terms as it may from time to time determine. No warrants shall be issued to bearer for so long as a recognised clearing house (in its capacity as such) is a member of the Company. Where warrants are issued to bearer, no new warrant shall be issued to replace one that has been lost unless the Board is satisfied beyond reasonable doubt that the original has been destroyed and the Company has received an indemnity in such form as the Board shall think fit with regard to the issue of any such new warrant.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
3.4	<p>How class rights may be modified</p> <p>App A1 r.15</p> <p>If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Act, be varied or abrogated with the consent in writing of the holders of not less than three-fourths of the voting rights of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third of the voting rights of the issued shares of that class.</p>	3.4	<p>How class rights may be modified</p> <p>App A1 r.15</p> <p>If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the <u>Companies Act</u>, be varied or abrogated with the consent in writing of the holders of not less than three-fourths of the voting rights of<u>three-fourths in nominal value of</u> the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third of the voting rights<u>in nominal value of</u> the issued shares of that class.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
3.6	<p>Company may purchase and finance the purchase of own shares and warrants</p> <p>Subject to the Act, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire any of its own shares (which expression as used in this Article includes redeemable shares) provided that (a) the manner of purchase has first been authorised by an ordinary resolution, and (b) any such purchase shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares</p>	3.6	<p>Company may purchase and finance the purchase of own shares and warrants</p> <p>Subject to the <u>Companies Act</u>, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire any of its own shares (which expression as used in this Article includes redeemable shares) provided that (a) the manner of purchase has first been authorised by an <u>ordinary</u> resolution, and (b) any such purchase shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force <u>of the members</u>, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
	<p>or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.</p>		<p>or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.</p>
3.9	<p>Redemption Subject to the provisions of the Act and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holders are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.</p>	3.9	<p>Redemption Subject to the provisions of the <u>Companies Act</u> and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holders are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit<u>determined by a special resolution.</u></p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
Nil	Nil	<u>3.11</u>	<p><u>Purchase or redemption not to give rise to other purchases or redemptions</u></p> <p><u>The purchase or redemption of any share shall not be deemed to give rise to the purchase or redemption of any other share.</u></p>
3.11	<p>Certificates to be surrendered for cancellation</p> <p>The holder of the shares being purchased, surrendered or redeemed shall be bound to deliver up to the Company at its principal place of business in Hong Kong or such other place as the Board shall specify the certificate(s) thereof, if any, for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.</p>	<u>3.123.11</u>	<p>Certificates to be surrendered for cancellation</p> <p>The holder of the shares being purchased, surrendered or redeemed shall be bound to deliver up to the Company at its principal place of business in Hong Kong or such other place as the Board shall specify the certificate(s) thereof, if any, for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.</p>
3.12	<p>Shares at the disposal of the Board</p> <p>Subject to the provisions of the Act, the Memorandum of Association of the Company and these Articles relating to new shares, the unissued shares in the Company (whether forming part of its 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, as the Board shall determine.</p>	<u>3.133.12</u>	<p>Shares at the disposal of the Board</p> <p>Subject to the provisions of the <u>Companies Act</u>, the Memorandum of Association of the Company and these Articles relating to new shares, the unissued shares in the Company (whether forming part of its 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, as the Board shall determine.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
3.13	<p>Company may pay commissions The Company may, unless prohibited by law, at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the Act shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the shares are issued.</p>	3.14 ^{3.13}	<p>Company may pay commissions The Company may, unless prohibited by law, at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the <u>Companies</u> Act shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the shares are issued.</p>
3.14	<p>Company not to recognise trusts in respect of shares Except as otherwise expressly provided by these Articles or as required by law or as ordered by a court of competent jurisdiction, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any shares or any interest in any fractional part of a share or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.</p>	3.15 ^{3.14}	<p>Company not to recognise trusts in respect of shares Except as otherwise expressly provided by these Articles or as required by law or as ordered by a court of competent jurisdiction, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any shares or any interest in any fractional part of a share or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
Nil	Nil	3.16	<u>Subject to the Companies Act, the Listing Rules and any other rules and regulations of any competent regulatory authority, the Company is further authorised to hold any repurchased, redeemed or surrendered shares as treasury shares.</u>
Nil	Nil	3.17	<u>Treasury shares not entitled to dividend and distribution</u> <u>No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be declared or paid in respect of a treasury share. Nothing in this Article prevents an allotment of shares as fully paid bonus shares in respect of a treasury share and shares allotted as fully paid bonus shares in respect of a treasury share shall be treated as treasury shares.</u>

Article No.	Article Before Amendment	Article No.	Article After Amendment
Nil	Nil	3.18	<p><u>Company shall not exercise any right in respect of treasury shares</u> <u>The Company shall be entered in the register as the holder of the treasury shares provided that:</u></p> <p>(a) <u>the Company shall not be treated as a member for any purpose and shall not exercise any right in respect of the treasury shares, and any purported exercise of such a right shall be void; and</u></p> <p>(b) <u>a treasury share shall not be voted, directly or indirectly, at any general meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Companies Act.</u></p>
Nil	Nil	3.19	<p><u>Treasury shares at the disposal of the Directors</u> <u>Subject to the Companies Act, the Listing Rules and any other rules and regulations of any competent regulatory authority, treasury shares may be disposed of by the Company on such terms and conditions as determined by the Board.</u></p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
Nil	Nil	<u>3.20</u>	<p><u>Board may cancel or transfer treasury shares</u> <u>Subject to the Companies Act, these Articles, the Listing Rules, and any other rules and regulations of any competent regulatory authority, the Board may by a resolution of the Directors at any time: (a) cancel any one or more treasury shares; or (b) transfer any one or more treasury shares to any person, whether or not for valuable consideration (including at a discount to the nominal or par value of such shares).</u></p>
4.1	<p>Share register The Board shall cause to be kept at such place within or outside the Cayman Islands as it deems fit a principal register of the members and there shall be entered therein the particulars of the members and the shares issued to each of them and other particulars required under the Act.</p>	4.1	<p>Share register The Board shall cause to be kept at such place within or outside the Cayman Islands as it deems fit a principal register of the members and there shall be entered therein the particulars of the members and the shares issued to each of them and other particulars required under the <u>Companies Act</u>.</p>
4.4	<p>Notwithstanding anything contained in this Article, the Company shall as soon as practicable and on a regular basis record in the principal register all transfers of shares effected on any branch register and shall at all times maintain the principal register in such manner as to show at all times the members for the time being and the shares respectively held by them, in all respects in accordance with the Companies Act.</p>	4.4	<p>Notwithstanding anything contained in this Article <u>4</u>, the Company shall as soon as practicable and on a regular basis record in the principal register all transfers of shares effected on any branch register and shall at all times maintain the principal register in such manner as to show at all times the members for the time being and the shares respectively held by them, in all respects in accordance with the Companies Act.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
4.6	App A1 r.20 Except when a register is closed and, if applicable, subject to the additional provisions of Article 4.8, the principal register and any branch register shall during business hours be kept open to inspection by any member without charge.	4.6	App A1 r.20 Except when a register is closed and, if applicable, subject to the additional provisions of Article 4.8, the principal register and any branch register shall during business hours be kept open to inspection by any member without charge. <u>For the avoidance of doubt, any holder of prescribed securities (as defined in the USM Rules) is entitled, on request and without charge, to inspect any entry made in relation to that person in the register and during the course of the inspection make a copy of any such entries.</u>

Article No.	Article Before Amendment	Article No.	Article After Amendment
Nil	Nil	4.9	<u>Any register held in Hong Kong shall during normal business hours (subject to such reasonable restrictions as the Board may impose) be open to inspection by a member without charge and any other person on payment of a fee of such amount not exceeding the maximum amount as may from time to time be permitted under the Listing Rules as the Board may determine for each inspection. Any member may require a copy of the register, or any part thereof, on payment of HK\$0.25, or such lesser sum as the Company may prescribe, for every 100 words or fractional part thereof required to be copied. The Company shall cause any copy so required by any person to be sent to that person within a period of 10 days commencing on the date next after the day on which the request is received by the Company.</u>
4.9	In lieu of, or apart from, closing the register pursuant to other provisions in these Articles, the Board may fix in advance a date as the record date for any such determination of members entitled to receive notice of, or to vote at any general meeting of the members or any adjournment thereof, or for the purpose of determining the members entitled to receive payment of any dividend or distribution, or in order to make a determination of members for any other purpose.	4.104.9	In lieu of, or apart from, closing the register pursuant to other provisions in these Articles, the Board may fix in advance a date as the record date for any such determination of members entitled to receive notice of, or to vote at any general meeting of the members or any adjournment thereof, or for the purpose of determining the members entitled to receive payment of any dividend or distribution, or in order to make a determination of members for any other purpose.

Article No.	Article Before Amendment	Article No.	Article After Amendment
4.10	<p>Share certificates</p> <p>4.10 Every person whose name is entered as a member in the register shall be entitled to receive, within any relevant time limit as prescribed in the Act or as the Exchange may from time to time determine, whichever is shorter, and subject to payment of any fees which may be payable pursuant to Article 7.8, after allotment or lodgement of transfer, or within such other period as the conditions of issue shall provide, one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.</p>	4.11 4.10	<p>Share certificates</p> <p>4.10 Every person whose name is entered as a member in the register shall be entitled to receive, within any relevant time limit as prescribed in the Act or as the Exchange may from time to time determine, whichever is shorter, and subject to payment of any fees which may be payable pursuant to Article 7.8, after allotment or lodgement of transfer, or within such other period as the conditions of issue shall provide, one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question <u>hold their shares in uncertificated form through the UNSRT System, the CCASS or other system approved under the Securities and Futures Ordinance and/or the USM Rules or otherwise approved by the Securities and Futures Commission of Hong Kong or the Exchange, as applicable, in compliance with the Listing Rules and other applicable laws, rules and regulations. The Company shall comply with all applicable laws, rules and regulations to facilitate the holding, transfer and</u></p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
			<p><u>registration of its shares in uncertificated form, including electronic processes for corporate actions, as required by the uncertificated securities market regime. A member shall only be entitled to a share certificate if the Board resolves that share certificates be issued, provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.</u></p>
4.11	<p>Share certificates to be sealed Every certificate for shares or debentures or representing any other form of security of the Company shall be issued under the seal of the Company, which shall only be affixed with the authority of the Board.</p>	4.11 4.11	<p>Share certificates to be sealed Every certificate, <u>if issued,</u> for shares or debentures or representing any other form of security of the Company shall be issued under the seal of the Company, which shall only be affixed <u>or imprinted to a share certificate</u> with the authority of the Board.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
4.12	<p>Every certificate to specify number and class of shares Every share certificate shall specify the number and class of shares in respect of which it is issued and the amount paid thereon or the fact that they are fully paid, as the case may be, and may otherwise be in such form as the Board may from time to time prescribe.</p>	4.13 4.12	<p>Every certificate to specify number and class of shares Every share certificate, <u>if issued,</u> shall specify the number and class of shares in respect of which it is issued and the amount paid thereon or the fact that they are fully paid, as the case may be, and may otherwise be in such form as the Board may from time to time prescribe.</p>
4.13	<p>Joint holders The Company shall not be bound to register more than four persons as joint holders of any share. If any share shall stand in the names of two or more persons, the person first named in the register shall be deemed the sole holder thereof as regards service of notices and, subject to the provisions of these Articles, all or any other matters connected with the Company, except the transfer of the share.</p>	4.14 4.13	<p>Joint holders The Company shall not be bound to register more than four persons as joint holders of any share. If any share shall stand in the names of two or more persons, the person first named in the register shall be deemed the sole holder thereof as regards service of notices and, subject to the provisions of these Articles, all or any other matters connected with the Company, except the transfer of the share.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
4.14	<p>Replacement of share certificates If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding such amount as may from time to time be permitted under the Listing Rules or such lesser sum as the Board may from time to time require) and on such terms and conditions, if any, as to publication of notices, evidence and indemnity, as the Board thinks fit and where it is defaced or worn out, after delivery up of the old certificate to the Company for cancellation.</p>	4.15 4.14	<p>Replacement of share certificates If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding such amount as may from time to time be permitted under the Listing Rules or <u>the ASR Code (as the case may be)</u> (or such lesser sum as the Board may from time to time require) and on such terms and conditions, if any, as to publication of notices, evidence and indemnity, as the Board thinks fit and where it is defaced or worn out, after delivery up of the old certificate to the Company for cancellation.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
5.1	<p>Company's lien The Company shall have a first and paramount lien on every share (not being a fully paid up share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid up shares) standing registered in the name of a member (whether solely or jointly with others) for all the debts and liabilities of such member or his estate to the Company and whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether such person is a member of the Company or not.</p>	5.1	<p>Company's lien The Company shall have a first and paramount lien on every share (not being a fully paid up share) for all moneys<u>monies</u>, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid up shares) standing registered in the name of a member (whether solely or jointly with others) for all the debts and liabilities of such member or his estate to the Company and whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether such person is a member of the Company or not.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
5.3	<p>Share of shares subject to lien The Company may sell in such manner as the Board thinks fit any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, nor until the expiration of 14 days after a notice in writing, stating and demanding payment of the sum presently payable or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving notice of intention to sell in default, shall have been given to the registered holder for the time being of the shares or the person, of which the Company has notice, entitled to the shares by reason of such holder's death, mental disorder or bankruptcy.</p>	5.3	<p>Share of shares subject to lien The Company may sell in such manner as the Board thinks fit any shares<u>share</u> on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, nor until the expiration of 14 days after a notice in writing, stating and demanding payment of the sum presently payable or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving notice of intention to sell in default, shall have been given to the registered holder for the time being of the shares or the person, of which the Company has notice, entitled to the shares by reason of such holder's death, mental disorder or bankruptcy.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
5.4	<p>Application of proceeds of such sale</p> <p>The net proceeds of such sale by the Company after the payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability or engagement in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale and upon surrender, if required by the Company, for cancellation of the certificate for the share sold) be paid to the holder immediately before such sale of the share. For giving effect to any such sale, the Board may authorise any person to transfer the shares sold to the purchaser thereof and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.</p>	5.4	<p>Application of proceeds of such sale</p> <p>The net proceeds of such sale by the Company after the payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability or engagement in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale and upon surrender, if required by the Company, for cancellation of the certificate for the share<u>shares</u> sold <u>(if one has been issued)</u>) be paid to the holder immediately before such sale of the share<u>shares</u>. For giving effect to any such sale, the Board may authorise any person to transfer the shares sold to the purchaser thereof and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.</p>
6.6	<p>Liability of joint holders</p> <p>The joint holders of a share shall be severally as well as jointly liable for the payment of all calls and instalments due in respect of such share or other moneys due in respect thereof.</p>	6.6	<p>Liability of joint holders</p> <p>The joint holders of a share shall be severally as well as jointly liable for the payment of all calls and instalments due in respect of such share or other moneys<u>monies</u> due in respect thereof.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
6.12	<p>Payment of calls in advance The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and upon all or any of the moneys so advanced the Company may pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such member not less than one month's notice in writing of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. No such sum paid in advance of calls shall entitle the member paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.</p>	6.12	<p>Payment of calls in advance The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and upon all or any of the moneys<u>monies</u> so advanced the Company may pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such member not less than one month's notice in writing of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. No such sum paid in advance of calls shall entitle the member paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
7.1	<p>Form of transfer Transfers of shares may be effected by an instrument of transfer in the usual common form or in any standard form of transfer as prescribed by the Exchange or such other form as the Board may approve, which is consistent with the standard form of transfer as prescribed by the Exchange and approved by the Board. All instruments of transfer must be left at the registered office of the Company or at such other place as the Board may appoint and all such instruments of transfer shall be retained by the Company.</p>	7.1	<p>Form of transfer Transfers of shares may be effected by an instrument of transfer in the usual common form or in any standard form of transfer as prescribed by the Exchange or such other form as the Board may approve, which is consistent with the standard form of transfer as prescribed by the Exchange and approved by the Board. All instruments of transfer must be left at the registered office of the Company or at such other place as the Board may appoint and all such instruments of transfer shall be retained by the Company.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
7.2	<p>Execution</p> <p>The instrument of transfer shall be executed by or on behalf of the transferor and by or on behalf of the transferee PROVIDED that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. The instrument of transfer of any share shall be in writing and shall be executed with a manual signature or facsimile signature (which may be machine imprinted or otherwise) by or on behalf of the transferor and transferee PROVIDED that in the case of execution by facsimile signature by or on behalf of a transferor or transferee, the Board shall have previously been provided with a list of specimen signatures of the authorised signatories of such transferor or transferee and the Board shall be reasonably satisfied that such facsimile signature corresponds to one of those specimen signatures. The transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the register in respect thereof.</p>	7.2	<p>Execution</p> <p>The instrument of transfer shall be executed by or on behalf of the transferor and by or on behalf of the transferee PROVIDED<u>provided</u> that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. The instrument of transfer of any share shall be in writing and shall be executed with a manual signature or facsimile signature (which may be machine imprinted or otherwise) by or on behalf of the transferor and transferee PROVIDED<u>provided</u> that in the case of execution by facsimile signature by or on behalf of a transferor or transferee, the Board shall have previously been provided with a list of specimen signatures of the authorised signatories of such transferor or transferee and the Board shall be reasonably satisfied that such facsimile signature corresponds to one of those specimen signatures. The transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the register in respect thereof.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
7.3	Notwithstanding Articles 7.1 and 7.2, transfers of shares which are listed on the Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules and which has been approved by the Board for such purpose.	7.3	Notwithstanding Articles 7.1 and 7.2, transfers of shares which are listed on the Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules, <u>the Securities and Futures Ordinance and/or the USM Rules</u> and which has been approved by the Board for such purpose.

Article No.	Article Before Amendment	Article No.	Article After Amendment
7.6	<p>Requirements as to transfer The Board may also decline to register any transfer of any shares unless:</p> <p>(a) the instrument of transfer is lodged with the Company accompanied by the certificate for the shares to which it relates (which shall upon registration of the transfer be cancelled) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;</p> <p>(b) the instrument of transfer is in respect of only one class of shares;</p> <p>(c) the instrument of transfer is properly stamped (in circumstances where stamping is required);</p> <p>(d) in the case of a transfer to joint holders, the number of joint holders to whom the share is to be transferred does not exceed four;</p> <p>(e) the shares concerned are free of any lien in favour of the Company; and</p> <p>(f) a fee of such amount not exceeding the maximum amount as the Exchange may from time to time determine to be payable (or such lesser sum as the Board may from time to time require) is paid to the Company in respect thereof.</p>	7.6	<p>Requirements as to transfer The Board may also decline to register any transfer of any shares unless:</p> <p>(a) <u>where the transfer is effected by an instrument of transfer</u>, the instrument of transfer is lodged with the Company accompanied by the certificate (<u>if any</u>) for the shares to which it relates (which shall upon registration of the transfer be cancelled) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;</p> <p>(b) <u>where the transfer is effected by an instrument of transfer</u>, the instrument of transfer is in respect of only one class of shares;</p> <p>(c) <u>where the transfer is effected by an instrument of transfer</u>, the instrument of transfer is properly stamped (in circumstances where stamping is required);</p> <p>(d) in the case of a transfer to joint holders, the number of joint holders to whom the share is to be transferred does not exceed four;</p> <p>(e) the shares concerned are free of any lien in favour of the Company; and</p> <p>(f) a fee of such amount not exceeding the maximum amount as the Exchange may from time to time determine to be payable (or such lesser sum as the Board may from time to time require) is paid to the Company in respect thereof.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
7.8	<p>Certificate to be given up on transfer</p> <p>Upon every transfer of shares, the certificate held by the transferor shall be given up to be cancelled and shall forthwith be cancelled accordingly and a new certificate shall be issued, on payment by the transferee of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require, to the transferee in respect of the shares transferred to him and, if any of the shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall be issued to him, on payment by the transferor of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require. The Company shall also retain the instrument(s) of transfer.</p>	7.8	<p>Certificate to be given up on transfer</p> <p>Upon every transfer of shares, the certificate <u>(if any)</u> held by the transferor shall be given up to be cancelled and shall forthwith be cancelled accordingly and a new certificate shall, <u>subject to the Board resolving to issue share certificates pursuant to Article 4.11</u>, be issued, on payment by the transferee of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require, to the transferee in respect of the shares transferred to him and, if any of the shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall, <u>subject to the Board resolving to issue share certificates pursuant to Article 4.11</u>, be issued to him, on payment by the transferor of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require. The Company shall also retain the instrument(s) of transfer.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
9.5	<p>Arrears to be paid notwithstanding forfeiture A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding this, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the shares, together with (if the Board shall in its discretion so require) interest thereon from the date of forfeiture until payment at such rate not exceeding 15% per annum as the Board may prescribe, and the Board may enforce the payment thereof if it thinks fit, and without any deduction or allowance for the value of the shares forfeited, at the date of forfeiture. For the purposes of this Article any sum which, by the terms of issue of a share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, whether on account of the nominal value of the share or by way of premium, shall notwithstanding that time has not yet arrived, be deemed to be payable at the date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment.</p>	9.5	<p>Arrears to be paid notwithstanding forfeiture A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding this, remain liable to pay to the Company all moneys<u>monies</u> which, at the date of forfeiture, were payable by him to the Company in respect of the shares, together with (if the Board shall in its discretion so require) interest thereon from the date of forfeiture until payment at such rate not exceeding 15% per annum as the Board may prescribe, and the Board may enforce the payment thereof if it thinks fit, and without any deduction or allowance for the value of the shares forfeited, at the date of forfeiture. For the purposes of this Article any sum which, by the terms of issue of a share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, whether on account of the nominal value of the share or by way of premium, shall notwithstanding that time has not yet arrived, be deemed to be payable at the date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
10.1	<p>Consolidation and division of capital and sub-division and cancellation of shares</p> <p>The Company may from time to time by ordinary resolution:</p> <p>(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares. On any consolidation of fully paid shares and division into shares of larger amount, the Board may settle any difficulty which may arise as it thinks expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of shares to be consolidated determine which particular shares are to be consolidated into each consolidated share, and if it shall happen that any person shall become entitled to fractions of a consolidated share or shares, such fractions may be sold by some person appointed by the Board for that purpose and the person so appointed may transfer the shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) may either be distributed among the persons who would otherwise be entitled to a fraction or fractions of a</p>	10.1	<p>Consolidation and division of capital and sub-division and cancellation of shares</p> <p>The Company may from time to time by ordinary resolution:</p> <p>(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares. On any consolidation of fully paid shares and division into shares of larger amount, the Board may settle any difficulty which may arise as it thinks expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of shares to be consolidated determine which particular shares are to be consolidated into each consolidated share, and if it shall happen that any person shall become entitled to fractions of a consolidated share or shares, such fractions may be sold by some person appointed by the Board for that purpose and the person so appointed may transfer the shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) may either be distributed among the persons who would otherwise be entitled to a fraction or fractions of a</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
	<p>consolidated share or shares rateably in accordance with their rights and interests or may be paid to the Company for the Company's benefit;</p> <p>(b) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled subject to the provisions of the Act; and</p> <p>(c) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association of the Company, subject nevertheless to the provisions of the Act, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights, over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.</p>		<p>consolidated share or shares rateably in accordance with their rights and interests or may be paid to the Company for the Company's benefit;</p> <p>(b) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled subject to the provisions of the <u>Companies Act</u>; and</p> <p>(c) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association of the Company, subject nevertheless to the provisions of the <u>Companies Act</u>, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights, over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
10.2	<p>Reduction of capital The Company may by special resolution reduce its share capital or any capital redemption reserve in any manner authorised and subject to any conditions prescribed by the Act.</p>	10.2	<p>Reduction of capital The Company may by special resolution reduce its share capital or any capital redemption reserve in any manner authorised and subject to any conditions prescribed by the <u>Companies Act</u>.</p>
11.5	<p>Register of charges to be kept The Board shall cause a proper register to be kept, in accordance with the provisions of the Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified and otherwise.</p>	11.5	<p>Register of charges to be kept The Board shall cause a proper register to be kept, in accordance with the provisions of the <u>Companies Act</u>, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the <u>Companies Act</u> in regard to the registration of mortgages and charges therein specified and otherwise.</p>
12.1	<p>When annual general meeting to be held App A1 r.14(1) The Company shall hold a general meeting as its annual general meeting for each financial year, to be held within six months (or such other period as may be permitted by the Listing Rules or the Exchange) after the end of such financial year. The annual general meeting shall be specified as such in the notices calling it, and shall be held at such time and place as the Directors shall appoint.</p>	12.1	<p>When annual general meeting to be held App A1 r.14(1) The Company shall hold a general meeting as its annual general meeting for <u>and such annual general meeting shall</u> be held within six (6) months (or such other period as may be permitted by the Listing Rules or the Exchange) after the end of such financial year. The annual general meeting shall be specified as such in the notices calling it, and shall be held at such time and place as the Directors <u>(which, in the case of a Virtual Meeting, includes a virtual place) as the Board</u> shall appoint.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
12.3	<p>Convening of extraordinary general meeting App A1 r.14(5) The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionist(s), provided that such requisitionist(s) held as at the date of deposit of the requisition not less than one-tenth of the voting rights, on a one vote per share basis, of the issued shares of the Company which as at that date carries the right to vote at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the</p>	12.3	<p>Convening of extraordinary general meeting App A1 r.14(5) The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more members <u>of the Company holding together, as at the date of deposit of the requisition, shares (excluding treasury shares) representing not less than one-tenth of the voting rights (voting rights attaching to treasury shares are excluded), on a one vote per share basis, in the share capital (excluding treasury shares) of the Company which as at that date carry the right to vote at general meetings of the Company. The written requisition shall be</u> deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office <u>of the Company, specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionist(s),</u>provided that such requisitionist(s) held as at the date of deposit of the requisition not less than one-tenth of the voting rights, on a one vote per share basis, of the issued shares of the Company which as at that date carries the right to vote at general meetings of the Company. If the Board does not</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
	<p>expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>		<p>within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitioner(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>
12.4	<p>The Directors may make Communication Facilities available for a specific general meeting or all general meetings of the Company so that members and other participants may attend and participate at such general meetings by means of such Communication Facilities. Without limiting the generality of the foregoing, the Directors may determine that any general meeting may be held as a Virtual Meeting.</p>	12.4	<p>The Directors<u>Board</u> may make Communication Facilities available for a specific general meeting or all general meetings of the Company so that members and other participants may attend and participate at such general meetings by means of such Communication Facilities. Without limiting the generality of the foregoing, the Directors may determine that any general meeting may be held as a Virtual Meeting.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
12.5	<p>Notice of meetings App A1 r.14(2) An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 13.1) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. The notice of any general meeting (including a postponed or reconvened meeting held pursuant to Article 12.12) at which Communication Facilities will be utilised (including any Virtual Meeting) must disclose the Communication Facilities that will be utilised, including the procedures to be followed by any member or other participant of the general meeting who wishes to utilise such Communication Facilities for the purpose of attending, participating and</p>	12.5	<p>Notice of meetings App A1 r.14(2) <u>Communication facilities</u> <u>App A1</u> <u>r.14(6)</u> An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, <u>(which, in the case of a Virtual Meeting, includes a virtual place)</u>, and agenda of the meeting, particulars of the resolutions <u>and the general nature of the business</u> to be considered at the meeting and in the case of special business (as defined in Article 13.1) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. The notice of any general meeting (including a postponed or reconvened meeting held pursuant to Article 12.12) at which Communication Facilities will be utilised (including any Virtual Meeting) must disclose the Communication Facilities that will be utilised, including the</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
	<p>voting at such general meeting. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.</p>		<p>procedures to be followed by any member or other participant of the general meeting who wishes to utilise such Communication Facilities for the purpose of attending, participating and voting at such general meeting. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.</p>
12.6	<p>Notwithstanding that a meeting of the Company is called by shorter notice than that referred to in Article 12.5, it shall be deemed to have been duly called if it is so agreed:</p> <p>(a) in the case of a meeting called as an annual general meeting, by all the members of the Company entitled to attend and vote thereat or their proxies; and</p> <p>(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right.</p>	12.6	<p>Notwithstanding that a meeting of the Company is called by shorter notice than that referred to in Article 12.5, it shall be deemed to have been duly called if it is so agreed:</p> <p>(a) in the case of a meeting called as an annual general meeting, by all the members of the Company entitled to attend and vote thereat or their proxies; and</p> <p>(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
12.7	There shall appear with reasonable prominence in every notice of general meetings of the Company a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company.	12.7	<u>Proxies</u> <u>App A1</u> <u>r.18</u> There shall appear with reasonable prominence in every notice of general meetings of the Company a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company.
Nil	Nil	12.8	<u>The notice of any general meeting (including a postponed or reconvened meeting held pursuant to Article 12.13) at which Communication Facilities will be utilised (including any Virtual Meeting) shall specify the Communication Facilities that will be utilised, including the procedures to be followed by any member or other participant of the general meeting who wishes to utilise such Communication Facilities for the purpose of attending, participating and voting at such meeting.</u>
12.8	Omission to give notice The accidental omission to give any such notice to, or the non-receipt of any such notice by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.	12.9 12.8	Omission to give notice The accidental omission to give any such notice to, or the non-receipt of any such notice by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.

Article No.	Article Before Amendment	Article No.	Article After Amendment
12.9	<p>Omission to send instrument of proxy In cases where instruments of proxy are sent out with notices, the accidental omission to send such instrument of proxy to, or the non-receipt of such instrument of proxy by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.</p>	<p><u>12.10</u> 12.9</p>	<p>Omission to send instrument of proxy In cases where instruments of proxy are sent out with notices, the accidental omission to send such instrument of proxy to, or the non-receipt of such instrument of proxy by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.</p>
12.10	<p>If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place specified in the notice calling such meeting, it may change or postpone the meeting to another date, time and place in accordance with Article 12.12.</p>	<p><u>12.11</u> 12.10</p>	<p>If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place (<u>whether physical or virtual</u>) specified in the notice calling such meeting, it may change or postpone the meeting to another date, time and place (<u>whether physical or virtual</u>) in accordance with Article 12.12.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
12.11	The Board shall also have the power to provide in every notice calling a general meeting that in the event of a gale warning or a black rainstorm warning (or the equivalent in the location of the relevant meeting) is in force at any time on the day of the general meeting (unless such warning has been cancelled at least a minimum period of time prior to the general meeting as the Board may specify in the relevant notice), the meeting shall be postponed without further notice to be reconvened on a later date in accordance with Article 12.12.	<u>12.12</u> 12.11	The Board shall also have the power to provide in every notice calling a general meeting that in the event of a gale warning or a black rainstorm warning (or the equivalent in the location of the relevant meeting) is in force at any time on the day of the general meeting (unless such warning has been cancelled at least a minimum period of time prior to the general meeting as the Board may specify in the relevant notice), the meeting shall be postponed without further notice to be reconvened on a later date in accordance with Article 12.12.

Article No.	Article Before Amendment	Article No.	Article After Amendment
12.12	<p>Where a general meeting is postponed in accordance with Article 12.10 or Article 12.11:</p> <p>(a) the Company shall endeavour to cause a notice of such postponement, which shall set out the reason for the postponement in accordance with the Listing Rules, to be placed on the Company's Website and published on the Exchange's website as soon as practicable, provided that failure to place or publish such notice shall not affect the automatic postponement of a general meeting pursuant to Article 12.11;</p> <p>(b) the Board shall fix the date, time and place for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting by one of the means specified in Article 30.1; and such notice shall specify the date, time and place at which the postponed meeting will be reconvened, and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and</p>	<p><u>12.13</u> 12.12</p>	<p>Where a general meeting is postponed in accordance with Article 12.10 or Article 12.11:</p> <p>(a) the Company shall endeavour to cause a notice of such postponement, which shall set out the reason for the postponement in accordance with the Listing Rules, to be placed on the Company's Website and published on the Exchange's website as soon as practicable, provided that failure to place or publish such notice shall not affect the automatic postponement of a general meeting pursuant to Article 12.11;</p> <p>(b) the Board shall fix the date, time and place (<u>whether physical or virtual</u>) for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting by one of <u>in the manner</u> specified in Article 30.1<u>30.1</u>; and such notice shall specify the date, time and place (<u>which, in the case of a Virtual Meeting, includes a virtual place</u>) at which the postponed meeting will be reconvened, and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
	<p>(c) only the business set out in the notice of the original meeting shall be transacted at the reconvened meeting, and notice given for the reconvened meeting does not need to specify the business to be transacted at the reconvened meeting, nor shall any accompanying documents be required to be recirculated. Where any new business is to be transacted at such reconvened meeting, the Company shall give a fresh notice for such reconvened meeting in accordance with Article 12.5.</p>		<p>continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and</p> <p>(f) only the business set out in the notice of the original meeting shall be transacted at the reconvened meeting, and notice given for the reconvened meeting does not need to specify the business to be transacted at the reconvened meeting, nor shall any accompanying documents be required to be recirculated. Where any new business is to be transacted at such reconvened meeting, the Company shall give a fresh notice for such reconvened meeting in accordance with Article 12.5.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
13.3	<p>When if quorum not present meeting to be dissolved and when to be adjourned</p> <p>If within 15 minutes from the time appointed for the meeting a quorum is not Present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place or as shall be decided by the Board, and if at such adjourned meeting a quorum is not Present within 15 minutes from the time appointed for holding the meeting, the member or members Present shall be a quorum and may transact the business for which the meeting was called.</p>	13.3	<p>When if quorum not present meeting to be dissolved and when to be adjourned</p> <p>If within 15 minutes from the time appointed for the meeting a quorum is not Present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place or <u>virtual</u>) as shall be decided by the Board, and if at such adjourned meeting a quorum is not Present within 15 minutes from the time appointed for holding the meeting, the member or members Present shall be a quorum and may transact the business for which the meeting was called.</p>
13.4	<p>Chairman of general meeting</p> <p>The Chairman shall take the chair at every general meeting, or, if there be no such Chairman or, if at any general meeting such Chairman shall not be Present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors Present shall choose another Director as Chairman, and if no Director be Present, or if all the Directors Present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members Present shall choose one of their own number to be Chairman.</p>	13.4	<p>Chairman of general meeting</p> <p>The Chairman <u>of the Board</u> shall take the chair at every general meeting, or, if there be no such Chairman or, if at any general meeting such Chairman shall not be Present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors Present shall choose another Director as Chairman, and if no Director be Present, or if all the Directors Present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members Present shall choose one of their own number to be Chairman.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
13.5	<p>The Chairman of any general meeting shall be entitled to attend and participate at such general meeting by means of Communication Facilities, and to act as the Chairman, in which event:</p> <p>(a) the Chairman shall be deemed to be Present at the meeting; and</p> <p>(b) if the Communication Facilities are interrupted or fail for any reason to enable the Chairman to hear and be heard by all other Persons attending and participating at the meeting, then the other Directors Present at the meeting shall choose another Director Present to act as Chairman of the meeting for the remainder of the meeting; provided that (i) if no other Director is Present at the meeting, or (ii) if all the Directors Present decline to take the chair, then the meeting shall be automatically adjourned to the same day in the next week and at such time and place as shall be decided by the Board.</p>	13.5	<p>The Chairman of any general meeting shall be entitled to attend and participate at such general meeting by means of Communication Facilities, and to act as the Chairman, in which event:</p> <p>(a) the Chairman shall be deemed to be Present at the that meeting; and</p> <p>(b) if the Communication Facilities are interrupted or fail for any reason to enable the Chairman to hear and be heard by all other Persons attending and participating at the meeting, then the other Directors Present at the meeting shall choose another Director Present to act as Chairman of the meeting for the remainder of the meeting; provided that (i) if no other Director is Present at the meeting, or (ii) if all the Directors Present decline to take the chair, then the meeting shall be automatically adjourned to the same day in the next week and at such time and place <u>(whether physical or virtual)</u> as shall be decided by the Board.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
13.6	<p>Power to adjourn general meeting/business of adjourned meeting</p> <p>The Chairman may, with the consent of any general meeting at which a quorum is Present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p>	13.6	<p>Power to adjourn general meeting/business of adjourned meeting</p> <p>The Chairman may, with the consent of any general meeting at which a quorum is Present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place (<u>whether physical or virtual</u>) as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place (<u>which, in the case of a Virtual Meeting, includes a virtual place</u>), the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
13.8	<p>Poll A poll shall (subject as provided in Article 13.9) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.</p>	13.8	<p>Poll A poll shall (subject as provided in Article 13.9) be taken in such manner (including the use of ballot or voting papers or tickets, <u>or by electronic voting</u>) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
14.1	<p>Votes of members App A1 r.14(3) Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting (a), every member Present shall have (a) the right to speak, (b) on a show of hands, every member Present in such manner shall have one vote, and (c) on a poll every member Present in such manner shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.</p>	14.1	<p>Votes of members App A1 r.14(3) Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting (a), every member Present shall have (a) the right to speak, (b) <u>one vote</u> on a show of hands, every member Present in such manner shall have one vote, and (c) on a poll every member Present in such manner shall have <u>and (c)</u> one vote for each share registered in his name in the register <u>on a poll</u>. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
14.4	<p>Votes of joint holders Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be Present, that one of the said persons so Present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof.</p>	14.4	<p>Votes of joint holders Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be Present <u>at any meeting</u>, that one of the said persons so Present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
14.8	<p>Proxies App A1 r.18 Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. Votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting).</p>	14.8	<p>Proxies App A1 r.18 Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. Votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting).</p>

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

Article No.	Article Before Amendment	Article No.	Article After Amendment
	proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.		date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
14.13	<p>When vote by proxy/ Representative valid though Authority revoked</p> <p>A vote given in accordance with the terms of an instrument of proxy or resolution of a member shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy or resolution of a member was executed or revocation of the relevant resolution or the transfer of the share in respect of which the proxy was given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its registered office, or at such other place as is referred to in Article 14.10, at least two hours before the commencement of the meeting or adjourned meeting at which the proxy is used.</p>	14.13	<p>When vote by proxy/ or Representative valid though Authority revoked</p> <p>A vote given in accordance with the terms of an instrument of proxy or resolution of a member shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy or resolution of a member was executed or revocation of the relevant resolution or the transfer of the share in respect of which the proxy was given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its registered office, or at such other place <u>or in such other manner</u> as is referred to in Article 14.10, at least two hours before the commencement of the meeting or adjourned meeting at which the proxy is used.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
14.14	<p>Corporations or clearing houses acting by representatives at meetings App A1 r.18 Any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of members of any class of shares of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company and where a corporation is so represented, it shall be treated as being Present at any meeting in person.</p>	14.14	<p>Corporations or clearing houses acting by representatives at meetings App A1 r.18 Any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of members of any class of shares of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company and where a corporation is so represented, it shall be treated as being Present at any meeting in person.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
14.15	<p>App A1 r.19</p> <p>If a recognised clearing house (or its nominee(s)) is a member of the Company it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member of the Company holding the number and class of shares specified in such authorisation, including, the right to speak and where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.</p>	14.15	<p><u>Clearing houses acting by representatives at meetings</u></p> <p>App A1 r.19</p> <p>If a recognised clearing house (or its nominee(s)) is a member of the Company it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member of the Company holding the number and class of shares specified in such authorisation, including, the right to speak and where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
16.3	<p>Power of general meeting to increase or reduce the number of Directors</p> <p>The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Act, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.</p>	16.3	<p>Power of general meeting to increase or reduce the number of Directors</p> <p>The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the <u>Companies</u> Act, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
16.4	<p>Notice to be given when Person proposed for election</p> <p>No person other than a retiring Director shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election as a Director and also notice in writing signed by the person to be proposed of his willingness to be elected shall have been lodged with the Secretary during such period as may from time to time designed by the Company. Unless otherwise determined by the Directors and notified by the Company to the members of the Company, the period for lodgement of such notices shall be a seven-day period commencing on a day after the despatch of the notice of the meeting appointed for such election of Director(s). If the Directors should so determine and notify the members of the Company of a different period for lodgement of the such notices, such period shall in any event be a period of not less than seven days, commencing no earlier than the day after the despatch of the said notice of the meeting and ending no later than seven days prior to the date of such meeting.</p>	16.4	<p>Notice to be given when Person proposed for election</p> <p>No person other than a retiring Director shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless <u>during the period, which shall be at least seven days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the Secretary</u> notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election as a Director and also notice in writing signed by the person to be proposed of his willingness to be elected shall have been lodged with the Secretary during such period as may from time to time designed by the Company. Unless otherwise determined by the Directors and notified by the Company to the members of the Company, the period for lodgement of such notices shall be a seven-day period commencing on a day after the despatch of the notice of the meeting appointed for such election of Director(s). If the Directors should so determine and notify the members of the Company of a different period for lodgement of the such notices,</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
			such period shall in any event be a period of not less than seven days, commencing no earlier than the day after the despatch of the said notice of the meeting and ending no later than seven days prior to the date of such meeting.
16.5	<p>Register of Directors and notification of changes to Registrar</p> <p>The Company shall keep at its registered office a register of directors and officers containing their names and addresses and any other particulars required by the Act and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify the Registrar of Companies of the Cayman Islands any change that takes place in relation to such Directors as required by the Act.</p>	16.5	<p>Register of Directors and notification of changes to Registrar</p> <p>The Company shall keep at its registered office a register of directors and officers containing their names and addresses and any other particulars required by the <u>Companies Act</u> and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify the Registrar of Companies of the Cayman Islands any change that takes place in relation to such Directors as required by the <u>Companies Act</u>.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
16.6	<p>Power to remove Director by ordinary resolution App A1 r.4(3) The members of the Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provisions of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.</p>	16.6	<p>Power to remove Director by ordinary resolution App A1 r.4(3) The members of the Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provisions<u>provision</u> of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
17.2	<p>Removal of Managing Director, etc. Every Director appointed to an office under Article 17.1 hereof shall, without prejudice to any claim for damages that such Director may have against the Company or the Company may have against such Director for any breach of any contract of service between him and the Company, be liable to be dismissed or removed therefrom by the Board.</p>	17.2	<p>Removal of Managing Director, etc. Every Director appointed to an office under Article 17.1 hereof shall, without prejudice to any claim for damages that such Director may have against the Company or the Company may have against such Director for any breach of any contract of service between him and the Company, be liable to be dismissed or removed therefrom by the Board.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
18.1	<p>General powers of Company vested in Board Subject to any exercise by the Board of the powers conferred by Articles 19.1 to 19.3, the management of the business of the Company shall be vested in the Board which, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the Act expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Act and of these Articles and to any regulation from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.</p>	18.1	<p>General powers of Company vested in Board Subject to any exercise by the Board of the powers conferred by Articles 19.1 to 19.3, the management of the business of the Company shall be vested in the Board which, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the <u>Companies</u> Act expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the <u>Companies</u> Act and of these Articles and to any regulation from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
20.5	<p>Chairperson The Board may elect a chairperson of the Board and determine the period for which he is to hold office. The chairperson of the Board shall take the chair at every meeting of the Board,; but if no such chairperson is elected, or if at any meeting such chairperson is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.</p>	20.5	<p>Chairperson The Board may elect a chairperson of the Board<u>Chairman of its meetings</u> and determine the period for which he is to hold office.The chairperson of the Board shall take the chair at every meeting of the Board,; but if no such chairperson<u>Chairman</u> is elected, or if at any meeting such chairperson<u>Chairman</u> is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.</p>
21.1	<p>Appointment of Secretary The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board. Anything by the Act or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary appointed by the Board, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically in that behalf by the Board.</p>	21.1	<p>Appointment of Secretary The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board. Anything by the <u>Companies Act</u> or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary appointed by the Board, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically in that behalf by the Board.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
21.2	<p>Same person not to act in two capacities at once A provision of the Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.</p>	21.2	<p>Same person not to act in two capacities at once A provision of the <u>Companies Act</u> or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.</p>
22.3	<p>Cheques and banking arrangements All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, indorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine. The Company's banking accounts shall be kept with such banker or bankers as the Board shall from time to time determine.</p>	22.3	<p>Cheques and banking arrangements All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys<u>monies</u> paid to the Company shall be signed, drawn, accepted, indorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine. The Company's banking accounts shall be kept with such banker or bankers as the Board shall from time to time determine.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
23.1	<p>Power to capitalise</p> <p>The Company in general meeting may upon the recommendation of the Board by ordinary resolution resolve that it is desirable to capitalise all or any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or funds or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of dividend on any shares with a preferential right to dividend) and accordingly that such sums be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares, debentures or other securities of the Company to be allotted and distributed credited as fully paid up to and amongst such members in proportion aforesaid or partly in one way and partly in the other, and the Board shall give effect to such resolution, provided that a share premium account and a capital redemption reserve and any reserve or fund representing unrealised profits may, for the purposes of this Article, only be applied in paying up unissued</p>	23.1	<p>Power to capitalise</p> <p>The Company in general meeting may upon the recommendation of the Board by ordinary resolution resolve that it is desirable to capitalise all or any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or funds or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of dividend on any shares with a preferential right to dividend) and accordingly that such sums be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares, debentures or other securities of the Company to be allotted and distributed credited as fully paid up to and amongst such members in proportion aforesaid or partly in one way and partly in the other, and the Board shall give effect to such resolution, provided that a share premium account and a capital redemption reserve and any reserve or fund representing unrealised profits may, for the purposes of this Article, only be applied in paying up unissued</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
	shares to be issued to members of the Company as fully paid up shares or paying up calls or instalments due or payable on partly paid securities of the Company subject always to the provisions of the Act.		shares to be issued to members of the Company as fully paid up shares or paying up calls or instalments due or payable on partly paid securities of the Company subject always to the provisions of the <u>Companies Act</u> .
24.1	Power to declare dividends Subject to the Act and these Articles, the Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board.	24.1	Power to declare dividends Subject to the <u>Companies Act</u> and these Articles, the Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board.
24.15	Retention of dividends, etc. The Board may retain any dividends or other moneys payable on or in respect of a share upon which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	24.15	Retention of dividends, etc. The Board may retain any dividends or other moneys <u>moneys</u> payable on or in respect of a share upon which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

Article No.	Article Before Amendment	Article No.	Article After Amendment
24.19	<p>Dividend in specie</p> <p>The Board, with the sanction of the members in general meeting, may direct that any dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may disregard fractional entitlements, round the same up or down or provide that the same shall accrue to the benefit of the Company, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective. Where required, a contract shall be filed in accordance with the provisions of the Act and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend and such appointment shall be effective.</p>	24.19	<p>Dividend in specie</p> <p>The Board, with the sanction of the members in general meeting, may direct that any dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may disregard fractional entitlements, round the same up or down or provide that the same shall accrue to the benefit of the Company, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective. Where required, a contract shall be filed in accordance with the provisions of the <u>Companies</u> Act and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend and such appointment shall be effective.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
24.22	<p>Receipt for dividends by joint holders of share</p> <p>If two or more persons are registered as joint holders of any shares, any one of such persons may give effectual receipts for any dividends, interim and special dividends or bonuses and other moneys payable or rights or property distributable in respect of such shares.</p>	24.22	<p>Receipt for dividends by joint holders of share</p> <p>If two or more persons are registered as joint holders of any shares, any one of such persons may give effectual receipts for any dividends, interim and special dividends or bonuses and other moneys<u>monies</u> payable or rights or property distributable in respect of such shares.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
24.23	<p>Payment by post Unless otherwise directed by the Board, any dividend, interest or other sum payable in cash to a holder of shares may be paid by cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of the person whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall 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 the payment of any such cheque or warrant by the bank on which it is drawn shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.</p>	24.23	<p>Payment by postby wire transfer or post Unless otherwise directed by the Board, any dividend, interest or other sum payable in cash to a holder of shares may be paid by <u>wire transfer to the holder or by</u> cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of the person whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall 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 the payment of any such cheque or warrant by the bank on which it is drawn shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
24.24	The Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise its power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.	24.24	The Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise its power to cease sending <u>wire transfers or cheques</u> for dividend entitlements or dividend warrants after the first occasion on which such a <u>wire transfer, cheque</u> or warrant is returned undelivered.
27	Annual returns and filings The Board shall make the requisite annual returns and any other requisite filings in accordance with the Act.	27	Annual returns and filings The Board shall make the requisite annual returns and any other requisite filings in accordance with the <u>Companies Act</u> .
28.1	Accounts to be kept The Board shall cause to be kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions and otherwise in accordance with the Act.	28.1	Accounts to be kept The Board shall cause to be kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions and otherwise in accordance with the <u>Companies Act</u> .
28.2	Where accounts to be kept The books of account shall be kept at the Company's principal place of business in Hong Kong or, subject to the provisions of the Act, at such other place or places as the Board thinks fit and shall always be open to inspection by the Directors.	28.2	Where accounts to be kept The books of account shall be kept at the Company's principal place of business in Hong Kong or, subject to the provisions of the <u>Companies Act</u> , at such other place or places as the Board thinks fit and shall always be open to inspection by the Directors.

Article No.	Article Before Amendment	Article No.	Article After Amendment
28.3	<p>Inspection by members The Board shall from time to time determine whether, to what extent, at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to inspection by the members (other than officers of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the Act or any other relevant law or regulation or as authorised by the Board or by the Company in general meeting.</p>	28.3	<p>Inspection by members The Board shall from time to time determine whether, to what extent, at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to inspection by the members (other than officers of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the <u>Companies Act</u> or any other relevant law or regulation or as authorised by the Board or by the Company in general meeting.</p>
28.4	<p>Annual profit and loss account and balance sheet The Board shall cause to be prepared and to be laid before the members of the Company at every annual general meeting a profit and loss account for the period, in the case of the first account, since the incorporation of the Company and, in any other case, since the preceding account, together with a balance sheet as at the date to which the profit and loss account is made up and a Directors' report with respect to the profit or loss of the Company for the period covered by the profit and loss account and the state of the Company's affairs as at the end of such period, an Auditors' report on such accounts prepared pursuant to Article 29.1 and such other reports and accounts as may be required by law.</p>	28.4	<p>Annual profit and loss account and balance sheet The Board shall cause to be prepared and to be laid before the members of the Company at every annual general meeting a profit and loss account for the period, in the case of the first account, since the incorporation of the Company and, in any other case, since the preceding account, together with a balance sheet as at the date to which the profit and loss account is made up and a Directors' report with respect to the profit or loss of the Company for the period covered by the profit and loss account and the state of the Company's affairs as at the end of such period, an Auditors' report on such accounts prepared pursuant to Article 29.1 and such other reports and accounts as may be required by law.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
28.5	<p>Annual report of Directors and balance sheet to be sent to members etc.</p> <p>Copies of those documents to be laid before the members of the Company at an annual general meeting shall not less than 21 days before the date of the meeting be sent in the manner in which notices may be served by the Company as provided herein to every member of the Company and every holder of debentures of the Company, provided that the Company shall not be required to send copies of those documents to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.</p>	28.5	<p>Annual report of Directors and balance sheet to be sent to members etc.</p> <p>Copies of those documents to be laid before the members of the Company at an annual general meeting shall not less than 21 days before the date of the meeting be sent in the manner in which notices may be served by the Company as provided herein to every member of the Company and every holder of debentures of the Company, provided that the Company shall not be required to send copies of those documents to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
28.6	<p>To the extent permitted by and subject to due compliance with these Articles, the Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.</p>	28.6	<p>To the extent permitted by and subject to due compliance with these Articles, the <u>Companies Act</u> and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the <u>Companies Act</u>, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the <u>Companies Act</u> and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
29.2	<p>Appointment and remuneration of Auditors App A1 r.17 The Company shall at every annual general meeting by ordinary resolution appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed by ordinary resolution provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. If the office of Auditor becomes vacant by the resignation or death of the Auditor, or by the Auditor becoming incapable of acting by reason of illness or other disability, the Directors may fill the casual vacancy in the office of Auditor. The Auditor so appointed shall hold office until the next annual general meeting of the Company.</p>	29.2	<p>Appointment and remuneration of Auditors App A1 r.17 The Company shall at every annual general meeting by ordinary resolution appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed by ordinary resolution provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. If the office of Auditor becomes vacant by the resignation or death of the Auditor, or by the Auditor becoming incapable of acting by reason of illness or other disability, the Directors may <u>The Company may by ordinary resolution fill the any casual vacancy in the office of Auditor. The Auditor so appointed shall hold office until the next annual general meeting of the Company., but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed under this Article shall be fixed by the Company at the general meeting at which they are appointed by ordinary resolution.</u></p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
30.1	<p>Service of notices</p> <p>Except as otherwise provided in these Articles, any notice or document, including any Corporate Communication, may be served by the Company and any notices may be served by the Board on any member in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:</p> <ul style="list-style-type: none"> (a) personally by leaving it at the registered address of such member as appearing in the register; (b) by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register (which shall be sent by airmail where the notice or document is posted from one country to another); (c) by electronic means by transmitting it to any electronic address supplied by the member to the Company; (d) by placing it on the Company's Website and the Exchange's website; or (e) (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. <p>In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>	30.1	<p>Service of notices</p> <p>Except as otherwise provided in these Articles, any notice or document, including any <u>Corporate Communication and Actionable Corporate Communication</u>, may be served by the Company and any notices may be served by the Board on any member in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:</p> <ul style="list-style-type: none"> (a) personally by leaving it at the registered address of such member as appearing in the register; (b) by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register (which shall be sent by airmail where the notice or document is posted from one country to another); (c) by electronic means by transmitting it to any electronic <u>number or address or website</u> supplied by the member to the Company; (d) by placing it on the Company's Website and the Exchange's website; or (e) (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. <p>In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
30.4	<p>When notice is deemed to be served Any notice or document, including any Corporate Communication:</p> <p>(a) delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;</p> <p>(b) sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;</p>	30.4	<p>When notice is deemed to be served Any notice or document, including any Corporate Communication <u>and Actionable Corporate Communication</u>:</p> <p>(a) delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;</p> <p>(b) sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
	<p>(c) given by electronic means as provided herein shall be deemed to have been served and delivered on the day on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;</p> <p>(d) served by being placed on the Company's Website and the Exchange's website shall be deemed to be served on the day on which it first appears on the relevant website, or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations; and</p> <p>(e) served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</p>		<p>(c) given by electronic means as provided herein shall be deemed to have been served and delivered on the day <u>following that</u> on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;</p> <p>(d) served by being placed on the Company's Website and the Exchange's website shall be deemed to be served on<u>at the day on which it</u>time <u>the notice or document</u> first appears on the relevant<u>Company's Website</u> and the Exchange's website, or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations; and</p> <p>(e) served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
32.2	<p>distribute assets <i>in specie</i> following liquidation If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution of the Company and any other sanction required by the Act divide among the members <i>in specie</i> or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the Act, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.</p>	32.2	<p>distribute assets <i>in specie</i> following liquidation If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution of the Company and any other sanction required by the <u>Companies Act</u> divide among the members <i>in specie</i> or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the <u>Companies Act</u>, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
32.3	<p>Distribution of assets in liquidation</p> <p>If the Company shall be wound up, and the assets available for distribution amongst the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively. And If in a winding up the assets available for distribution amongst the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital paid up at the commencement of the winding up on the shares held by them respectively. This Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.</p>	32.3	<p>Distribution of assets in liquidation</p> <p>If the Company shall be wound up, and the assets available for distribution amongst the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively. And if in a winding up the assets available for distribution amongst the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital paid up at the commencement of the winding up on the shares held by them respectively. This Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
32.4	<p>Service of process</p> <p>In the event of a winding-up of the Company in Hong Kong, every member of the Company who is not for the time being in Hong Kong shall be bound, within 14 days after the passing of an effective resolution to wind up the Company voluntarily, or the making of an order for the winding-up of the Company, to serve notice in writing on the Company appointing some person resident in Hong Kong and stating that person's full name, address and occupation upon whom all summonses, notices, process, orders and judgments in relation to or under the winding-up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such member to appoint some such person, and service upon any such appointee, whether appointed by the member or the liquidator, shall be deemed to be good personal service on such member for all purposes, and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such member by advertisement as he shall deem appropriate or by a registered letter sent through the post and addressed to such member at his address as appearing in the register, and such notice shall be deemed to be service on the day following that on which the advertisement first appears or the letter is posted.</p>	32.4	<p>Service of process</p> <p>In the event of a winding-up of the Company in Hong Kong, every member of the Company who is not for the time being in Hong Kong shall be bound, within 14 days after the passing of an effective resolution to wind up the Company voluntarily, or the making of an order for the winding-up of the Company, to serve notice in writing on the Company appointing some person resident in Hong Kong and stating that person's full name, address and occupation upon whom all summonses, notices, process, orders and judgments in relation to or under the winding-up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such member to appoint some such person, and service upon any such appointee, whether appointed by the member or the liquidator, shall be deemed to be good personal service on such member for all purposes, and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such member by advertisement as he shall deem appropriate or by a registered letter sent through the post and addressed to such member at his address as appearing in the register, and such notice shall be deemed to be service on the day following that on which the advertisement first appears or the letter is posted.</p>

Article No.	Article Before Amendment	Article No.	Article After Amendment
34	<p>Financial year Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31st December in each year and, following the year of incorporation, shall begin on 1st January in each year.</p>	34	<p>Financial year Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31st December in each year and, following the year of incorporation, shall begin on 1st January in each year.</p>
35	<p>Subject to the Act, the Company may at any time and from time to time by special resolution alter or amend its Memorandum of Association and Articles of Association in whole or in part.</p>	35	<p><u>Amendment of Memorandum and Articles</u> Subject to the <u>Companies Act</u>, the Company may at any time and from time to time by special resolution alter or amend its<u>the</u> Memorandum of Association and these<u>the</u> Articles of Association in whole or in part.</p>

NOTICE OF 2026 ANNUAL GENERAL MEETING



CIFI Holdings (Group) Co. Ltd.

旭輝控股(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00884)

NOTICE OF 2026 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 annual general meeting (the “2026 AGM”) of **CIFI Holdings (Group) Co. Ltd.** (the “Company”) will be held at Contract Signing Room, 2/F., CIFI Center, Lane 1088, No. 39 Shenhong Road, Minhang District, Shanghai, PRC on Friday, 26 June 2026 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries (the “Group”), the report of the directors and the independent auditor’s report for the year ended 31 December 2025;
2.
 - (a) To re-elect Mr. ZHOU Changliang as executive director of the Company;
 - (b) To re-elect Mr. YANG Xin as executive director of the Company;
 - (c) To re-elect Mr. LI Yang as executive director of the Company;
 - (d) To re-elect Mr. ZENG Yang as non-executive director of the Company;
 - (e) To re-elect Ms. LIN Caiyi as independent non-executive director of the Company;
 - (f) To authorise the board of directors of the Company (the “Board”) to fix the remuneration of all directors of the Company (the “Directors”);
3. To re-appoint Prism Hong Kong Limited as auditor of the Company and to authorise the Board to fix the auditor’s remuneration;

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

“THAT:

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (the “Shares”) or securities convertible into Shares and to sell or transfer Shares repurchased and held by the Company in treasury (the “Treasury Shares”) and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares and/or carrying a right to acquire Treasury Shares) which would or might require the exercise of such powers be and are hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares and/or carrying a right to acquire Treasury Shares) which might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted and Treasury Shares to be sold or transferred or agreed conditionally or unconditionally to be sold or transferred, whether pursuant to an option or otherwise, by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company as at the date of this resolution carrying a right to subscribe for or purchase Shares or otherwise convertible into Shares and/or to acquire Treasury Shares; or (iii) the exercise of the subscription rights under the share option schemes of the Company; or (iv) any scrip dividend scheme or similar arrangement for the grant or issue of Shares or rights to acquire Shares, shall not exceed 20% of the total number of issued Shares (excluding any Treasury Shares) as at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the Shares into a smaller or larger number of Shares respectively after the passing of this resolution), and the said approval shall be adjusted accordingly;

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(d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company and any applicable laws;
 - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting;
- and

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

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, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on the Stock Exchange subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of issued Shares (excluding any treasury shares) as at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the Shares into a smaller or larger number of Shares respectively after the passing of this resolution), and the said approval shall be limited accordingly; and

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(c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company and any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

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

“**THAT** subject to the passing of ordinary resolution nos. 4 and 5 above, the general mandate granted to the Directors pursuant to ordinary resolution no. 4 be and is hereby extended by the addition to the total number of Shares which may be allotted and issued or agreed to be allotted and issued (including Treasury Shares which may be sold or transferred or agreed to be sold or transferred) by the Directors pursuant to such general mandate of a number representing the total number of Shares repurchased by the Company under the authority granted pursuant to ordinary resolution no. 5, provided that such extended number of Shares shall not exceed 10% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the said resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the Shares into a smaller or larger number of Shares respectively after the passing of this resolution).”

SPECIAL RESOLUTION

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

“**THAT:**

- (a) the proposed amendments (the “Proposed Amendments”) to the existing third amended and restated memorandum of association and articles of association of the Company (the “Existing Memorandum and Articles of Association”) as set forth in Appendix III to the circular of the Company dated 30 April 2026 be and are hereby approved;

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- (b) the fourth amended and restated memorandum of association and articles of association of the Company (the “New Memorandum and Articles of Association”), which contains all the Proposed Amendments, and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Memorandum of Articles of Association with immediate effect; and
- (c) any director or company secretary or registered office provider of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the adoption of the New Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By Order of the Board
CIFI Holdings (Group) Co. Ltd.
LIN Zhong
Chairman

Hong Kong, 30 April 2026

Notes:

- (a) The 2026 AGM will be held in the form of a physical meeting. A member is entitled to attend and vote at the 2026 AGM and is entitled to appoint one or more (if the member holds more than one Share) proxies to attend and vote on his behalf. A proxy need not be a member of the Company but must attend the 2026 AGM in person to represent the member.
- (b) Where there are joint holders of any Share(s), any one of such joint holders may vote at the 2026 AGM either in person or by proxy, in respect of such Share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the 2026 AGM in person or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
- (c) To be valid, a 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 that power of attorney or authority), must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the 2026 AGM (or at any adjournment thereof).
- (d) The register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026, both days inclusive, during which period no transfer of Shares will be effected. The record date is Tuesday, 23 June 2026. In order to determine the identity of members who are entitled to attend and vote at the 2026 AGM, all share transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 22 June 2026.

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- (e) With regard to ordinary resolutions in item no. 2 in this notice, details of the retiring Directors, namely Mr. ZHOU Changliang, Mr. YANG Xin, Mr. LI Yang, Mr. ZENG Yang and Ms. LIN Caiyi, who offer themselves for re-election as Directors, are set out in the Appendix II to the circular to shareholders of the Company dated 30 April 2026.
- (f) Pursuant to article 13.7 of the articles of association of the Company, all resolutions put to votes of shareholders of the Company at the general meeting shall be decided on a poll.