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

If you have sold or transferred all your shares in Tomson Group Limited, you should at once hand this circular together with the form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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Tomson Group

TOMSON GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 258)

Executive Directors:
Hsu Feng *(Chairman and Managing Director)*
Albert Tong *(Vice-Chairman)*
Tong Chi Kar Charles *(Vice-Chairman)*

Independent Non-Executive Directors:
Cheung Siu Ping, Oscar
Lee Chan Fai
Ng Chi Him

Registered office:
P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Principal Place of Business in the Hong Kong Special Administrative Region of the People's Republic of China:
Rooms 1501-2 and 1507-12
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111 Connaught Road Central
Hong Kong

12th May, 2026

To shareholders

Dear Sir/Madam

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION AND EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The board of directors of Tomson Group Limited (the "Company") (the "Board") proposes to amend the existing articles of association of the Company (the "Articles of Association") and to adopt a new set of Articles of Association, duly amended and restated in substitution for, and to the exclusion of, the existing Articles of Association. An extraordinary general meeting of the Company will be held as a physical meeting only at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 4th June, 2026 at 11:30 a.m. (or as soon thereafter as the annual general meeting of the Company convened at the same place and on the same day shall have been concluded or adjourned) (the "Extraordinary General Meeting"). This circular is issued for the purposes of providing you with details of a special resolution relating to the amendments to the existing Articles of Association and the adoption of the amended and restated Articles of Association to be proposed at the Extraordinary General Meeting and giving you the notice of the meeting.

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

The Board proposes to amend the existing Articles of Association as follows:

(a) to provide flexibility for the Company to convene and conduct general meetings wholly or partially by virtual means, and to allow shareholders of the Company (the "Shareholders") to attend, participate and vote at such meetings through the use of electronic facilities;

(b) to permit the Company to hold treasury shares (which shall have the meaning ascribed to it in the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"));

(c) to align with the requirements of the "Consultation Conclusions on Proposals to Further Expand the Paperless Listing Regime and Other Rule Amendments" and the amendments to the Listing Rules to facilitate the implementation of Uncertificated Securities Market published by the Stock Exchange on 24th January, 2025 and 30th March, 2026 respectively; and

(d) to make certain housekeeping amendments.

The proposed amendments to the existing Articles of Association and adoption of the amended and restated Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the Extraordinary General Meeting and, if approved, shall take effect upon the close of the Extraordinary General Meeting.

Details of the proposed amendments to the existing Articles of Association are set out in Appendix I to this circular. The Chinese translation of the proposed amendments to the existing Articles of Association is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws, Vincent T.K. Cheung, Yap & Co., have confirmed that the proposed amendments to the existing Articles of Association conform with the requirements of the Listing Rules and the legal advisers to the Company as to the laws of the Cayman Islands, Maples and Calder (Hong Kong) LLP, have confirmed that the proposed amendments to the existing Articles of Association are not inconsistent with the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the proposed amendments to the existing Articles of Association for a company listed on the Stock Exchange.

EXTRAORDINARY GENERAL MEETING

The notice convening the Extraordinary General Meeting is set out on pages 67 to 68 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 80 of the existing Articles of Association, all resolutions to be put to the vote at the Extraordinary General Meeting shall be decided by way of a poll save for resolutions related purely to procedural or administrative matters which may be voted on by a show of hands at the discretion of the chairman of the meeting. An announcement on the poll vote results will be made by the Company after the Extraordinary General Meeting.

A form of proxy for use at the Extraordinary General Meeting together with this circular are published on the Company's website (www.tomson.com.hk) (the "Company's website") and the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) (the "HKEXnews website"), and if you would like to receive their printed copies, please contact Tricor Investor Services Limited, the share registrar of the Company in the Hong Kong Special Administrative Region ("Hong Kong") of the People's Republic of China. Whether or not you are able to attend the Extraordinary General Meeting, please complete the form of proxy in accordance with the instructions printed thereon and return the same to the office of the Company in Hong Kong at Rooms 1507-12, 15th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong not later than 11:30 a.m. on Wednesday, 3rd June, 2026 (or not less than 24 hours before the time appointed for holding of the Extraordinary General Meeting or any adjournment of the Extraordinary General Meeting (as the case may be)). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting or any adjournment of the Extraordinary General Meeting (as the case may be) in person, if you so wish.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 29th May, 2026 to Thursday, 4th June, 2026, both days inclusive, for the purpose of determining the entitlements of the Shareholders to attend and vote at the Extraordinary General Meeting. During the said period, no transfer of shares of the Company will be effected.

In order to be eligible to attend and vote at the Extraordinary General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 28th May, 2026 for registration.

RECOMMENDATION

The Board considers that the proposal for the amendments to the existing Articles of Association and adoption of the amended and restated Articles of Association is in the best interests of the Company and the Shareholders and accordingly recommends all Shareholders vote in favour of the special resolution to be proposed at the Extraordinary General Meeting.

MEETING ARRANGEMENTS IN TIMES OF BAD WEATHER

In case where any of the Bad Weather Signal (as defined below) is in force in Hong Kong at any local time between 9:00 a.m. and 11:00 a.m. on the date of the Extraordinary General Meeting, the Extraordinary General Meeting will be adjourned. An announcement will be posted on the Company's website and the HKEXnews website to notify the Shareholders of the date, time and place of the adjourned meeting.

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

Bad Weather Signal shall mean a Tropical Cyclone Warning Signal No. 8 or above, a Black Rainstorm Warning Signal and/or "extreme conditions" as announced by the Government of Hong Kong.

Yours faithfully
For and on behalf of the Board of
TOMSON GROUP LIMITED
Hsu Feng
Chairman and Managing Director

The following are the proposed amendments to the existing Articles of Association. Unless otherwise specified, article numbers referred to herein are article numbers of the amended and restated Articles of Association proposed to be adopted by the Company at the Extraordinary General Meeting.

	Article Number	**Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")**
Interpretation.	2.	(a) The marginal notes to these Articles shall not affect the interpretation of these Articles, unless there be something in the subject or context inconsistent therewith:–
address.		**for the purposes of these Articles, "address" includes an electronic address unless the Act or the Listing Rules require a postal address;**
		……
ASR Code.		**"ASR Code" shall mean the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time and include any amendments thereof and any other codes or guidelines incorporated therewith, supplementary thereto or substituted therefor;**
		……
Bad Weather Signal.		**"Bad Weather Signal" shall mean a tropical cyclone warning signal No. 8 or above and/or a black rainstorm warning signal as issued by the Director of the Hong Kong Observatory, and/or "extreme conditions" as announced by the government of Hong Kong and shall have the meaning given to it in the Listing Rules as from time to time in effect;**
~~**black rainstorm warning**~~		~~**"black rainstorm warning" shall have the meaning given to it in the Interpretation and General Clauses Ordinance (Chapter 1 of the Laws of Hong Kong);**~~

Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Board.	**"Board" shall mean the board of Directors as constituted from time to time or as the context may require the majority of the Directors present and voting at a meeting of Directors at which a quorum is present;**
business day**(s)**.	"business day**(s)**" shall mean any day on which the Stock Exchange is open for business of dealing in securities. For the avoidance of doubt, where the Stock Exchange is closed for business of dealing in securities in Hong Kong on a day by reason of a **Bad Weather Signal** ~~**gale warning, black rainstorm warning**~~ or other similar event, such day shall for the purpose of any notice sent under these Articles be counted as a business day;
capital.	"capital" shall mean the share capital **of the Company** from time to time ~~**of the Company**~~;
Central Clearing and Settlement System.	**"Central Clearing and Settlement System" shall mean the central clearing and settlement system operated by Hong Kong Securities Clearing Company Limited;**
Chairman of the Board. **Vice-Chairman of the Board.**	"Chairman of the Board" **and "Vice-Chairman of the Board"** shall mean the person elected by the Directors to be chairman of the Board **and vice-chairman of the Board respectively** for such period and on such terms as the Directors think fit;
	……
clear day(s).	**"clear day(s)" shall mean in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;**

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Close Associate.		"Close Associate" shall have the meaning ascribed to it under the Listing Rules**, except that for the purposes of Article 107 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to "associate" in the Listing Rules**; ……
Director(s). ~~**Board.**~~		"Director(s)" ~~**or "Board"**~~ shall mean the Director(s) **as constituted** from time to time of the Company ~~**or (as the context may require) the majority of Directors present and voting at a meeting of Directors**~~;
dividend.		"dividend" shall include bonus **dividends and distributions permitted by the Act to be categorized as dividend**;
dollars. HK$.		"dollars" and "HK$" shall mean dollars ~~**legally current**~~ in **the lawful currency of** Hong Kong;
electronic.		**"electronic" shall have the meaning given to it in the Electronic Transactions Act and any amendment thereto or re-enactments thereof for the time being in the force and includes every other law incorporated therewith or substituted therefor;**
electronic communication.		"electronic communication" shall mean a communication sent**, transmitted, conveyed and received by wire, by radio, by optical means,** by electronic ~~**transmission**~~ **means or by other electron magnetic or virtual means** in any form through any information system. For the avoidance of doubt, Section 8 of the Electronic Transactions Act regarding delivery in the form of an electronic record shall not apply to any electronic communication to and from the Company;

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
electronic facilities.		references to "electronic facilities" include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise) by means of which all persons participating in the meeting are capable of hearing and being heard by each other **and all participants' right to speak and vote at the meeting are maintained**;
electronic meeting.		**"electronic meeting" shall mean a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members, their proxies and any other permitted participants (including, without limitation, the Chairman of General Meeting and any Directors) by means of electronic facilities;**
		……
~~**gale warning.**~~		~~**"gale warning" shall have the meaning given to it in the Interpretation and General Clauses Ordinance (Chapter 1 of the Laws of Hong Kong);**~~
		……
Meeting Location(s).		"Meeting Location(s)" shall have the meaning given to it in Article 76A(a)**, and for the avoidance of doubt shall include the Principal Meeting Place unless otherwise specified**;
		……

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Notice. notice.		**written notice unless otherwise specifically stated and as further defined in these Articles and, where the context so requires, shall include any other document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws and regulations, including the Listing Rules and/or the rules of the competent regulatory authority. For the avoidance of doubt, notice may be provided in physical or electronic form;**
		……
ordinary resolution.		"ordinary resolution" shall mean a resolution passed by a bare majority of the votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with Article 73 **and shall include a unanimous written resolution passed pursuant to Article 84A. In computing the majority on a poll regard shall be referred to the number of votes to which each member is entitled by these Articles**;
		……
recognised clearing house.		**"recognised clearing house" shall have the meaning ascribed thereto in Part I of Schedule 1 of the SFO and any amendments thereto or re-enactments thereof for the time being in force and that includes every other law incorporated therewith or substituted therefor;**
		……

Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
SFC.	**"SFC" shall mean the Securities and Futures Commission of Hong Kong;**
SFO.	**"SFO" shall mean the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong) as in force from time to time and any amendments thereto or re-enactment thereof for the time being in force and includes every other law or subsidiary legislation incorporated therewith or substituted therefor;**
	……
special resolution.	"special resolution" shall have the same meaning as in the Act save that the required majority shall be 75% of the votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with Article 73 **and shall include a unanimous written resolution passed pursuant to Article 84A. In computing the majority on a poll regard shall be referred to the number of votes to which each member is entitled by these Articles**;
	……
treasury shares.	**"treasury shares" shall mean Shares repurchased and held by the Company in treasury as authorised by the Act, the Listing Rules and all other applicable laws, rules or regulations which, for the purpose of these Articles, include Shares repurchased by the Company and held or deposited in Central Clearing and Settlement System for sale or transfer on the Stock Exchange. For all purposes under these Articles, Shares held by the Company as treasury shares shall not be regarded as being in issue. Unless otherwise provided by law or expressly stated in these Articles, treasury shares shall not carry voting rights, dividend rights, or any other rights or entitlements attached to issued Shares;**

Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
UNSRT System.	**"UNSRT System" 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;**
USM Rules.	**"USM Rules" shall mean the Securities and Futures (Uncertificated Securities Market) Rules (Cap.571AS of the Laws of Hong Kong) made under the SFO, as in force from time to time and any amendments thereto or re-enactments thereof for the time being in force and include every other rules or subsidiary legislation incorporated therewith or substituted therefor;**
	……
writing or printing.	"writing" or "printing" shall, unless the contrary intention appears, be construed as including **writing,** printing, lithography, photography**, type-writing** and **every** other modes of representing **or reproducing** words or figures in a visible **and non-transitory** form **or, to the extent permitted by and in accordance with the Act and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form,** and including without limitation where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and any requisite Members' election comply with any applicable laws, rules and/or regulations **and, only where used in connection with a notice served by the Company on Members or other persons entitled to receive notices hereunder, shall also include a record maintained in an electronic medium which is accessible in visible form so as to be useable for subsequent reference**;

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
document or notice.		**For Articles 165 to 171 of these Articles, references to a document (including, without limitation, a resolution in writing) being signed or executed shall include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other methods and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;**
meeting.		**references to a meeting (a) shall, where the context is appropriate, include a meeting that has been adjourned or postponed by the Board pursuant to Article 79; and (b) shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Act and these Articles, and the terms "attend", "participate", "attending", "participating", "attendance" and "participation" (and their grammatical deviations) shall be construed accordingly;**
a person's participation in the business of a general meeting.		**references to a person's participation in the business of a general meeting shall include, without limitation and as relevant, the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Act or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;**
		……

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
persons. Companies.		Words importing persons ~~**and the neuter**~~ shall include companies and corporations**, partnerships, firms, associations and bodies of persons whether corporate or not, and vice versa**; ……
How class rights of Shares may be modified.	6.	If at any time the share capital of the Company is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may be varied, if permitted under the Listing Rules, with the consent in writing of the holder(s) of three-fourths ~~**in nominal value**~~ **of the voting rights** of the issued Shares of that class **(excluding any Shares of that class held as treasury shares),** or with the sanction of a special resolution passed at a separate general meeting at which the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be one or more persons at least holding or representing by proxy one-third ~~**in nominal value**~~ **of the voting rights** of the issued Shares of that class **(excluding any Shares of that class held as treasury shares)** and that any holder of the Shares of that class **(excluding any Shares of that class held as treasury shares)** present in person or by proxy may demand a poll and that at any adjourned meeting or postponed meeting one or more holders of Shares of that class (whatever the number of Shares held by them **and excluding any Shares of that class held as treasury shares**) shall be a quorum.

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Company ~~**not to finance**~~ **may** purchase **and finance the purchase** of own Shares.	7.	The Company may give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of a security or otherwise, any financial assistance for the purpose of or in connection with a purchase **or other acquisition** made or to be made by any persons of any Shares ~~**except to the extent that such transactions are prohibited by the Act or the Listing Rules**~~ **and should the Company acquire its own Shares neither the Company nor the Board shall be required to select the Shares to be acquired rateably or in any other particular manner as between the holders of Shares of the same class or as between them and the holders of Shares 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 acquisition or financial assistance shall only be made or given in accordance with the Act, the Listing Rules and other applicable laws from time to time in force. Any Shares (including redeemable Shares) purchased by the Company may be cancelled or held as treasury shares (to the extent permitted under all applicable laws, rules and regulations) at the discretion of the Board upon such terms and subject to such conditions or approval required under applicable laws, rules and regulations. Subject to the Act and the Listing Rules, treasury shares may be disposed of by the Company on such terms and conditions as determined by the Board**.
Redemption.	9.	(a) Subject to the provisions of the Act and the Memorandum of Association**, the Listing Rules and/or any other rules and regulations of any competent regulatory authority, 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 ~~**are**~~ **may be**, or at the option of the Company or the holder are, **liable** to be redeemed on such terms and in such manner, including out of capital, as the ~~**Directors**~~ **Board** may deem fit.

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Repurchase.		(b) Subject to the provisions of the Act and the Memorandum of Association**, the Listing Rules and/or any other rules and regulations of any competent regulatory authority**, the Company may purchase its own Shares, including any redeemable Shares, provided that, to the extent required by the Act, the manner of purchase has first been authorized by the Company by ordinary resolution and may make payment therefor in any manner authorised by the Act, including out of capital.
Surrender of Shares.		**(c) The Board may accept the surrender for no consideration of any fully paid Share.**
		(d) Subject to the Act, the Listing Rules and/or the rules of any competent regulatory authority, the Company is further authorised to hold any repurchased, redeemed or surrendered Shares as treasury shares without the need for a separate resolution of the Board for each instance.
Purchase or redemption not to give rise to other purchases or redemptions.	10.	(a) ……
Certificates to be surrendered for cancellation.		(b) The holder of the Shares being purchased**, surrendered** or redeemed (except when the Shares are purchased or redeemed on the Stock Exchange) shall be bound to deliver up to the Company at the Office or at such other place as the Directors may ~~**appoint**~~ **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.

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Shares at the disposal of the Board.	11.	Subject to the provisions of the Act**, of the Memorandum of Association,** and of these Articles relating to new Shares, all unissued Shares **(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 on such terms as the Board shall in its absolute discretion think fit**~~, but so that no Shares shall be issued at a discount, except in accordance with the provisions of the Act~~**.
Share register.	14.	(a) The Directors shall cause to be kept at such place as they deem fit a register of 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**. (b) If the Directors consider it necessary or appropriate, the Company may establish and maintain a branch register or registers of members at such location or locations as the Directors think fit. **The principal register and the branch register(s) shall together be treated as the register of members for the purposes of these Articles. The Board may, in its absolute discretion, at any time transfer any Share on the principal register to any branch register(s) or any Share on any branch register(s) to the principal register or any other branch register(s).**

Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
	(c) Unless the Directors otherwise agree, no Shares on the register of members may be transferred to any branch register nor may Shares on any branch register be transferred to the register of members or any other branch register. ~~**All transfers and other documents of title must be lodged for registration, in the case of Shares on a branch register, at the relevant Registration Office and, in the case of Shares on the register of members, at the Office.**~~ **In the event of any such transfer, the Member requesting such transfer shall bear the cost of effecting the transfer unless the Directors determine otherwise.**
15.	(a) Except when the register of members is closed in accordance with Article 15(d), the register and any branch register shall during business hours be open to the inspection of any Member without charge **and by any other person on payment of such fee as may from time to time be permitted under the Listing Rules as the Board may determine for each inspection, at such place at which the register is kept. 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**.
	(b) The reference to business hours **in paragraph (a) of this Article** is subject to such reasonable restrictions as the Board may decide but so that not less than **two** ~~**2**~~ hours in each **business** day is to be allowed for inspections.

Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
	(c) Any Member may require a copy of the register, or any part thereof, on payment of HK$2, 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 **ten** ~~**10**~~ days commencing on the date next after the day on which the request is received by the Company.
Close of register of members.	(d) The register of members including any overseas or local or other branch register of members may, after a notice has been given, in accordance with the Listing Rules and any other requirements of the Stock Exchange, by publication of an announcement **or by other means (whether electronic means or otherwise)** in such manner as may be accepted by the Stock Exchange or by advertisement in a newspaper **to that effect**, be closed for inspection at such times or for such periods ~~**not exceeding in the whole thirty days in each year**~~ as the Board may **from time to time** determine ~~**or, with the approval of the Company in general meeting, not exceeding sixty days in the whole in any year and**~~ either generally or in respect of any class of Shares **provided that the register shall not be closed for more than thirty days in any year (such period may be extended in respect of any year as the Members may by ordinary resolution determine provided that, subject to the Listing Rules, such period shall not be extended for a further period or periods exceeding thirty days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of this Article with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give notice in accordance with the procedures set out in this Article**.

Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
	(e) 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 or postponement 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.
Share certificates. 16.	**~~Every person whose name is entered in the register as a Member in respect of any Shares of any one class shall, upon the issue or transfer thereof, be entitled, (i) in the case of any issue of Shares, to receive one certificate therefor without payment; and (ii) otherwise whether on transfer of Shares or if he so requests, on the issue of more than one certificate on the issue of Shares, to receive one or more certificates each for one or more of such Shares upon payment of such sum for every certificate (not exceeding such maximum amount as may from time to time be permitted under the rules prescribed by the Stock Exchange) as the Directors shall from time to time determine within:-~~**
	~~(a) in the case of an issue of Shares, one month after allotment (or such longer period as the terms of issue shall provide); or~~
	~~(b) in the case of a transfer of Shares, ten business days from lodgement of transfer (or such period as may from time to time be fixed under the rules prescribed by the Stock Exchange);~~

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
		Every person whose name is entered as a Member in the register shall be entitled to hold their Shares in uncertificated form through the UNSRT System, the Central Clearing and Settlement System or other system approved under the SFO and/or the USM Rules or otherwise approved by the SFC or the Stock 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 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.**
Share Certificate to be sealed.	17.	Every certificate**, if issued,** for Shares or debentures or representing any other form of security of the Company shall be issued under the common seal or any duplicate seal of the Company**, which shall only be affixed or imprinted to a share certificate with the authority of the Board**.
Every certificate to specify number of Shares.	18.	Every share certificate ~~**hereafter**~~**, if** issued**,** shall specify the number 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 Directors may from time to time prescribe. **Each share certificate shall relate to only one class of Shares.**

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Replacement of share certificates.	20.	If a share certificate is defaced, worn out, lost or destroyed, it may~~, subject to the Act,~~ be replaced on payment of such sum **as the Board may from time to time require** ~~(not exceeding such maximum amount as may from time to time be permitted under the rules prescribed by the Stock Exchange)~~ and on such terms and conditions (if any) as to evidence and indemnity and to the payment to the Company of such costs and out-of-pocket expenses ~~(as may from time to time be permitted under the rules prescribed by the Stock Exchange)~~ as the Directors shall from time to time determine, and where it is defaced or worn out, after delivery **up** of the old certificate to the Company **for cancellation. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company any exceptional costs and the reasonable out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity.**
Company's lien. Lien extends to dividends and bonuses.	21.	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 for payment 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 or not**. The Company's lien (if any) on a Share shall extend to all dividends and bonuses declared in respect thereof. ……

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Sale of Shares subject to lien.	22.	The Company may sell in such manner as the Directors think 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 fourteen 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 entitled **to the Shares** by reason of such holder's death ~~**or,**~~ **mental disorder,** bankruptcy ~~**to the Shares**~~ **or winding-up**.
Notice of call.	25.	**At least** ~~**Fourteen**~~ **fourteen** days' notice ~~**at least**~~ of any call shall be given specifying the time and place of payment and to whom such call shall be paid.
Copy of notice to be sent to Members.	26.	A copy of the notice referred to in Article 25 shall be sent to Members in the manner in which notices may be sent to Members by the Company as ~~**herein**~~ provided **in Article 165**.
Every Member liable to pay call at appointed time and place.	27.	Every Member upon whom a call is made shall pay the amount of every call so made on him to the person and at the time or times and place or places **and in such manner** as the Directors shall appoint.
~~**Notice of call.**~~	28.	~~**Notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the Members by notice to be given by such means as permitted under these Articles.**~~
Sums payable on allotment deemed a call.	35.	Any sum which by the terms of allotment of a Share is made payable upon allotment or at any fixed date, whether on account of the nominal value of the Share and/or by way of premium, shall for all purposes of these Articles be deemed to be a call duly made and

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	payable on the date fixed for payment, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture and the like, shall apply as if such sum had become payable by virtue of a call duly made and notified. **The Directors may on the issue of Shares differentiate between the allottees or holders as to the amount of calls to be paid and the time of payment.**
Form of transfer. 37.	**(a) Subject to these Articles,** ~~**All**~~ transfers of Shares may be effected by instrument in writing in the usual common form or in any standard form of transfer which the Directors may approve and may be under hand or otherwise as the Directors may think fit and accept. All instruments of transfer must be left at the Registration Office or at such other place as the Directors may appoint **and all such instruments of transfer shall be retained by the Company**.
	(b) Notwithstanding the provisions of sub-paragraph (a) above, for so long as any Shares are listed on the Stock Exchange, titles to such listed Shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules that are or shall be applicable to such listed Shares. The register of members in respect of the listed Shares (whether the register or a branch register) may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to such listed Shares. Subject to the Act and all applicable laws and regulations, including the SFO and the USM Rules, transfers of Shares may be effected in uncertificated form through the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Stock Exchange or the SFC.

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Execution of transfer.	38.	**(a) Subject to the Act and all applicable laws and regulations, including the SFO and the USM Rules, transfers of Shares may be effected in uncertificated form through the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Stock Exchange or the SFC, without the need for a written instrument of transfer. For certificated Shares, ~~The~~ the** instrument of transfer of any Share shall be executed by or on behalf of the transferor and transferee**; ~~and~~ 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~~ The** transferor shall be deemed to remain the holder of the Share until the name of the transferee is entered in the register in respect thereof. Nothing in these Articles shall preclude the Board from recognising a renunciation of allotment of any Share by the allottee in favour of some other person. **(b) Notwithstanding Articles 37 and 38(a), transfers of Share which are listed on the Stock Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules, the SFO and/or the USM Rules and which has been approved by the Board for such purpose.**

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Requirements as to transfer.	41.	The Directors may also decline to recognise any instrument of transfer unless:– (i) …… (ii) **where the transfer is effected by an instrument of transfer,** the instrument of transfer is **lodged with the Company** accompanied by the certificate **(if any)** ~~**of**~~ **for** the Shares to which it relates **(which shall upon registration of the transfer be cancelled)**, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; (iii) **where the transfer is effected by an instrument of transfer,** the instrument of transfer is in respect of only one class of Share; ~~**and**~~ (iv) **where the transfer is effected by an instrument of transfer,** the instrument of transfer is properly stamped (if necessary)**;** **(v) 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; and** **(vi) the Shares concerned are free of any lien in favour of the Company**.
No transfer to an infant etc.	42.	No transfer shall be made to an infant or to a person **in respect of whom an order has been made by any competent court or official on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs or under other legal disability** ~~**of unsound mind or under other legal disability**~~.

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Certificate of transfer.	43.	Upon every transfer of Shares the certificate **(if one has been issued)** held by the transferor shall be given up to be cancelled accordingly, and a new certificate shall**, upon request by the transferee and subject to the Board resolving to issue share certificates pursuant to Article 16,** be issued without charge 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**, subject to the Board resolving to issue share certificates pursuant to Article 16,** be issued to him**, upon request by the transferor and on payment by the transferor of such fee not exceeding the maximum amount as may from time to time be prescribed by the ASR Code or the Stock Exchange (as the case may be) to be payable or such lesser sum as the Board may from time to time require** ~~**without charge**~~. The Company shall also retain the **instrument(s) of** transfer.
Form of notice.	50.	The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which**, the place where, and the manner in which,** the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time **and at the place and in the manner** appointed, the Shares in respect of which the call was made will be liable to be forfeited. **The Board may accept a surrender of any Share liable to be forfeited hereunder and in such case, references in these Articles to forfeiture shall include surrender.**

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Arrears to be paid notwithstanding forfeiture.	53.	A person whose Shares have been forfeited shall cease to be a Member in respect of the forfeited Shares but shall, ~~**notwithstanding**~~ **nevertheless**, 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 Directors shall in their discretion so require) interest thereon from the date of forfeiture until payment at such rate not exceeding twenty per cent per annum as the Directors may prescribe, and the Directors may enforce the payment thereof if they think fit, and without any deduction or allowance for the value of the Shares, at the date of forfeiture, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the Shares. ……
Notice after forfeiture.	55.	When any Share shall have been forfeited, notice of the resolution shall be given to the Member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the register. **Notwithstanding the above, no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice as aforesaid.**
~~**Power to convert into stock.**~~	59.	~~**The Company may by ordinary resolution convert any paid up Shares into stock, and may from time to time by like resolution reconvert any stock into paid up Shares of any denomination.**~~
~~**Transfer of stock.**~~	60.	~~**The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations as and subject to which the Shares from which the stock arose might prior to conversion have been transferred or as near thereto as circumstances admit, but the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, but so that such minimum shall not exceed the nominal amount of the Shares from which the stock arose. No warrants to bearer shall be issued in respect of any stock.**~~

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
~~**Rights of stockholders.**~~	61.	~~**The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings, and other matters, as if they held the Shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company) shall be conferred by an amount of stock which would not, if existing in Shares, have conferred such privilege or advantage.**~~
~~**Interpretation.**~~	62.	~~**Such of the provisions of these presents as are applicable to paid up Shares shall apply to stock, and the words "Share" and "Shareholder" therein shall include "stock" and "stockholder".**~~
	63.	(a) The Company may from time to time by ordinary resolution:–
Consolidation and division of capital and sub-division and cancellation of Shares.		(i) consolidate and divide all or any of its share capital into Shares of **a** larger amount than its existing Shares, on any consolidation of fully paid Shares into Shares of **a** 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 consolidated Share or Shares rateably in accordance with their rights and interests or may be paid to the Company for the Company's benefit;

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		(ii) 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
		(iii) ……
When annual general meeting to be held.	70.	**The Company shall hold a general meeting as its** ~~**An**~~ annual general meeting ~~**of the Company shall be held in**~~ **for** each financial year and **shall specify the meeting as such in the notices calling it; and** such annual general meeting must be held within six months after the end of the Company's financial year ~~**(unless a longer period would not infringe the Listing Rules, if any)**~~. The annual general meeting shall be held at such time and place **(which, in the case of an electronic meeting or a hybrid meeting, includes a virtual place)** as the Directors shall appoint.
Form of general meeting.	71A.	**Subject to the requirements for convening physical meeting under Article 72,** ~~**All**~~ **all** general meetings (including any **annual general meeting, any extraordinary general meeting, any** adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Article 76A or as a hybrid meeting **or as an electronic meeting**, as may be determined by the Board in its absolute discretion.

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Convening of extraordinary general meeting.	72.	The Directors may, whenever they think fit, convene an extraordinary general meeting. ~~**General meetings shall also be convened on the written requisition of any one**~~ **One** or more Members holding**, as at the date of deposit of the requisition, Shares** in aggregate not less than one-tenth of the voting rights **(excluding any voting rights attached to any Shares held as treasury shares)**, on a one vote per Share basis, in the **issued** share capital of the Company **may also make a written requisition to convene an extraordinary general meeting and/or add resolutions to the agenda of a meeting. Such requisition shall be made in writing to the Board or the Secretary for the purpose requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition and** deposited at the head office in the relevant territories **or, in the event the Company ceases to have such a head office, the registered office of the Company,** specifying the objects of the meeting **and the resolution(s) to be added to the meeting agenda,** and signed by the requisitionists**.**~~**,**~~ ~~**and if**~~ **If** the Directors do not within twenty-one days from the date of deposit of the requisition proceed duly to convene the meeting **to be held within a further twenty-eight days**, the requisitionists themselves may convene a physical meeting at only one location which will be the Principal Meeting Place **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 requisitionists as a result of the failure of the Directors shall be reimbursed to ~~**them**~~ **the requisitionists** by the Company.

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Notice of meetings.	73.	Subject to such other minimum period as may be specified in the Listing Rules from time to time: (a) an annual general meeting shall be called by not less than twenty-one days' notice; ~~**(b) a meeting called for the passing of a special resolution shall be called by not less than twenty-one days' notice;**~~ and (**c**~~**b**~~) a meeting other than an annual general meeting ~~**or a meeting called for the passing of a special resolution**~~ shall be called by not less than fourteen days' notice. The notice should be in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall**:** (A) specify the time and date of the meeting~~,~~**;** (B) specify**, save for an electronic meeting,** the place of the meeting and if there are more than one Meeting Location as determined by the Board pursuant to Article 76A, the Principal Meeting Place~~,~~**;** (C) if the general meeting (including any such adjourned meeting or postponed meeting) is to be held in the form of a hybrid meeting **or an electronic meeting**, include a statement to that effect and specify details of the electronic facilities **to be utilized** for attendance and participation **by electronic means** at the meeting **(which electronic facilities may vary from time to time and from meeting to meeting as the Board may in its absolute discretion deem fit)** or where such details will be made available by the Company prior to the meeting~~,~~**;** and (D) in case of special business, particulars of the resolutions to be considered at the meeting **and the general nature of that business**~~,~~**.**

Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
	~~and~~ **The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting** shall be given ~~**in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company at general meeting to such persons as are,**~~ **to the Auditors and to all Members other than the Member,** under **the provisions of** these Articles **or the terms of issue of the Shares they hold**, **are not** entitled to receive such notices from the Company ~~**provided that, if permitted by the rules of the Stock Exchange, a meeting of the Company.**~~ ~~**notwithstanding**~~ **Notwithstanding** that ~~**it**~~ **a meeting of the Company** is called by shorter notice than that specified in this Article**, it shall** be deemed to have been duly called if it is **permitted by the Listing Rules and is** so agreed: (i) …… (ii) 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 ninety-five per cent in nominal value of the Shares giving that right **(excluding any voting rights attached to any Shares held as treasury shares)**. **The notice of any general meeting (including a postponed or reconvened meeting held pursuant to Article 76C) at which electronic facilities will be utilized (including any electronic meeting or hybrid meeting) shall specify the electronic facilities that will be utilized, including the procedures to be followed by any Member or other participant of the general meeting who wishes to utilize such electronic facilities for the purpose of attending, participating and voting at such meeting.**

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Quorum.	76.	~~**For all purposes the**~~ **The** quorum for **the transaction of the business of** a general meeting shall be three Members **present in person or by proxy,** or such lesser number as may from time to time constitute all the Members **of the Company so** present**, ~~in person or by proxy~~ provided always that if the Company has only one Member of record, the quorum shall be that one Member present in person or by proxy.** **For quorum purposes only, where a Member is a recognised clearing house (or its nominee(s)), two persons appointed by the recognised clearing house as its authorised representatives or proxies shall be deemed to constitute a quorum for all purposes of the meeting.** No business**,** other than the appointment of the Chairman of General Meeting**,** shall be transacted at any general meeting unless the requisite quorum **is ~~shall be~~** present at the commencement of the business. **Subject to Articles 76A and 76B, any Member or proxy attending and participating in a physical meeting, or an electronic meeting or a hybrid meeting by means of electronic facilities in accordance with the meeting notice is deemed to be present in person at the meeting and shall be counted in the quorum of the meeting.**

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Holding of meeting at one or more locations or as hybrid meeting.	76A.	(a) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by **specific mean(s) in addition to or in lieu of (as the case may be) physical attendance at the Principal Meeting Place, whether by** simultaneous attendance and participation by means of electronic facilities at such location or locations (the "Meeting Location(s)") **or otherwise** determined by the Board at its absolute discretion. Any Member or its proxy or representative in case of a corporation attending and participating in such way in **an electronic meeting or** a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting. (b) All general meetings are subject to the following**, and where appropriate, all references to a Member or Members in this paragraph shall include a proxy or proxies respectively**: (i) **Where a Member present in person or by proxy or representative in case of a corporation is attending a Meeting Location and/or in the case of a hybrid meeting,** the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;

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(ii) Member present in person or by proxy or representative in case of a corporation at a Meeting Location and/or participating in **an electronic meeting or** a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings shall be valid provided that the Chairman of General Meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations and Members **or proxies or representatives in case of a corporation** participating in **an electronic meeting or** a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;

(iii) ~~where~~ **Where** Members **or proxies or representatives in case of a corporation** attend a meeting by being present at one of the Meeting Locations and/or where Members **or proxies or representatives in case of a corporation** participate in **an electronic meeting or** a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of **an electronic meeting or** a hybrid meeting, the inability of one or more Members or proxies or representatives in case of a corporation to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed **thereat**, or any business conducted there**at** or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; ~~and~~

Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
	(iv) ~~if~~ **If** any of the Meeting Locations is ~~outside Hong Kong~~ **not in the same jurisdiction as the Principal Meeting Place** and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place~~.~~**; and in the case of an electronic meeting, the time for lodging instruments appointing proxies shall be as stated in the notice for the meeting; and**
	(v) All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 76C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.

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Communication facilities.	76B.	The Board and, at any general meeting, the Chairman of General Meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, and/or any Meeting Location(s) and/or participation and/or voting in **an electronic meeting or** a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as they shall in their absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not permitted to attend, in person (in the case of a Member being a corporation, by its duly authorised representative) or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations **or an electronic meeting or a hybrid meeting by means of electronic facilities**; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting. **Any Member or proxy attending and participating in such way (whether by attending and participating in a physical meeting, or an electronic meeting or a hybrid meeting by means of electronic facilities) is deemed to be present at and shall be counted in the quorum of the meeting.**
	76C.	If it appears to the Chairman of General Meeting that: (a) …… (b) in the case of **an electronic meeting or** a hybrid meeting, electronic facilities being made available by the Company have become inadequate **or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting and these Articles**; or

Article Number	**Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")**
	(c) ……
	(d) ……; **or**
	(e) it is not possible to secure the proper and orderly conduct of the meeting,
	then **in each case**, without prejudice to any other power which the Chairman of General Meeting may have under these Articles or at common law, the Chairman of General Meeting may, at his absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). ……
76E.	If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment **or postponement** of a meeting but before the adjourned meeting **or postponed meeting** is held (whether or not notice of the adjourned meeting **or postponed meeting** is required), the Board, in its absolute discretion, considers that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling the meeting, it may (a) postpone **or change** the meeting to another date and/or time and/or (b) change the place and/or the electronic facilities and/or ~~**form**~~ **mode** of the meeting (including, without limitation, a physical meeting**, an electronic meeting** or a hybrid meeting), without approval of the Members. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every notice calling a general meeting the circumstances in which such a postponement or change of the relevant general meeting may occur automatically without further notice, including without limitation where a **Bad Weather Signal** ~~**gale warning or black rainstorm warning**~~ or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:

Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
	(i) when either (1) a meeting is postponed **or changed**, or (2) there is a change in the place and/or electronic facilities and/or **mode** ~~**form**~~ of the meeting, the Company ~~**shall**~~ (A) **shall** endeavour to ~~**post**~~ **publish** a notice of such postponement or change on the Company's Website **and the Stock Exchange's website** as soon as reasonably practicable (provided that failure to ~~**post**~~ **publish** such a notice shall not affect the automatic postponement or automatic change of such meeting); ~~**and**~~ (B) **when only the mode of the meeting or electronic facilities specified in the notice is/are changed, shall notify the Members of the details of such change in such manner as the Board may determine; and (C) when a meeting is postponed or changed in accordance with this Article,** subject to and without prejudice to Article 79, unless already specified in the original notice of the meeting or included in the notice ~~**posted**~~ **published** on the Company's Website above, ~~**the Board**~~ shall fix the date, time, place ~~**(if applicable),**~~ **mode** and**/or** electronic facilities (~~**if**~~ **where** applicable) for the postponed or changed meeting **and shall notify the Members of such details in such manner as the Board may determine**, **and** specify the date and time by which **instruments appointing** proxies shall be submitted in order to be valid at such postponed or changed meeting (provided that any **instrument appointing** proxy submitted for the original meeting shall continue to be valid for the postponed or changed meeting unless revoked or replaced by a new **instrument appointing** proxy), and shall give the Members reasonable notice (given the circumstances) of such details in such manner as the Board may determine; and

Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
	(ii) **only the business set out in the notice of the original meeting shall be transacted at the reconvened meeting,** notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the Members.
	76F. All persons seeking to attend and participate in **an electronic meeting or** a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. ……
When if quorum not present meeting to be dissolved and when to be adjourned.	77. **Subject to Article 76C, ~~If~~ if** within half an hour 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 **(or if it is not a business day, to the next business day)** and at such time and (where applicable) such place(s) and in such **mode ~~form~~** and manner referred to in Article 73 as shall be decided by the Directors, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present in person shall be a quorum and may transact the business for which the meeting was called.

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Chairman of General Meeting.	78.	The Chairman of the Board (if any) shall preside as Chairman of General Meeting at every general meeting. If there is no such Chairman of the Board or, if at any general meeting such Chairman of the Board shall not be physically present within five minutes after the time appointed for holding such meeting or if he declines to act as Chairman of General Meeting or under his authorization, a Vice-Chairman of the Board (if any) shall preside as Chairman of General Meeting at every general meeting. If there is no such Chairman of the Board or Vice-Chairman **of the Board**, or if neither of them is physically present within five minutes after the time appointed for holding the meeting, or if all of them decline to act as Chairman of General Meeting, the Directors present shall choose one of their number to act, or if only one Director is present he shall preside as Chairman of General Meeting if willing to act. ……
Power to adjourn **or postpone** general meeting, business of adjourned meeting **or postponed meeting**.	79.	Subject to Article 76A, the Chairman of General Meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn **or postpone** any meeting from time to time (or indefinitely) and/or from place**(s)** to place(s) and/or from one **mode** ~~**form**~~ **(a physical meeting, an electronic meeting or a hybrid meeting)** to another ~~**(a physical meeting or a hybrid meeting)**~~ as the meeting shall determine. Whenever a meeting is adjourned **or postponed** for fourteen days or more, at least seven clear days' notice, specifying the details as set out in Article 73 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 **or postponed meeting**. Save as aforesaid, no Member shall be entitled to any notice of an adjournment or **postponement** of the business to be transacted at any adjourned meeting **or postponed meeting**. No business shall be transacted at any adjourned meeting **or postponed meeting** other than the business which might have been transacted at the meeting from which the adjournment **or adjournment** took place.

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Method of voting.	80.	At any general meeting a resolution put to the vote of the meeting shall be decided by way of a poll save that the Chairman of General Meeting may, in good faith, decide to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands **in which case every Member present in person or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a recognised clearing house (or its nominees), each such proxy shall have one vote on a show of hands**. For the purposes of ~~**these Articles**~~ **this Article**, procedural and administrative matters are those that: (i) are not on the notice of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the duties of the Chairman of General Meeting to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views **or such other matters as may be set out in the Listing Rules from time to time. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the Chairman of General Meeting may determine**. ……

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Poll.	81.	A poll shall (subject as provided in Article 82) be taken in such manner (including the use of ballot or voting papers or tickets) and **by such means (electronic or otherwise)** at such time (not being more than thirty days from the date of the meeting or adjourned meeting or postponed meeting at which the resolution put to the vote of the meeting) and (where applicable) such place(s) and in such **mode** ~~**form**~~ and manner, as the Chairman of General Meeting directs. No notice need be given of a poll not taken immediately **unless the Chairman of General Meeting determined otherwise**. The result of the poll**, whether or not declared by the Chairman of General Meeting or any adjourned meeting or postponed meeting thereof,** shall be deemed to be the resolution of the meeting **at which the poll was required or demanded**. **The poll results, as recorded in the scrutineer's certificate and signed by the scrutineer, shall be the conclusive evidence of such resolution of the meeting without proof. The demand for a poll may be withdrawn, with the consent of the Chairman of General Meeting, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is earlier.**
Chairman to have casting vote.	83.	In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of General Meeting shall be entitled to a second or casting vote. **In the case of any dispute as to the admission or rejection of any vote the Chairman of General Meeting shall determine the same, and such determination shall be final and conclusive.**
Written resolutions.	**84A.**	**A resolution in writing (in one or more counterparts), including a special resolution, signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly appointed representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign.**

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Right to speak and vote.	~~**84A**~~**84B**.	All Members **who is present in person or by proxy** shall have the right to (i) speak at a general meeting; and (ii) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.
Votes of Members.	85.	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares or pursuant to the Listing Rules, at any general meeting: (a) on a show of hands every Member who**~~, in the case of an individual,~~** is present in person **~~or, in the case of a corporation, is present by a representative duly authorised pursuant to Article 96~~** shall have one vote; and (b) on a poll every Member present in person or by proxy **~~or, in the case of a corporation, is present by a duly authorised representative~~** shall have one vote for every fully-paid Share of which he is the holder and have for every partly-paid Share of which he is the holder the fraction of one vote equal to the proportion which the nominal amount due and paid up thereon bears to the nominal value of the Share but no amount paid or credited as paid up on a Share in advance of calls or instalments shall be treated for the purposes of these Articles as paid up on the Share. **Notwithstanding anything contained in these Articles, 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.** On a poll a Member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Votes in respect of deceased and bankrupt Members.	86.	Any person entitled under Article 46 to be registered as a Shareholder may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such Shares, provided that at least **forty-eight** ~~**48**~~ hours before the time of the holding of the meeting or adjourned meeting or postponed meeting (as the case may be) at which he proposed to vote **or, in the case of a poll taken subsequent to the date of a meeting or adjourned meeting or postponed meeting, not less than forty-eight hours before the time appointed for the taking of the poll**, he shall satisfy the Directors of his right to be registered as the holder of such Shares or the Directors shall have previously admitted his right to vote at such meeting in respect thereof.
Votes of ~~**Joint**~~ **joint** holders.	87.	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 at any meeting personally or by proxy, that **the vote of** one of the said persons so present whose name stands first on the register in respect of such Share shall ~~**alone be entitled to vote in respect thereof**~~ **be accepted to the exclusion of the votes of the other joint holder(s)**. 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.

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Votes of Member of unsound mind.	88.	A Member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may on a poll vote by proxy **and may otherwise act and be treated as if he were the registered holder of such Shares for the purposes of general meetings, provided that at least forty-eight hours before the time of the holding of the meeting or adjourned meeting or postponed meeting (as the case may be) at which such person proposed to vote or, in the case of a poll taken subsequent to the date of a meeting or adjourned meeting or postponed meeting, not less than forty-eight hours before the time appointed for the taking of the poll, he shall provide such evidence as the Board may request and satisfy the Board of the authority of such person or the Board shall have previously admitted his right to vote at such meeting in respect thereof**.
Qualification for voting.	89.	(a) ……
		(b) **Subject to Article 89(c),** ~~**No**~~ **no** objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting or postponed meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of General Meeting, whose decision shall be final and conclusive.
Counting of votes.		(c) ……

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Proxies.	90.	Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy or by a duly authorised representative in the case of a corporation. A proxy need not be a Member. A Member may appoint more than one proxy to attend on the same occasion **provided that if more than one person is so authorised, the instrument of proxy shall (for Member not being a recognized clearing house) state which proxy is entitled to vote on a show of hands and shall specify the number and class of Shares in respect of which each such person is so authorised to exercise the related votes and the total number of such Shares shall not be more than the shareholding of such member**.

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Appointment of proxy must be deposited.	92.	**(a) The Company may, at its absolute discretion, provide or designate from time to time an electronic address for the receipt of any document or information relating to proxies for a general meeting (including but not limited to any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information relating to proxies as aforementioned may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation to the foregoing, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any condition on the transmission of and its receipt of such electronic communications including but not limited to imposing any security or encryption arrangement as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.**

Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
	(b) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place as is specified in **or by way of a note to or in any document accompanying** the notice ~~**of**~~ **convening the** meeting or **in any notice of any adjournment or postponement or, in either case,** in the instrument of proxy issued by the Company**, or if the Company has provided an electronic address in accordance with Article 92(a), shall be received at the electronic address so specified,** not less than ~~**twenty-four**~~ **forty-eight** hours (or such longer period as the Directors may decide but not more than the maximum limit as may from time to time be permitted by the Act) before the time for holding the meeting or adjourned meeting **or postponed meeting** (as the case may be) at which the person named in such instrument proposes to vote, **or, in the case of a poll taken subsequent to the date of a meeting or adjourned meeting or postponed meeting, not less than forty-eight hours before the time appointed for the taking of the poll,** and in default the instrument of proxy shall not be treated as valid **and the appointee under such instrument of proxy shall not be entitled to vote in respect of the Shares in question, provided always that (i) the Chairman of General Meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of written confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company; and (ii) the Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Articles has not been received in accordance with the requirements of these Articles**. No instrument appointing a proxy shall be

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
		valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting **or postponed meeting** in cases where the meeting was originally held within twelve months from such date. **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.**
Form of proxy.	93.	Every instrument of proxy, whether for a specified meeting or otherwise, shall be in such form as the Directors may from time to time approve provided that, in any event, such form shall include a provision whereby the Shareholder may, if he so elects, indicate whether his proxy is directed to vote for or against **(or in default of instructions or in the event of conflicting instructions, to exercise his discretion in respect of)** the resolution in question.
Authority under instrument appointing proxy.	94.	The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority to demand or join in demanding a poll and to vote on any **resolution (including any** amendment ~~**of**~~ **to** a resolution) put to the meeting for which it is given as the proxy thinks fit; and (ii) unless the contrary is stated therein, be valid as well for any adjournment or postponement of the meeting as for the meeting to which it relates**, provided that the meeting was originally held within twelve months from such date**.

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
When vote by proxy valid though authority revoked.	95.	A vote given **or a poll demanded by a proxy** in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the Share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its registered office, or at such other place as is referred to in Article 92, at least two hours before the commencement of the meeting or adjourned meeting or postponed meeting **or, in the case of a poll taken subsequent to the date of a meeting or adjourned meeting or postponed meeting, at least two hours before the time appointed for the taking of the poll** at which the **instrument appointing** proxy is used.
Corporation acting by representatives at meetings.	96.	(i) Any corporation which is a Member 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 any class of Members 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 **as** if it were an individual Member **and where a corporation is so represented, it shall be treated as being present at any meeting in person**; and

Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
	(ii) Where a recognised clearing house **~~(within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or any legislation in Hong Kong substituted therefor from time to time)~~** or its nominee(s) is a holder of any securities of any one class of the Company, it may authorise such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any general meetings of the Company or any meetings of any class of holders of any securities of the Company, as the case may be, provided that, if more than one person is so authorised, the **instrument appointing proxy(ies) or** authorisation **~~or proxy form~~** must specify the number and class of securities of the Company 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, notarized authorisation and/or further evidence for substantiating the facts that it is duly authorised and will be entitled to exercise the same **rights and** power**s specified in such authorisation** on behalf of the recognised clearing house or its nominee(s) as that clearing house or its nominee(s) could exercise **as** if it were an individual holder of any securities of the Company **holding the number and class of Shares specified in such instruments appointing proxy(ies) or authorisation, including the right to speak and vote individually on a show of hands or on a poll, notwithstanding any contrary provision contained in these Articles**.

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Alternate Directors.	100.	(a) ……
		(b) The appointment of an alternate Director shall determine on the happening of any event which, were he a Director, would cause him to vacate such office or if his appointor ceases to be a Director**, but for the avoidance of doubt, such alternate Director or any other person may be re-appointed or appointed by the said Director to serve as an alternate Director, and provided always that, if at any meeting any Director retires but is re-elected at the same meeting, any appointment of alternate Director by such Director pursuant to this Article 100 which was in force immediately before his retirement shall remain in force as if he had not retired**.

Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
	(c) An alternate Director shall ~~**(except when absent from the relevant territories),**~~ be entitled to receive notices of meetings of the Directors **(or meetings of a committee of the Board to whom his appointor is a member)** and shall be entitled to attend and vote as a Director **and be counted in the quorum** at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a Director and for the purpose of the proceedings at such meeting as alternate for more than one Director his voting rights shall be cumulative. **Every person acting as an alternate Director shall have one vote for each Director for whom he acts as an alternate (in addition to his own vote if he is also a Director). If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative and he needs not use all his votes or cast all the votes he uses in the same way.** If his appointor is for the time being ~~**absent from Hong Kong or otherwise**~~ not available or unable to act, his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. To such extent as the Directors may from time to time determine in relation to any committee of the Directors, the foregoing provisions of this paragraph shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member. An alternate Director shall not~~**, save as aforesaid,**~~ have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles**, save as aforesaid and insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed as the alternate, in which case he shall be responsible to the Company for his acts and defaults**.
	(d) ……

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
General powers of Company vested in Directors.	112.	(a) ……
		(b) ……
		(c) **For so long as the Shares of the Company are listed on the Stock Exchange, except as would be permitted by the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) if the Company were a company incorporated in Hong Kong, and except as permitted under the Act,** ~~**The**~~ **the** Company shall not, directly or indirectly:–
		(i) make a loan to a director of the Company or of any holding company of the Company **or to any of their respective Close Associates**;
		(ii) enter into any guarantee or provide any security in connection with a loan made by any person to ~~**such**~~ a director **or of any holding company of the Company or to any of their respective Close Associates**;
		(iii) if any one or more of the directors of the Company hold (jointly or severally ~~**or,**~~ directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company; ……
Rotation and retirement of Directors.	116.	At each annual general meeting one-third of the Directors for the time being or, if their number is not three or a multiple of three, then the nearest number to but not more than one-third shall retire from office by rotation provided that every Director**, including those appointed for a specific term,** shall be subject to retirement by rotation at least once every three years. ……

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Meetings of Directors Quorum, etc.	123.	The Directors may meet **(by any means as the Board may deem fit)** together for the despatch of business, adjourn **or postpone** and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined three Directors shall be a quorum. For the purposes of this Article an alternate Director shall be counted in a quorum but, notwithstanding that an alternate Director is an alternate for more than one Director, he shall for quorum purposes count as only one Director. ~~**Any Director or any committee member of the Board may participate in a meeting of the Board or such committee by means of electronic facilities**~~ **A meeting of the Board or any committee of the Board may be held by means of a telephone or tele-conferencing or electronic facilities or any other telecommunications facility, communication equipment or electronic means provided that all participants are thereby able to communicate contemporaneously by voice with all other participants and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. For the avoidance of doubt, all business transacted at a meeting of the Board or a committee of the Board conducted in accordance with this Article is for the purposes of these Articles deemed to be validly and effectively transacted at a meeting of the Board or a committee of the Board although the participating Directors or alternate Directors are not physically present at the same place**.
Convening of Board Meeting.	124.	A Director may, and on request of a Director, the Secretary shall, at any time summon a meeting of the Board. Notice thereof shall be given to each Director either in writing or **orally (whether in person or** by telephone**)** or ~~**telegram or telex or**~~ **by electronic mail,** facsimile **or other electronic means at the address or telephone number, or facsimile number** ~~**transmission or by transmitting it as an electronic communication to the address (and in the case of an electronic communication, an electronic address)**~~ from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine.

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
How questions to be decided.	125.	**Subject to Article 107,** ~~**Questions**~~ **questions** arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the Chairman of Board Meeting shall have a second or casting vote.
Proceedings of committee.	130.	The meetings and proceedings of any such committee of the Board consisting of not less than two members **of such committee** shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors unless otherwise determined by the Board from time to time.
When acts of Directors or committee to be valid notwithstanding defects.	131.	All acts bona fide done by any meeting of the Directors or by a committee ~~**of Directors**~~ **appointed pursuant to these Articles** or by any person acting as a Director shall, notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of such Director**, such member** or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Directors' resolutions.	133.	**Unless otherwise required by the Listing Rules,** ~~**A**~~ **a** resolution in writing signed by each and every one of the Directors for the time being in the relevant territories (or their respective alternates pursuant to Article 100(a))**, except such Director(s) as are absent from Hong Kong or are temporarily unable to act through ill-health or disability, and except all the alternate Directors (if applicable) whose appointors are temporarily unable to act as aforesaid,** shall, provided that such Directors (or their respective alternates) would **be sufficient to** constitute a quorum **necessary for a** ~~**at any**~~ meeting of the Board convened to consider the resolution **and further provided that a copy of such resolution has been given or the contents thereof have been communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Articles**, be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. The content of such resolution shall be communicated to all of the Directors for the time being entitled to receive notices of meetings of the Directors in the same manner as notices of meetings are required to be given under these Articles, but the failure to provide such summary of content to any Director shall not invalidate the resolution. A resolution signed by a Director (or his alternate) and transmitted to the Company by ~~**telecopier or other facsimile equipment or as an**~~ **any means (including by means of** electronic communication**)** shall be deemed to be a document signed by him for the purpose of this Article~~**. A telegram or telex message sent by a, which shall be as valid and effective as if it were bearing the handwritten signature of the**~~ Director (or his alternate) ~~**to the Company shall be deemed to be a document signed by him for the purposes of this Article**~~.

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Power to declare dividends.	144.	(a) **Subject to the Act and these Articles,** ~~**The**~~ **the** Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board. (b) ……
Dividend in specie.	152.	Whenever the Directors or the Company in general meeting have resolved that a dividend be paid or declared on the share capital of the Company, the Directors may (and in case of a dividend resolved to be paid or declared by the Company in general meeting, under the authorization of the Members) resolve that such 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 for securities of the Company or any other company, or in any one or more of such ways, **with or without offering any rights to Members to elect to receive such dividend in cash,** and where any difficulty arises in regard to the distribution the Directors may settle the same as they think expedient, and in particular may issue fractional certificates, disregard fractional entitlements or round the same up or down **or provide that the same shall accrue to the benefit of the Company rather than to the Members concerned**, 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 Directors 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 **and binding on the Members**. **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**

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
		effective and binding on the Members. The Board may resolve that no such assets shall be made available to the Members with registered addresses in any particular territory or territories where, in the absence of a registration statement or other special formalities, such distribution of assets would or might, in the opinion of the Board, be unlawful or impracticable and in such event the only entitlement of the Members aforesaid shall be to receive cash payments as aforesaid. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.
Payment by **wire transfer or by** post.	155.	Unless otherwise directed by the Directors, any dividend or bonus may be paid by **wire transfer to the holder or 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 that one whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. ……
Unclaimed dividend.	156.	All dividends or bonuses unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof. All dividends or bonuses unclaimed for six years after having been declared may be forfeited by the Directors and shall revert to the Company **and after such forfeiture no Member or other person shall have any right to or claim in respect of such dividends or bonuses**.

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Annual financial statements.	161.	(a) ……
Relevant financial documents or summary financial report to be delivered to Members.		(b) (i) …… (ii) …… (iii) **~~Where a Member or debenture holder of the Company has~~** **The requirement to send to a person referred to in Article 161(a) the documents referred thereto or a summary financial report in accordance with Article 161(b)(ii) shall be deemed satisfied where**, in accordance with the Act and any rules prescribed by the Stock Exchange from time to time, **~~consented to treat the publication of the relevant financial documents and/or the summary financial report on the Company's Website~~** **the Company publishes copies of the documents referred to in Article 161(a) and, if applicable, a summary financial report complying with Article 161(b)(ii), on the Company's Website and the Stock Exchange's website or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner** as discharging the Company's obligations **~~under the Act~~** to send **to him** a copy of **~~the relevant financial~~** **such** documents **~~and/or the summary financial report, then subject to compliance with the publication and notification requirements of the Act and any rules prescribed by the Stock Exchange from time to time, publication by the Company on the Company's Website of the relevant financial documents and/or the summary financial report at least twenty-one days before the date of the meeting shall, in relation to each such Member or debenture holder of the Company, be deemed to discharge the Company's obligations under paragraph (ii) above~~**. (iv) ……

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Appointment of Auditors.	162A.	(a) The Company shall at each annual general meeting or at a subsequent extraordinary general meeting by ordinary resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such director, officer or employee shall not be appointed Auditors 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**~~ **the** Board may fill ~~**any**~~ **the** casual vacancy in the office of Auditors~~**, but while any such vacancy continues the surviving or continuing Auditors (if any) may act**~~. The remuneration of any Auditors appointed by the Board under this Article to fill any casual vacancy may be fixed by the Directors. Subject to Article 162A(b), any Auditors **so** appointed by the Directors to fill any casual vacancy shall hold office until the next annual general meeting of the Company ~~**and shall then be subject to the appointment by the Members**~~. (b) ……
Service of notice.	165.	Any notice or document to be given or issued under these Articles shall be in writing (which may or may not be in a transitory form and may be recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible and legible form (including an electronic communication and publication on a computer network) whether having physical substance or not) and may be served or delivered by the Company by any of the following means subject to and to such extent permitted by and in accordance with the Act, the Listing Rules and any applicable laws, rules and regulations:

Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
	(a) **by serving it** personally **at the registered address of such Member as appearing in the register**; or
	(b) by sending it through the post in a properly prepaid letter, envelope or wrapper addressed to a Member or a debenture holder at his registered address as appearing in the register of members or debenture holders (as the case may be)**, or in the case of other entitled person, to such address as that other person may provide to the Company for such purpose (in each case, shall be sent by airmail where the notice or document is posted from one country to another)**; or
	(c) ……
	(d) by advertisement in ~~**an English language newspaper and a Chinese language newspaper in Hong Kong**~~ **the manner specified** in ~~**accordance with**~~ the Listing Rules; or
	(e) **to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means** by transmitting it ~~**as an electronic communication to the entitled person at such**~~ **to any** electronic **number or** address **or website** as ~~**he**~~ **the entitled person** may have provided **to the Company**; or
	(f) by publishing it on the Company's Website **and the Stock Exchange's website**.
When notice deemed to be served.	167. Any notice or document ~~**(including any "corporate communication" within the meaning ascribed thereto in the Listing Rules)**~~ given or issued by or on behalf of the Company:
	(a) ……
	(b) ……

Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
	(c) if published by way of **~~a newspaper~~** 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)** **~~date on which it is advertised in one English language newspaper and one Chinese language newspaper in Hong Kong~~**;
	(d) if sent as an electronic communication, shall be deemed to have been served **and delivered on the day following that 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** **~~at the time when the notice or document is transmitted electronically in any form through any information system provided that no notification that the electronic communication has not reached its recipient has been received by the sender, except that any failure in transmission beyond the sender's control shall not invalidate the effectiveness of the notice or document being served~~**; and
	(e) if published on the Company's Website **and/or the Stock Exchange's website**, shall be deemed to have been served on the day on which the notice **~~or,~~** document **or publication** is published on the Company's Website **and/or the Stock Exchange's website**.

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Service of notice or document in respect ~~of deceased~~ **on death, mental disorder or bankruptcy of** Members.	171.	**A notice may be given by the Company to the person or persons entitled to a Share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred** ~~**Any notice or document served in accordance with Article 167 shall, in respect of any Member or debenture holder who is deceased, be deemed to have been duly served on his legal personal representatives, whether or not the Company has notice of his death**~~.
Dividend entitlements etc., of untraceable Members.	174.	(a) Without prejudice to the rights of the Company under paragraph (b) of this Article, the Company may cease sending cheques for dividend entitlements or dividend warrants by post if dividend cheques or warrants have been left uncashed for two consecutive occasions. However, the Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such ~~**a**~~ **wire transfer,** cheque or warrant is returned undelivered. (b) ……
Indemnity.	180.	(a) …… (b) **Subject to the Act,** ~~**If**~~ **if** any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.

Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
	(c) Subject to the Act and as authorised by the Memorandum of Association, the Company may purchase and maintain for any officer of the Company (i) insurance against any liability to the Company, an associated company or any other party in respect of any negligence, default, breach of duty or breach of trust (save for fraud) of which he may be guilty in relation to the Company or an associated company; and (ii) insurance against any liability incurred by him in defending any proceedings, whether civil or criminal, taken against him for any negligence, default, breach of duty or breach of trust (including fraud) of which he may be guilty in relation to the Company or an associated company. In this Article 180(c), "associated company" in relation to the Company means any company that is the Company's subsidiary or holding company or a subsidiary of the Company's holding company.
Fiscal Year.	181. **~~The Fiscal Year of the Company shall be prescribed by the Directors and may, from time to time, be changed by them~~ Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31 December in each year and shall begin on 1 January in each year**.



Tomson Group

TOMSON GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 258)

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of Tomson Group Limited (the "Company") will be held as a physical meeting only at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 4th June, 2026 at 11:30 a.m. (or as soon thereafter as the annual general meeting of the Company convened at the same place and on the same day shall have been concluded or adjourned) for the purpose of considering and, if thought fit, pass (with or without modification) the following resolution as a **special resolution**:

"**THAT**

(a) the proposed amendments to the existing articles of association of the Company (the "Proposed Amendments"), the details of which are set out in Appendix I to the circular of the Company dated 12th May, 2026 in respect of this Meeting and form part of the notice convening this Meeting, be and are hereby approved;

(b) the amended and restated articles of association of the Company incorporating all the Proposed Amendments (the "New Articles of Association") (a copy of which has been produced to this Meeting marked "A" and initialed by the chairman of this Meeting for identification purpose) be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect upon the close of this Meeting; and

(c) any one Director or company secretary of the Company be and is hereby authorised to do all such things and take all such actions as he/she may consider necessary or desirable for the purpose of giving effect to the Proposed Amendments and the adoption of the New Articles of Association, including but not limited to attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.".

By Order of the Board of
TOMSON GROUP LIMITED
Lee Yuen Han
Company Secretary

Hong Kong, 12th May, 2026

Notes:

1. In order to determine the eligibility to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Friday, 29th May, 2026 to Thursday, 4th June, 2026, both days inclusive. In order to be eligible to attend and vote at the Extraordinary General Meeting, all transfers documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in the Hong Kong Special Administrative Region ("Hong Kong") of the People's Republic of China, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 28th May, 2026 for registration.

2. A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company but must attend the Extraordinary General Meeting in person to represent the member.

3. In order for it to be valid, the completed form of proxy, accompanied by a power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the office of the Company in Hong Kong at Rooms 1507-12, 15th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong not later than 11:30 a.m. on Wednesday, 3rd June, 2026 (or not less than 24 hours before the time appointed for holding of the Extraordinary General Meeting or any adjournment of that meeting, as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting or any adjournment of that meeting (as the case may be) in person, if you so wish, and in such event, the form of proxy will be deemed to be revoked.

4. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a poll, every member (no matter present in person or by proxy or (being a corporation) by a duly authorised representative) shall have one vote for every fully-paid share of which he is the holder.

5. In the case of joint holders of a 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 are present at any meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share will be accepted to the exclusion of the votes of the other joint holder(s).

6. A circular of the Company dated 12th May, 2026 regarding the Proposed Amendments is published on the Company's website (www.tomson.com.hk) and the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) together with this notice.

7. The articles of association of the Company are written in English and the Chinese version of the Proposed Amendments is a translation for reference only. Should there be any discrepancies, the English version will prevail.

8. Please pay attention to the meeting arrangements in times of bad weather stated in the circular of the Company dated 12th May, 2026.