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

If you have sold or transferred all your shares in Radiance Holdings (Group) Company Limited, you should at once hand this circular, together with the enclosed proxy form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Radiance Holdings (Group) Company Limited

金輝控股(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9993)

**(I) PROPOSED GRANTING OF GENERAL MANDATES
TO BUY BACK SHARES AND TO ISSUE SHARES;
(II) PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS;
(III) ADOPTION OF THE AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION;
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING**

Unless the context otherwise requires, capitalized terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A notice convening the AGM of Radiance Holdings (Group) Company Limited to be held at Room 2303A, 23/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 26 June 2026 at 11:00 a.m. is set out on pages 53 to 58 of this circular. A proxy form for use at the AGM is also enclosed and published on the Stock Exchange’s website at www.hkexnews.hk and on the Company’s website at www.radiance.com.cn.

Shareholders who intend to appoint a proxy to attend the AGM shall complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 11:00 a.m. on Wednesday, 24 June 2026) or the adjourned meeting (as the case may be). Completion and return of the proxy form shall not preclude Shareholders from attending and voting in person at the AGM or at any adjournment thereof if they so wish.

References to time and dates in this circular are to Hong Kong time and dates.

4 June 2026

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	4
1. Introduction	4
2. Proposed Granting of General Mandate to Buy Back Shares	5
3. Proposed Granting of General Mandate to Issue Shares	5
4. Proposed Re-election and Election of Directors	6
5. Adoption of the Amended and Restated Memorandum and Articles of Association	8
6. Annual General Meeting and Proxy Arrangement	9
7. Recommendation	9
Appendix I – Explanatory Statement on the Share Buy-Back Mandate	10
Appendix II – Details of the Directors Proposed to be Re-elected and Elected at the Annual General Meeting	15
Appendix III – Proposed Amendments to the Existing Memorandum and Articles of Association	19
Notice of Annual General Meeting	53

DEFINITIONS

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

“Amended and Restated Memorandum and Articles of Association”	the fourth amended and restated memorandum of association and articles of association of the Company, incorporating the Proposed Amendments set out in Appendix III to this circular proposed to be approved by the Shareholders by way of a special resolution at the Annual General Meeting
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be convened and held at Room 2303A, 23/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 26 June 2026 at 11:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the Annual General Meeting which is set out on pages 53 to 58 of this circular, or any adjournment thereof
“Articles of Association”	the memorandum and articles of association of the Company as amended from time to time
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Radiance Holdings (Group) Company Limited (金輝控股(集團)有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Existing Memorandum and Articles of Association”	the existing third amended and restated memorandum of association and articles of association of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

DEFINITIONS

“HKSCC”	Hong Kong Securities Clearing Company Limited including, where the context so requires, its agents, nominees, representatives, officers and employees
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares of the Company) of not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of the proposed ordinary resolution
“Latest Practicable Date”	1 June 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Proposed Amendments”	has the same meaning ascribed to it under the section headed “Letter from the Board – 5. Adoption of the Amended and Restated Memorandum and Articles of Association” in this circular
“Prospectus”	the prospectus of the Company dated 16 October 2020 being issued in connection with the listing of the Shares on the Main Board of the Stock Exchange on 29 October 2020
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

DEFINITIONS

“Shares(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares with a total number of Shares of not exceeding 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the proposed ordinary resolution
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers contained in the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong as amended from time to time
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	percent

LETTER FROM THE BOARD



Radiance Holdings (Group) Company Limited **金輝控股(集團)有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9993)

Executive Directors:

LAM Ting Keung (*Chairman*)
LAM Yu
WU Yankun

Independent Non-executive Directors:

ZHANG Huaqiao
TSE Yat Hong
CHUNG Chong Sun

Registered Office:

PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Principal Place of Business and

Headquarters in the PRC:

42/F, Radiance Plaza
Qiyang Road, Wangjing
Chaoyang District, Beijing
PRC

*Principal Place of Business
in Hong Kong:*

Room 2303A, 23/F,
China Resources Building,
26 Harbour Road, Wanchai,
Hong Kong

4 June 2026

To the Shareholders

Dear Sir or Madam,

**(I) PROPOSED GRANTING OF GENERAL MANDATES
TO BUY BACK SHARES AND TO ISSUE SHARES;
(II) PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS;
(III) ADOPTION OF THE AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION;
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of certain resolutions to be proposed at the Annual General Meeting to be convened and held on Friday, 26 June 2026. A notice convening the Annual General Meeting is set out on pages 53 to 58 of this circular.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company convened and held on 27 June 2025, a general unconditional mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting.

An ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange or any other stock exchange on which the securities of the Company may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, with a total number of Shares of not exceeding 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 53 to 58 of this circular.

Assuming no further Shares are issued or bought back prior to the Annual General Meeting and based on the issued share capital of the Company of 4,045,227,000 Shares as at the Latest Practicable Date and the Company has no treasury shares, the Directors would be allowed to buy back a maximum of 404,522,700 Shares under the Share Buy-back Mandate. The Share Buy-back Mandate will expire upon whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

As at the Latest Practicable Date, the Directors have no immediate plan to buy back any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required to be sent to the Shareholders pursuant to the Listing Rules containing requisite information reasonably necessary for the Shareholders to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

In addition, at the annual general meeting of the Company convened and held on 27 June 2025, a general unconditional mandate was also granted to the Directors to allot, issue and deal with additional Shares and/or to resell treasury shares of the Company (if applicable). Such mandate will lapse at the conclusion of the Annual General Meeting.

LETTER FROM THE BOARD

An ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issue Mandate to the Directors to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares of the Company) of not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 53 to 58 of this circular. An ordinary resolution to extend the Issue Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting as contained in item 6 of the notice of the Annual General Meeting.

Assuming no further Shares are issued or bought back prior to the Annual General Meeting and based on the issued share capital of the Company of 4,045,227,000 Shares as at the Latest Practicable Date and the Company does not have any treasury shares, and, the Directors would be allowed to allot and issue new Shares (including any sale or transfer of treasury shares of the Company) involving a maximum of 809,045,400 Shares the Issue Mandate. The Issue Mandate will expire upon whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

As at the Latest Practicable Date, the Directors have no immediate plan to allot and issue any additional Shares pursuant to the Issue Mandate.

4. PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS

The Board currently comprises six Directors, of which three are executive Directors, namely Mr. Lam Ting Keung, Mr. Lam Yu and Ms. Wu Yankun; and three are independent non-executive Directors, namely Mr. Zhang Huaqiao, Mr. Tse Yat Hong and Mr. Chung Chong Sun.

In accordance with Article 16.17 of the Articles of Association, Mr. Lam Yu, an executive Director, and Mr. Chung Chong Sun, an independent non-executive Director, shall retire by rotation at the Annual General Meeting. Mr. Lam Yu, being eligible, has offered himself for re-election at the Annual General Meeting. Mr. Chung Chong Sun has informed the Company that he will not seek re-election at the Annual General Meeting due to his desire to devote more time to his personal commitments, and will retire as an independent non-executive Director with effect from the conclusion of the Annual General Meeting. Mr. Chung Chong Sun confirmed that he has no disagreement with the Board and there are no matters relating to his retirement that need to be brought to the attention of the Shareholders and the Stock Exchange.

LETTER FROM THE BOARD

Further, with the recommendation of the Nomination Committee, the Board has resolved on 29 May 2026 to propose the election of Mr. Zhou Xiaohui as an executive Director and Dr. Shen Houcai as an independent non-executive Director by the Shareholders at the Annual General Meeting.

Dr. Shen Houcai was recommended by the Board as a candidate for an independent non-executive Director in accordance with the Company's nomination policy. In considering the proposed election of Dr. Shen as an independent non-executive Director, the Nomination Committee has reviewed the Board's current composition, skills mix and diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, industry and length of service), and has taken into account Dr. Shen's academic background, professional qualifications, extensive experience and his ability to provide independent judgement. The Nomination Committee considers that Dr. Shen has the reputation and integrity to act as a Director of the Company, and possesses necessary experience and professional knowledge to bring objective and independent judgement and valuable contributions to the Board. In particular, Dr. Shen possesses substantial expertise in operations management, supply chain optimisation, pricing and revenue management and systems engineering, which will enable him to provide independent professional advice to the Group in respect of its business development, risk management, internal control and strategic decision-making, and contribute to the diversity of the Board through his distinguished academic background and his perspective gained from extensive research and teaching experience.

Dr. Shen has confirmed that (i) he has satisfied all the factors for independence as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence. The Nomination Committee considers Dr. Shen to be independent having regard to the independence guidelines set out in Rule 3.13 of the Listing Rules.

Having reviewed the Board's composition, the respective qualifications, skills and experience, time commitment and contribution of each of Mr. Lam Yu, Mr. Zhou Xiaohui and Dr. Shen Houcai with reference to the Company's nomination policy and the board diversity policy, and the independence of Dr. Shen Houcai, the Nomination Committee has recommended to the Board on the re-election of Mr. Lam Yu as an executive Director, the election of Mr. Zhou Xiaohui as an executive Director, and the election of Dr. Shen Houcai as an independent non-executive Director.

Taking into consideration the recommendation of the Nomination Committee, the Board is of the view that Mr. Lam Yu, Mr. Zhou Xiaohui and Dr. Shen Houcai will bring diverse views, valuable insights and professionalism to the Board. Accordingly, the Board has recommended the re-election of Mr. Lam Yu as an executive Director, the election of Mr. Zhou Xiaohui as an executive Director, and the election of Dr. Shen Houcai as an independent non-executive Director at the Annual General Meeting.

LETTER FROM THE BOARD

Biographical details of the Directors proposed to be re-elected and elected at the Annual General Meeting are set out in Appendix II to this circular.

5. ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 31 March 2026.

The Board proposed to amend the Existing Memorandum and Articles of Association to, among others, reflect the Stock Exchange's proposals and related rule amendments concerning (a) the introduction of a treasury shares regime; (b) the further expansion of the paperless listing regime and other rule amendments (including the use of electronic means for the giving and receipt of shareholder instructions); and (c) the implementation of an uncertificated securities market, by adopting the necessary enabling and consequential provisions (the "**Proposed Amendments**").

The Board proposed to effect the Proposed Amendments by way of adoption of the Amended and Restated Memorandum and Articles of Association in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association.

The full text of the proposed Amended and Restated Memorandum and Articles of Association (marked-up against the Existing Memorandum and Articles of Association) is set out in Appendix III to this circular. The Amended and Restated Memorandum and Articles of Association is prepared and written in English. The Chinese translation of the Amended and Restated Memorandum and Articles of Association is for reference only. In case of any discrepancy between the English version and its Chinese translation, the English version shall prevail.

The adoption of the Amended and Restated Memorandum and Articles of Association to incorporate the Proposed Amendments is subject to the approval of the Shareholders by way of a special resolution to be proposed at the Annual General Meeting. Prior to the passing of such special resolution at the Annual General Meeting, the Existing Memorandum and Articles of Association shall remain valid.

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

LETTER FROM THE BOARD

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 53 to 58 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A proxy form for use at the Annual General Meeting is enclosed with this circular and is also published on the Stock Exchange's website at www.hkexnews.hk and on the Company's website at www.radiance.com.cn. To be valid, the proxy form must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 11:00 a.m. on Wednesday, 24 June 2026) or the adjourned meeting (as the case may be). Completion and delivery of the proxy form will not preclude Shareholders from attending and voting at the Annual General Meeting or at any adjournment thereof if they so wish.

7. RECOMMENDATION

The Directors consider that the proposed granting of the Share Buy-back Mandate and the Issue Mandate, and the proposed re-election of Directors and election of new Directors, and the proposed adoption of the Amended and Restated Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Radiance Holdings (Group) Company Limited
Lam Ting Keung
Chairman

This appendix serves an explanatory statement required to be sent to the Shareholders pursuant to the Listing Rules containing requisite information reasonably necessary for the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,045,227,000 Shares and the Company did not have any treasury shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that no further Shares are issued or bought back or cancelled following the Latest Practicable Date and up to the date of the Annual General Meeting, exercise in full of the Share Buy-back Mandate could accordingly result in up to 404,522,700 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares) as at the date of the Annual General Meeting, being bought back by the Company during the period from the passing of the Share Buy-back Mandate at the Annual General Meeting up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the passing of an ordinary resolution by Shareholders in a general meeting of the Company revoking or varying the Share Buy-back Mandate, whichever occurs first.

2. REASONS FOR SHARE BUY-BACKS

The Directors believe that the Share Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole and would provide the Directors with flexibility to buy back Shares if and when appropriate. When exercising the Share Buy-back Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the buy-backs, resolve to cancel the Shares bought back following settlement of any such buy-back or hold them as treasury shares. Shares bought back for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share. On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles of Association, and the laws of the Cayman Islands, Share buy-backs will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders as a whole.

3. FUNDING OF SHARE BUY-BACKS

In buying back Shares, the Company may only apply funds legally available for such buy-backs in accordance with its Articles of Association, the laws of the Cayman Islands, the Listing Rules and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE BUY-BACKS

There might be a material adverse effect on the working capital or gearing position of the Group, as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2025, in the event that the Share Buy-back Mandate is exercised in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or its gearing levels.

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the buy-back of its own shares by a company is unlawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the shares so bought back may (i) be treated by the Company as cancelled; or (ii) be held by the Company as treasury shares, and in each case the aggregate amount of authorised share capital would not be reduced.

For any treasury shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement appropriate interim measures, which include (without limitation), (i) procuring its broker not to give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS; (ii) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the relevant record date for the dividends or distributions; and (iii) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

5. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

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

6. TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

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

To the best knowledge of the Directors, as at the Latest Practicable Date, Glowing Shine Limited was interested in 3,400,000,000 Shares, representing approximately 84.05% of the issued share capital of the Company. Glowing Shine Limited is wholly owned by Radiance Group Holdings Limited, which in turn is owned as to 64.97% by Mr. Lam Ting Keung, the chairman of the Company and an executive Director, and 35.03% by Ms. Lam Fung Ying, the spouse of Mr. Lam Ting Keung. By virtue of the SFO, each of Mr. Lam Ting Keung, Ms. Lam Fung Ying and Radiance Group Holdings Limited is deemed to be interested in the Shares held by Glowing Shine Limited.

In the event that the Directors exercise the proposed Share Buy-back Mandate in full, and assuming that (i) there is no change in the number of the issued Shares after the Latest Practicable Date; (ii) the total number of issued Shares held by Mr. Lam Ting Keung and Ms. Lam Fung Ying remains unchanged; and (iii) the Company does not have any treasury shares, the aggregate shareholding of Mr. Lam Ting Keung and Ms. Lam Fung Ying, through Radiance Group Holdings Limited and Glowing Shine Limited, would be increased to approximately 93.39% of the issued share capital of the Company.

To the best knowledge of the Directors, such increase in shareholding of Mr. Lam Ting Keung and Ms. Lam Fung Ying would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not intend to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any buy-back of Shares pursuant to the Share Buy-back Mandate.

As disclosed in the Prospectus and the announcement of the Company dated 20 November 2020, the Stock Exchange has granted the Company a waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules, pursuant to which the minimum percentage of the Shares from time to time held by the public shall be 15.95% of the total issued share capital of the Company (excluding treasury shares) after the exercise of the Over-allotment Option (as defined in the Prospectus). The Directors do not intend to exercise the Share Buy-back Mandate to such extent as would result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage as approved by the Stock Exchange.

7. BUY-BACKS OF SHARES MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company did not buy back any of the Shares (whether on the Stock Exchange or otherwise).

8. SHARE PRICES

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

	Share prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
May	4.11	2.57
June	4.64	2.31
July	3.20	2.76
August	3.11	2.62
September	3.30	2.55
October	2.97	2.35
November	2.84	2.19
December	2.26	1.82
2026		
January	2.32	1.66
February	1.85	1.60
March	1.97	1.33
April	1.46	1.04
May	5.26	0.85
June (up to and including the Latest Practicable Date)	1.76	1.57

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AND ELECTED AT THE ANNUAL GENERAL MEETING

The following are details of the Directors proposed to be re-elected and elected at the Annual General Meeting.

Mr. Lam Yu (林宇), aged 36, was appointed as our Director on 17 October 2019 and was re-designated as our executive Director on 16 March 2020. Mr. Lam Yu is also an executive president of our Group and is primarily responsible for the management of Marketing Investment Management Centre of our Group. He joined our Group in March 2011 as a director of Yancheng Jinhui Juye and had been a director of our various subsidiaries.

Mr. Lam Yu participated in the Advanced Seminar for Chief Executive Officers on Real Estate Development and Investment and Finance at Tsinghua University (清華大學房地產開發與投融資總裁高級研修班) from May 2010 to March 2011.

Mr. Lam Yu is the son of Mr. Lam Ting Keung, our executive Director.

Save as disclosed above, Mr. Lam Yu (i) does not hold any other positions with the Company and other members of the Group; (ii) has not held any directorships or taken any major appointment in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years; (iii) has no relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any interests in any Shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Mr. Lam Yu has entered into a service contract with the Company for a fixed term of three years starting from 29 October 2023 and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Lam Yu will not receive any remuneration pursuant to the service contract. Mr. Lam Yu is entitled to receive a discretionary bonus to be determined by the Board with reference to his duties and responsibilities as well as the prevailing market conditions.

Save for the information disclosed above, Mr. Lam Yu confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters in relation to his standing for re-election as Director that need to be brought to the attention of the Shareholders.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AND ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Zhou Xiaohui (周曉輝), aged 42, joined the Group in March 2023 and has successively served as general manager of the capital management centre of the Group, chief financial officer of the Fujian regional company, and chief financial officer of the Xi'an company. Currently, Mr. Zhou Xiaohui is primarily responsible for the financial and capital management matters of the Group.

Mr. Zhou Xiaohui has over 17 years of experience in financial markets, financial management, financial investment, derivatives trading and risk and internal control management. Prior to joining the Group, Mr. Zhou Xiaohui served as a branch manager at Bank of China from 2009 to 2015, a department general manager at China Minsheng Banking Corp., Ltd. Asset Management Company from 2015 to 2018, and a deputy general manager of the finance centre at Guangzhou KWG Holdings Group Company Limited from 2018 to 2023.

Mr. Zhou Xiaohui obtained a Bachelor's degree in Mathematics from Shandong University in 2006 and a Master's degree in Management from Nanjing University in 2009. Mr. Zhou Xiaohui has also obtained the practising qualification from the Asset Management Association of China (Securities and Fund Investment) and is a certified Senior Risk Manager.

Save as disclosed above, Mr. Zhou Xiaohui (i) does not hold any other positions with the Company and other members of the Group; (ii) has not held any directorships or taken any major appointment in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years; (iii) has no relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any interests in any Shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Zhou Xiaohui has not entered into any service agreement with the Company. Upon approval of his appointment at the AGM, Mr. Zhou Xiaohui will enter into a service agreement with the Company in relation to his appointment as an executive Director for an initial fixed term of three years commencing from the date of approval at the AGM and will be subject to retirement by rotation and re-election in accordance with the Articles of Association.

Save for the information disclosed above Mr. Zhou Xiaohui confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters in relation to his standing for election as Director that need to be brought to the attention of the Shareholders.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AND ELECTED AT THE ANNUAL GENERAL MEETING

Dr. Shen Houcai (沈厚才), aged 62, has been a professor at the School of Engineering Management, Nanjing University since October 2005. Prior to that, Dr. Shen Houcai served as an associate professor at the School of Economics and Management, Southeast University from October 1998 to January 2001, and an associate professor at the School of Engineering Management, Nanjing University from January 2001 to October 2005. His primary research interests include supply chain management, pricing and revenue management, operations system optimisation, and retail and service operations management. Dr. Shen Houcai currently serves as vice chairman of the Jiangsu Operations Research Society, visiting professor at the School of Business, Macau University of Science and Technology, area editor of the journal *Industrial Engineering*, associate editor of the international journal *Modern Supply Chain Research and Applications*, committee member of the Operations Management Committee of the Chinese Association for Management Modernisation, and a member of INFORMS and POMS.

Dr. Shen Houcai served as an independent non-executive director of Suning.com Co., Ltd. (stock code: 002024.SZ, listed on the Main Board of the Shenzhen Stock Exchange) from December 2013 to December 2019. He has served as an independent director of Focusight Technology (Jiangsu) Co., Ltd. (unlisted) since 2021, an independent director of Nanjing Local Railway Co., Ltd. (unlisted, wholly state-owned enterprise) since 2022, and an independent non-executive director of Guilin Ximai Food Co., Ltd. (stock code: 002956.SZ, listed on the Main Board of the Shenzhen Stock Exchange) since May 2023.

Dr. Shen Houcai obtained a Bachelor of Science degree in Mathematics from Nanjing University in 1986, a Master's degree in Automatic Control Theory and Applications from Southeast University in 1989, and a Doctoral degree in Automatic Control Theory and Applications from Southeast University in 1995.

Dr. Shen Houcai has over 30 years of academic research and professional experience in the fields of operations management, supply chain optimisation, and retail services. He possesses a solid theoretical foundation in systems engineering and operations research. His expertise in supply chain management, pricing and revenue management, and operations system optimisation will provide independent professional advice to the Group in respect of its business development, risk management, internal control and strategic decision-making.

Save as disclosed above, Dr. Shen Houcai (i) does not hold any other positions with the Company and other members of the Group; (ii) has not held any directorships or taken any major appointment in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years; (iii) has no relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any interests in any Shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

**APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED
AND ELECTED AT THE ANNUAL GENERAL MEETING**

As at the Latest Practicable Date, Dr. Shen has not entered into any letter of appointment with the Company. Upon approval of his appointment at the AGM, Dr. Shen will enter into a letter of appointment with the Company in relation to his appointment as an independent non-executive Director for an initial fixed term of three years commencing from the date of approval at the AGM and will be subject to retirement by rotation and re-election in accordance with the Articles of Association.

Save for the information disclosed above Dr. Shen Houcai confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters in relation to his standing for election as Director that need to be brought to the attention of the Shareholders.

APPENDIX III

**PROPOSED AMENDMENTS TO THE EXISTING
MEMORANDUM AND ARTICLES OF ASSOCIATION**

The following are the Proposed Amendments to the Existing Memorandum and Articles of Association brought about by the adoption of the Amended and Restated Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Existing Memorandum and Articles of Association. If the serial numbering of the clauses of the Existing Memorandum Articles of Association is changed due to the addition, deletion or re-arrangement of certain clauses made in these amendments, the serial numbering of the clauses of the Existing Memorandum and Articles of Association as so amended shall be changed accordingly, including cross references.

Heading of the
Memorandum
and Articles of
Association

THE COMPANIES ACT (AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

~~THIRD~~FOURTH AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

Radiance Holdings (Group) Company Limited
金辉控股(集团)有限公司

(adopted by special resolution passed on ~~31 May 2024~~[•] 2026)

THE MEMORANDUM AND ASSOCIATION

Heading

THE COMPANIES ACT (AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

~~THIRD~~FOURTH AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION

OF

Radiance Holdings (Group) Company Limited
金辉控股(集团)有限公司

(adopted by special resolution passed on ~~31 May 2024~~[•] 2026)

Memorandum
No. 7

Capitalised terms that are not defined in this ~~Third Amended and Restated~~
Memorandum of Association bear the respective meanings given to them in the
~~Third Amended and Restated~~ Articles of Association of the Company.

APPENDIX III**PROPOSED AMENDMENTS TO THE EXISTING
MEMORANDUM AND ARTICLES OF ASSOCIATION**

THE ARTICLES OF ASSOCIATION

Heading

THE COMPANIES ACT (AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

~~THIRD~~FOURTH AMENDED AND RESTATED
ARTICLES OF ASSOCIATION
OF

Radiance Holdings (Group) Company Limited
金辉控股(集团)有限公司

(adopted by special resolution passed on ~~31 May 2024~~[•] 2026)

TABLE OF CONTENTS

TABLE OF CONTENTS

Heading	Page Number
3 SHARE CAPITAL AND MODIFICATION OF RIGHTS	~~57~~
4 REGISTER OF MEMBERS AND SHARE CERTIFICATES	~~81~~ <u>11</u>
5 LIEN	~~10~~ <u>13</u>
6 CALLS ON SHARES	~~11~~ <u>14</u>
7 TRANSFER OF SHARES	~~13~~ <u>16</u>
8 TRANSMISSION OF SHARES	~~15~~ <u>18</u>
9 FORFEITURE OF SHARES	~~16~~ <u>19</u>
10 ALTERATION OF CAPITAL	~~17~~ <u>20</u>
11 BORROWING POWERS	~~18~~ <u>21</u>
12 GENERAL MEETINGS	~~19~~ <u>22</u>
13 PROCEEDINGS AT GENERAL MEETINGS	~~21~~ <u>28</u>
14 VOTES OF MEMBERS	~~23~~ <u>30</u>
15 REGISTERED OFFICE	~~26~~ <u>33</u>
16 BOARD OF DIRECTORS	~~26~~ <u>33</u>
17 MANAGING DIRECTORS	~~32~~ <u>39</u>
18 MANAGEMENT	~~33~~ <u>40</u>
19 MANAGERS	~~34~~ <u>41</u>
20 PROCEEDINGS OF DIRECTORS	~~34~~ <u>41</u>

APPENDIX III

**PROPOSED AMENDMENTS TO THE EXISTING
MEMORANDUM AND ARTICLES OF ASSOCIATION**

21	SECRETARY	<u>3743</u>
22	GENERAL MANAGEMENT AND USE OF THE SEAL	<u>3744</u>
23	CAPITALISATION OF RESERVES	<u>3945</u>
24	DIVIDENDS AND RESERVES	<u>4147</u>
25	UNTRACEABLE MEMBERS	<u>4753</u>
26	DOCUMENT DESTRUCTION	<u>4854</u>
27	ANNUAL RETURNS AND FILINGS	<u>4955</u>
28	ACCOUNTS	<u>4955</u>
29	AUDIT	<u>5056</u>
30	NOTICES	<u>5157</u>
31	INFORMATION	<u>5359</u>
32	WINDING UP	<u>5360</u>
33	INDEMNITIES	<u>5461</u>
34	FINANCIAL YEAR	<u>5561</u>
35	AMENDMENT OF MEMORANDUM AND ARTICLES	<u>5561</u>
36	TRANSFER BY WAY OF CONTINUATION	<u>5561</u>
37	MERGERS AND CONSOLIDATIONS	<u>5561</u>
Article No. 2.2	<u>“ASR Code”</u>	<u>shall mean the Code of Conduct for Approved Securities Registrar published by the Securities and Futures Commission of Hong Kong as from time to time in effect and include any amendments thereof and any other codes or guidelines incorporated therewith, supplementary thereto or substituted therefor.</u>
	<u>“CCASS”</u>	<u>shall mean the Central Clearing and Settlement System operated by HKSCC.</u>
	<u>“Chairman”</u>	shall mean the ~~Chairman~~ <u>chairman</u> presiding at any meeting of members or of the Board.

<u>“Communication Facilities”</u>	<u>shall mean video, video-conferencing, internet or online conferencing applications, telephone or teleconferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities by means of which all Persons participating in a meeting are capable of hearing and being heard by each other and all members’ rights to speak and vote at the meeting are maintained.</u>
“Companies Act”	shall mean the Companies Act (As Revised), Cap. 22 of the Cayman Islands ~~and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.~~
“Corporate Communication”	~~has~~ <u>shall have</u> the same meaning ~~as given to it~~ in the Listing Rules.
“Electronic Transactions Act”	shall mean the Electronic Transactions Act (As Revised) of the Cayman Islands ~~and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.~~
<u>“HKSCC”</u>	<u>shall mean the Hong Kong Securities Clearing Company Limited.</u>
<u>“HKSCCN”</u>	<u>shall mean HKSCC Nominees Limited in its capacity as nominee for HKSCC (or any successor thereto) as operator of CCASS and any successor, replacement or assign of HKSCC Nominees Limited as nominee for the operator of CCASS.</u>

“Hybrid Meeting” shall mean a general meeting convened for the (i) physical attendance and participation by members and/or proxies at the Principal Meeting Location and where applicable, one or more Meeting Locations and at the same time (ii) virtual attendance and participation by members and/or proxies by means of Communication Facilities.

“Meeting Location” shall have the meaning given to it by Article 12.6, and for the avoidance of doubt shall include the Principal Meeting Location unless otherwise specified.

“ordinary resolution” shall mean a resolution passed by a simple majority of votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting, and ~~includes~~ shall include a unanimous written resolution passed pursuant to Article ~~13.10~~ 13.11. In computing the majority on a poll regard shall be had to the number of votes to which each member is entitled by the Articles.

“Person” shall mean any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires.

“Physical Meeting” shall mean a general meeting held and conducted by physical attendance and participation by members and/or proxies at the Principal Meeting Location and/or where applicable, one or more Meeting Locations.

<u>“Present”</u>	<u>shall mean, in respect of any Person, such Person’s presence at a general meeting of members, which may be satisfied by means of such Person or, if a corporation or other non-natural Person, its duly authorised representative (or, in the case of any member, a proxy which has been validly appointed by such member in accordance with these Articles), being:</u> (a) <u>physically present at the meeting; or</u> (b) <u>in the case of any meeting at which Communication Facilities are permitted in accordance with these Articles, including any Virtual Meeting and/or Hybrid Meeting, connected by means of the use of such Communication Facilities.</u> <u>and the term “presence” (and its grammatical derivatives) in the context of general meetings shall be construed accordingly.</u>
<u>“Principal Meeting Location”</u>	<u>shall have the meaning given to it by Article 12.9.</u>
<u>“recognised clearing house”</u>	shall have the meaning ascribed thereto in Part I of Schedule 1 of the Securities and Futures Ordinance (~~Cap. 571 of the Laws of Hong Kong~~) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
<u>“Securities and Futures Ordinance”</u>	<u>shall mean the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) as in force from time to time.</u>
<u>“share”</u>	~~means~~<u>shall mean</u> a share in the Company and includes a fraction of a share in the Company.

“special resolution”	shall have the same meaning as in the Companies Act and for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, and includes a unanimous written resolution passed pursuant to Article ~~13.4~~ <u>13.11</u> . In computing the majority on a poll regard shall be had to the number of votes to which each member is entitled by the Articles.
<u>“treasury shares”</u>	<u>shall mean shares repurchased and held by the Company in treasury as authorised by the Companies Act which, for the purpose of these Articles, include shares repurchased by the Company and held or deposited in CCASS for sale on the Exchange.</u>
<u>“UNSRT System”</u>	<u>shall mean an uncertificated securities registration and transfer system, and in relation to any shares or securities of the Company, a computer-based system, together with procedures and other facilities, that enables title to the shares and securities to be evidenced and transferred without an instrument, and facilitates supplementary and incidental matters.</u>
~~“transfer office”~~ <u>“USM Rules”</u>	~~shall mean the place where the principal register is situate~~ <u>Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) made under the Securities and Futures Ordinance), as in force from time to time and any amendments thereto or re-enactments thereof for the time being in force and includes every other rule or subsidiary legislation incorporated therewith or substituted therefor.</u>

“Virtual Meeting” shall mean any general meeting of members at which the members and any other permitted participants of such meeting (including, without limitation, the chairman of such meeting and any Directors) are permitted to attend and participate solely by means of Communication Facilities.

2.6 Any requirements as to execution or signature under the Articles including the execution of the Articles themselves can be satisfied in the form of an Electronic Signature.

2.7 2.6 Sections 8 and 19(3) of the Electronic Transactions Act shall not apply.

2.8 The term “clear days” in relation to the period of a notice means that period excluding the day when the notice is received or deemed to be received and the day for which it is given or on which it is to take effect.

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

3.6 ~~Where the share capital of the Company include shares which do not carry voting rights, the words “non-voting” shall appear in the designation of such shares. Where the share capital of the Company includes shares with different voting rights, the words “restricted voting” or “limited voting” shall appear in the designation of each class of shares other than the class of shares with the most favourable voting rights.~~

Non-voting or
limited voting
shares

APPENDIX III**PROPOSED AMENDMENTS TO THE EXISTING
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Company may purchase and finance the purchase of own shares and warrants

3.6 ~~3-7~~ Subject to the Companies Act, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire any of its own shares (which expression as used in this Article includes redeemable shares) provided that (a) the manner of purchase has first been authorised by an ordinary resolution, and (b) any such purchase shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise ~~of~~acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.

Surrender of shares

3.7 ~~3-8~~ The Board may accept the surrender for no consideration of any fully paid share.

Power to increase capital

3.8 ~~3-9~~ The Company in general meeting may, from time to time, whether or not all the shares for the time being authorised shall have been issued and whether or not all the shares for the time being issued shall have been fully paid up, by ordinary resolution, increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts as the resolution shall prescribe.

Redemption

3.9 ~~3-10~~ Subject to the provisions of the Companies Act and the Memorandum, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holders are, liable to be redeemed on such terms and in such manner, including out of capital, as determined by a special resolution.

APPENDIX III**PROPOSED AMENDMENTS TO THE EXISTING
MEMORANDUM AND ARTICLES OF ASSOCIATION**

3.10 ~~3.11~~ Where the Company purchases or redeems any of its shares, purchases or redemption not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all members alike.

Purchase or redemption not to give rise to other purchases or redemptions

3.11 ~~3.12~~ The purchase or redemption of any share shall not be deemed to give rise to the purchase or redemption of any other share.

Certificates to be surrendered for cancellation

3.12 ~~3.13~~ The holder of the shares being purchased, surrendered or redeemed shall be bound to deliver up to the Company at its principal place of business in Hong Kong or such other place as the Board shall specify the certificate(s) thereof, if any, for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.

Shares at the disposal of the Board

3.13 ~~3.14~~ Subject to the provisions of the Companies Act, the Memorandum and these Articles relating to new shares, the unissued shares in the Company (whether forming part of its original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration, and upon such terms, as the Board shall determine.

Company may pay commissions

3.14 ~~3.15~~ The Company may, unless prohibited by law, at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the Companies Act shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the shares are issued.

Company not to recognise trusts in respect of shares

3.15 ~~3.16~~ Except as otherwise expressly provided by these Articles or as required by law or as ordered by a court of competent jurisdiction, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any shares or any interest in any fractional part of a share or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

Company may hold treasury shares

3.16 Subject to the Companies Act, the Listing Rules and any other rules and regulations of any competent regulatory authority, the Company is further authorised to hold any repurchased, redeemed or surrendered shares as treasury shares.

APPENDIX III**PROPOSED AMENDMENTS TO THE EXISTING
MEMORANDUM AND ARTICLES OF ASSOCIATION**

<u>Treasury shares not entitled to dividend and distribution</u>	3.17	<u>No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be declared or paid in respect of a treasury share. Nothing in this Article prevents an allotment of shares as fully paid bonus shares in respect of a treasury share and shares allotted as fully paid bonus shares in respect of a treasury share shall be treated as treasury shares.</u>
<u>Company shall not exercise any right in respect of treasury shares</u>	3.18	<u>The Company shall be entered in the register as the holder of the treasury shares provided that:</u> <u>(a) the Company shall not be treated as a member for any purpose and shall not exercise any right in respect of the treasury shares, and any purported exercise of such a right shall be void; and</u> <u>(b) a treasury share shall not be voted, directly or indirectly, at any general meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Companies Act.</u>
<u>Treasury shares at the disposal of the Directors</u>	3.19	<u>Subject to the Companies Act, the Listing Rules and any other rules and regulations of any competent regulatory authority, treasury shares may be disposed of by the Company on such terms and conditions as determined by the Board.</u>
<u>Board may cancel or transfer treasury shares</u>	3.20	<u>Subject to the Companies Act, these Articles, the Listing Rules, and any other rules and regulations of any competent regulatory authority, the Board may by a resolution of the Directors at any time: (a) cancel any one or more treasury shares; or (b) transfer any one or more treasury shares to any person, whether or not for valuable consideration (including at a discount to the nominal or par value of such shares).</u>
App A1 r.20	4.6	<u>Except when a register is closed and, if applicable, subject to the additional provisions of Article 4.8, the principal register and any branch register shall during business hours be kept open to inspection by any member without charge. For the avoidance of doubt, any holder of prescribed securities (as defined in the USM Rules) is entitled, on request and without charge, to inspect any entry made in relation to that person in the register and during the course of the inspection make a copy of any such entries.</u>

- 4.9 Any register held in Hong Kong shall during normal business hours (subject to such reasonable restrictions as the Board may impose) be open to inspection by a member without charge and any other person on payment of a fee of such amount not exceeding the maximum amount as may from time to time be permitted under the Listing Rules as the Board may determine for each inspection. Any member may require a copy of the register, or any part thereof, on payment of HK\$0.25, or such lesser sum as the Company may prescribe, for every 100 words or fractional part thereof required to be copied. The Company shall cause any copy so required by any person to be sent to that person within a period of 10 days commencing on the date next after the day on which the request is received by the Company.
- 4.10 ~~4.9~~ In lieu of, or apart from, closing the register pursuant to other provisions in these Articles, the Board may fix in advance a date as the record date for any such determination of members entitled to receive notice of, or to vote at any general meeting of the members or any adjournment thereof, or for the purpose of determining the members entitled to receive payment of any dividend or distribution, or in order to make a determination of members for any other purpose.
- 4.11 ~~4.10~~ Every person whose name is entered as a member in the register shall be entitled to receive, within any relevant time limit as prescribed in the Companies Act or as the Exchange may from time to time determine, whichever is shorter, and subject to payment of any fees which may be payable pursuant to Article 7.8, after allotment or lodgement of transfer, or within such other period as the conditions of issue shall provide, one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question ~~hold their shares~~ in uncertificated form through the UNSRT System, the CCASS or other system approved under the Securities and Futures Ordinance and/or the USM Rules or otherwise approved by the Securities and Futures Commission of Hong Kong or the Exchange, as applicable, in compliance with the Listing Rules and other applicable laws, rules and regulations. The Company shall comply with all applicable laws, rules and regulations to facilitate the holding, transfer and 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 certificates

APPENDIX III**PROPOSED AMENDMENTS TO THE EXISTING
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Share certificates to be sealed	<u>4.12</u>	~~4.11~~ Every certificate, <u>if issued</u> , for shares or debentures or representing any other form of security of the Company shall be issued under the seal of the Company, which shall only be affixed <u>or imprinted to a share certificate</u> with the authority of the Board.
Every certificate to specify number and class of shares	<u>4.13</u>	~~4.12~~ Every share certificate, <u>if issued</u> , shall specify the number and class of shares in respect of which it is issued and the amount paid thereon or the fact that they are fully paid, as the case may be, and may otherwise be in such form as the Board may from time to time prescribe.
Joint holders	<u>4.14</u>	~~4.13~~ The Company shall not be bound to register more than four persons as joint holders of any share. If any share shall stand in the names of two or more persons, the person first named in the register shall be deemed the sole holder thereof as regards service of notices and, subject to the provisions of these Articles, all or any other matters connected with the Company, except the transfer of the share.
Replacement of share certificates	<u>4.15</u>	~~4.14~~ If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding such amount as may from time to time be permitted under the Listing Rules <u>or the ASR Code (as the case may be)</u> (or such lesser sum as the Board may from time to time require) and on such terms and conditions, if any, as to publication of notices, evidence and indemnity, as the Board thinks fit and where it is defaced or worn out, after delivery up of the old certificate to the Company for cancellation.
	5.4	The net proceeds of such sale by the Company after the payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability or engagement in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale and upon surrender, if required by the Company, for cancellation of the certificate for the shares sold <u>(if one has been issued)</u>) be paid to the holder immediately before such sale of the shares. For giving effect to any such sale, the Board may authorise any person to transfer the shares sold to the purchaser thereof and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
Form of transfer	7.1	Transfers of shares may be effected by an instrument of transfer in the usual common form or in ~~any standard form of transfer as prescribed by the Exchange~~ or such other form as the Board may approve, which is consistent with the standard form of transfer as prescribed by the Exchange and approved by the Board. All instruments of transfer must be left at the registered office of the Company or at such other place as the Board may appoint and all such instruments of transfer shall be retained by the Company.

Execution

7.2 The instrument of transfer shall be executed by or on behalf of the transferor and by or on behalf of the transferee ~~PROVIDED~~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~~provided that in the case of execution by facsimile signature by or on behalf of a transferor or transferee, the Board shall have previously been provided with a list of specimen signatures of the authorised signatories of such transferor or transferee and the Board shall be reasonably satisfied that such facsimile signature corresponds to one of those specimen signatures. The transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the register in respect thereof.

7.3 Notwithstanding Articles 7.1 and 7.2, transfers of shares which are listed on the Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules, the Securities and Futures Ordinance and/or the USM Rules and which has been approved by the Board for such purpose.

Requirements as
to transfer

7.6 The Board may also decline to register any transfer of any shares unless:

- (a) 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) for the shares to which it relates (which shall upon registration of the transfer be cancelled) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;
- (b) where the transfer is effected by an instrument of transfer, the instrument of transfer is in respect of only one class of shares;
- (c) where the transfer is effected by an instrument of transfer, the instrument of transfer is properly stamped (in circumstances where stamping is required);
- (d) in the case of a transfer to joint holders, the number of joint holders to whom the share is to be transferred does not exceed four;
- (e) the shares concerned are free of any lien in favour of the Company; and
- (f) a fee of such amount not exceeding the maximum amount as the Exchange may from time to time determine to be payable (or such lesser sum as the Board may from time to time require) is paid to the Company in respect thereof.

APPENDIX III**PROPOSED AMENDMENTS TO THE EXISTING
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Certificate to
be given up on
transfer

- 7.8 Upon every transfer of shares, the certificate (if any) held by the transferor shall be given up to be cancelled and shall forthwith be cancelled accordingly and a new certificate shall, subject to the Board resolving to issue share certificates pursuant to Article 4.11, be issued, on payment by the transferee of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require, to the transferee in respect of the shares transferred to him and, if any of the shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall, subject to the Board resolving to issue share certificates pursuant to Article 4.11, be issued to him, on payment by the transferor of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require. The Company shall also retain the instrument(s) of transfer.

When annual
general meeting
to be held
App A1 r.14(1)

- 12.1 The Company shall hold a general meeting as its annual general meeting for each financial year, ~~which must~~ be held within six months (or such other period as may be permitted by the Listing Rules or the Exchange) after the end of such financial year. The annual general meeting shall be specified as such in the notices calling it, and shall be held at such time and place (which, in the case of a Virtual Meeting or a Hybrid Meeting, includes a virtual place) as the Board shall appoint.
- 12.3 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 or at one or more locations as provided in Article 12.5, as a Hybrid Meeting or as a Virtual Meeting, as may be determined by the Board in its absolute discretion.

Convening of
extraordinary
general meeting
App A1 r.14(5)

- 12.4 ~~12.3~~—The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more members of the Company holding together, as at the date of deposit of the requisition, shares (excluding treasury shares) representing not less than one-tenth of the voting rights (voting rights attaching to treasury shares are excluded), on a one vote per share basis, in the share capital (excluding treasury shares) of the Company which as at that date carry the right to vote at general meetings of the Company. The written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company, specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionist(s); ~~provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the voting rights, on a one vote per share basis, of the issued shares of the Company which as at that date carries the right to vote at general meetings of the Company.~~ If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

- 12.5 The Directors may make Communication Facilities available for a specific general meeting or all general meetings of the Company so that the Chairman, the Directors, the members, and/or other participants may attend and participate at such general meetings by means of such Communication Facilities. Without limiting the generality of the foregoing, (i) the Directors may determine that any general meeting be held as a Virtual Meeting or a Hybrid Meeting and (ii) a Physical Meeting may also be held by means of such Communication Facilities that permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such way in such a meeting shall constitute presence at such meeting. The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by specific means in addition to or in lieu of (as the case may be) physical attendance at the Principal Meeting Location, whether by simultaneous attendance and participation by means of Communication Facilities and/or at such location or locations (“**Meeting Location(s)**”) or otherwise as determined by the Board at its absolute discretion. Any member’s participation (whether in person, or by proxy, or in case of member not being a natural person, by its duly authorised representative) in such way in such a meeting shall constitute presence at such a meeting and shall be counted in the quorum of the meeting and entitled to vote at the meeting, and such a meeting shall be duly constituted and its proceedings valid provided that the Chairman is satisfied that adequate Communication Facilities are available throughout the meeting to ensure that members, their proxies or duly authorised representatives are able to participate in the business for which the meeting has been convened.
- 12.6 All general meetings shall be subject to the following, and where appropriate, all references to a member or members in this paragraph shall include a proxy or proxies respectively:
- (a) where a member or proxy 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 Location;

- (b) where members or proxies attend a meeting by being Present at one of the Meeting Locations and/or where members or proxies participate in a Virtual Meeting or a Hybrid Meeting by means of Communication Facilities, a failure (for any reason) of the Communication Facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Location to participate in the business for which the meeting has been convened, or in case of a Virtual Meeting or a Hybrid Meeting, the inability of one or more members or proxies to access, or continue to access, the Communication Facilities despite adequate Communication Facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum Present throughout the meeting;
- (c) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Location 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 instrument appointing a proxy, shall apply by reference to the Principal Meeting Location; and in the case of a Virtual Meeting or a Hybrid Meeting, the time for lodging instrument appointing a proxy shall be as stated in the notice for the meeting; and
- (d) all persons seeking to attend and participate in a Virtual Meeting or a Hybrid Meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 12.7, any inability of a person or persons to attend or participate in a general meeting by way of Communication Facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.

Power to
interrupt or
adjourn general
meeting

12.7 If it appears to the Chairman that:

- (a) the Communication Facilities at the Principal Meeting Location or such other Meeting Location(s) at which the meeting may be attended are not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or
- (b) in the case of a Virtual Meeting or a Hybrid Meeting, the Communication Facilities being made available by the Company 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 at these Articles; or

- (c) it is not possible to ascertain the view of those Present or to give all persons entitled to do so a reasonable opportunity to speak, communicate and/or vote at the meeting; or
- (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting; 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 may have under these Articles or at common law, the Chairman may, at his 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 an indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.

Communication facilities
App A1 r.14(6)

- 12.8 The Board and, at any general meeting, the Chairman may from time to time make arrangements for managing attendance and/or participation and/or voting at a Physical Meeting and/or at any Meeting Location(s) and/or participation in a Virtual Meeting or a Hybrid Meeting by means of Communication Facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations or a Virtual Meeting or a Hybrid Meeting by means of Communication Facilities; and the entitlement of any member so to attend the meeting or adjourned meeting or postponed meeting at such place or in such mode or manner 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 a Virtual Meeting or a Hybrid Meeting by means of Communication Facilities) is deemed to be Present at and shall be counted in the quorum of the meeting.

Notice of
meetings
App A1 r.14(2)

12.9 ~~12.4~~ An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given; ~~and~~. The notice for any general meeting shall specify the time, place, and agenda of the meeting;

- (a) the time and date of the meeting;
- (b) save for a Virtual Meeting, the place of the meeting and if there is more than one Meeting Location as determined by the Board pursuant to Article 12.6, the principal place of the meeting (the "Principal Meeting Location");
- (c) if the general meeting is to be held as a Virtual Meeting or a Hybrid Meeting, that the meeting is to be held in such manner and the details of the Communication Facilities to be utilised at the meeting, including the procedures to be followed by any member or other participant of the general meeting who wishes to utilise such Communication Facilities for the purpose of attending, participating and voting at such meeting (which Communication 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 such meeting; and
- (d) particulars of the resolutions and the general nature of the business to be considered at the meeting.

The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.

12.10 ~~12.5~~ Notwithstanding that a meeting of the Company is called by shorter notice than that referred to in Article ~~12.4~~12.9, it shall be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the members entitled to attend and vote thereat or their proxies; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right.

APPENDIX III

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION

12.11 ~~12.6~~ There shall appear with reasonable prominence in every notice of general meetings of the Company a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member.

12.12 The notice of any general meeting (including a postponed or reconvened meeting held pursuant to Article 12.17) at which Communication Facilities will be utilised (including any Virtual Meeting or Hybrid Meeting) shall specify the Communication Facilities that will be utilised, including the procedures to be followed by any member or other participant of the general meeting who wishes to utilise such Communication Facilities for the purpose of attending, participating and voting at such meeting.

Omission to give
notice

12.13 ~~12.7~~ The accidental omission to give any such notice to, or the non-receipt of any such notice by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.

Omission to
send instrument
of proxy

12.14 ~~12.8~~ In cases where instruments of proxy are sent out with notices, the accidental omission to send such instrument of proxy to, or the non-receipt of such instrument of proxy by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.

12.15 ~~12.9~~ If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place or by the mode or in the manner (including but not limited to the means of Communication Facilities and the form of meeting (whether a Physical Meeting, a Virtual Meeting or a Hybrid Meeting)) specified in the notice calling such meeting, it may change or postpone the meeting to another date, time and place and/or change the mode and/or manner (including change of Communication Facilities and/or change of form of meeting (whether a Physical Meeting, a Virtual Meeting or a Hybrid Meeting)) in accordance with Article ~~12.11~~12.17.

12.16 ~~12.10~~ The Board shall also have the power to provide in every notice calling a general meeting that in the event of a gale warning or a black rainstorm warning (or the equivalent in the location of the relevant meeting) is in force at any time on the day of the general meeting (unless such warning has been cancelled at least a minimum period of time prior to the general meeting as the Board may specify in the relevant notice), the meeting shall be postponed without further notice to be reconvened on a later date in accordance with Article ~~12.11~~12.17.

12.17 ~~12.14~~ Where a general meeting is postponed in accordance with Article ~~12.9~~12.15 or Article ~~12.10~~12.16:

- (a) the Company shall endeavour to cause a notice of such postponement, which shall set out the reason for the postponement in accordance with the Listing Rules, to be placed on the Company's Website and published on the Exchange's website as soon as practicable, provided that failure to place or publish such notice shall not affect the automatic postponement of a general meeting pursuant to Article ~~12.10~~12.16;
- (b) the Board shall fix the date, time and place (whether physical or virtual) for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting ~~by one of~~in the means~~manner~~ specified in Article 30.1; and such notice shall specify the date, time and place (which, in the case of a Virtual Meeting or a Hybrid Meeting, includes a virtual place) at which the postponed meeting will be reconvened, and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); ~~and~~
- (c) when only the mode of the meeting or the Communication Facilities specified in the notice are so changed, the Board shall notify the members of the details of such change in such manner as the Board may determine; and
- (d) ~~(e)~~ only the business set out in the notice of the original meeting shall be transacted at the reconvened meeting, and notice given for the reconvened meeting does not need to specify the business to be transacted at the reconvened meeting, nor shall any accompanying documents be required to be recirculated. Where any new business is to be transacted at such reconvened meeting, the Company shall give a fresh notice for such reconvened meeting in accordance with Article ~~12.4~~12.9.

Quorum

- 13.1 For all purposes the quorum for a general meeting shall be two members ~~present in person (or in the case of a member being a corporation, by its duly authorised representative) or by proxy~~Present provided always that if the Company has only one member of record the quorum shall be that one member ~~present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy~~Present. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be ~~present~~Present at the commencement of the business.

APPENDIX III

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION

When if quorum
not present
meeting to be
dissolved and
when to be
adjourned

- 13.2 If within 15 minutes from the time appointed for the meeting a quorum is not ~~present~~Present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place (whether physical or virtual) and/or in such mode and manner as shall be decided by the Board, and if at such adjourned meeting a quorum is not ~~present~~Present within 15 minutes from the time appointed for holding the meeting, the member or members ~~present in person (or in the case of a member being a corporation, by its duly authorised representative) or by proxy~~Present shall be a quorum and may transact the business for which the meeting was called.

Chairman of
general meeting

- 13.3 The chairman of the board of Directors shall take the chair at every general meeting, or, if there be no such chairman or, if at any general meeting such chairman shall not be ~~present~~Present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors ~~present~~Present shall choose another Director as Chairman, and if no Director be ~~present~~Present, or if all the Directors ~~present~~Present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members ~~present (whether in person or represented by proxy or duly authorised representative)~~Present shall choose one of their own number to be Chairman.

- 13.4 The Chairman shall be entitled to attend and participate at such general meeting by means of Communication Facilities, and to act as the Chairman, in which event:

- (a) the Chairman shall be deemed to be Present at that meeting.
- (b) if the Communication Facilities are interrupted or fail for any reason to enable the Chairman to hear and be heard by all other Persons attending and participating at the meeting then the Directors Present at the meeting shall choose another Director Present to act as Chairman of the meeting for the remainder of the meeting; provided that (i) no other Director is Present at the meeting, or (ii) all the Directors Present decline to take the chair, the meeting shall be automatically adjourned to the same day in the next week and at such time and place (whether physical or virtual) and/or in such mode and manner as shall be decided by the Board.

APPENDIX III

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION

Power to
adjourn general
meeting/
business of
adjourned
meeting

13.5 ~~13.4~~ The Chairman may, with the consent of any general meeting at which a quorum is ~~present~~Present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place (whether physical or virtual) and/or from one form (a Physical Meeting, a Virtual Meeting or a Hybrid Meeting) to another as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place (which, in the case of a Virtual Meeting or a Hybrid Meeting, includes a virtual place), the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

Must vote by
poll

13.6 ~~13.5~~ At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.

Poll

13.7 ~~13.6~~ A poll shall (subject as provided in Article ~~13.7~~13.8) be taken in such manner (including the use of ballot or voting papers or tickets or by electronic voting) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.

In what case poll
taken without
adjournment

13.8 ~~13.7~~ Any poll on the election of a Chairman of a meeting or any question of adjournment shall be taken at the meeting and without adjournment.

13.9 ~~13.8~~ Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Chairman to
have casting
vote

13.10 ~~13.9~~ In the case of an equality of votes, whether on a poll or on a show of hands, the Chairman of the meeting at which the poll or show of hands is taken shall be entitled to a second or casting vote.

Written
resolutions

13.11 ~~13.10~~ 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.

13.12 The Board and, at any general meeting, the Chairman may make any arrangement and impose any requirement, procedure, measure or restriction which the Board or the Chairman, as the case may be, considers appropriate to ensure the security and the orderly and effective conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members and proxies shall also comply with all requirements, procedures, measures or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangement, requirement, procedure, measure or restriction may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

Votes of
members
App A1 r.14(3)

14.1 Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting ~~(a) every member present in person (or, in the case of a member being a corporation by its duly authorised representative) or by proxy shall have, every member Present shall have (a) the right to speak, (b) one vote on a show of hands, every member present in such manner shall have one vote, and (c) on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have~~ and (c) one vote for each share registered in his name in the register on a poll. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.

APPENDIX III**PROPOSED AMENDMENTS TO THE EXISTING
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Votes of joint
holders

- 14.4 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~~Present at any meeting ~~personally or by proxy~~, that one of the said persons so ~~present~~Present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof.

Qualification for
voting

- 14.6 Save as expressly provided in these Articles or as otherwise determined by the Board, no person other than a member duly registered and who shall have paid all sums for the time being due from him payable to the Company in respect of his shares shall be entitled to be ~~present~~Present or to vote (save as proxy for another member), or to be reckoned in a quorum, either personally or by proxy at any general meeting.

Delivery of
authority for
appointment of
proxy

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

APPENDIX III

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION

When vote
by proxy or
representative
valid though
authority
revoked

14.13 A vote given in accordance with the terms of an instrument of proxy or resolution of a member shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy or resolution of a member was executed or revocation of the relevant resolution or the transfer of the share in respect of which the proxy was given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its registered office, or at such other place or in such other manner as is referred to in Article 14.10, at least two hours before the commencement of the meeting or adjourned meeting at which the proxy is used.

Corporations or
clearing houses
acting by
representatives
at meetings
App A1 r.18

14.14 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 members of any class of shares and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member and where a corporation is so represented, it shall be treated as being present at any meeting in person.

Clearing houses
acting by
representatives
at meetings
App A1 r.19

14.15 If a recognised clearing house (or its nominee(s)), ~~being a corporation,~~ is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including the right to speak and, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.

Power of
general meeting
to increase
or reduce the
number of
Directors

16.3 The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Companies Act, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.

- 16.8 An alternate Director shall (~~except when absent from Hong Kong~~); be entitled to receive and waive (in lieu of his appointor) notices of meetings of the Directors 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 purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he (instead of his appointor) were 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 need 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 (as to which a certificate by the alternate shall in the absence of actual notice to the contrary to other Directors be conclusive), 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 Board may from time to time determine in relation to any committee of the Board, the provisions of this Article 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.

Retirement by
rotation

- 16.18 At every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director required to stand for re-election pursuant to Article 16.2 shall not be taken into account in determining the number of Directors and which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.

Directors may
contract with
Company

16.19 ~~16.18~~ No Director or proposed Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any person, company or partnership of or in which any Director shall be a member or otherwise interested be capable on that account of being avoided, nor shall any Director so contracting or being any member or so interested be liable to account to the Company for any profit so realised by any such contract or arrangement by reason only of such Director holding that office or the fiduciary relationship thereby established, provided that such Director shall, if his interest in such contract or arrangement is material, declare the nature of his interest at the earliest meeting of the Board at which it is practicable for him to do so, either specifically or by way of a general notice stating that, by reason of the facts specified in the notice, he is to be regarded as interested in any contracts of a specified description which may subsequently be made by the Company.

16.20 ~~16.19~~ Any Director may continue to be or become a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any other company in which the Company may be interested and (unless otherwise agreed between the Company and the Director) no such Director shall be liable to account to the Company or the members for any remuneration or other benefits received by him as a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any such other company. The Directors may exercise the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by them as directors of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors, managing directors, joint managing directors, deputy managing directors, executive directors, managers or other officers of such company) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or is about to be, appointed a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer of such a company, and that as such he is or may become interested in the exercise of such voting rights in the manner aforesaid.

16.21 ~~16.20~~ A Director may hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his office of Director for such period and upon such terms as the Board may determine, and may be paid such extra remuneration therefor (whether by way of salary, commission, participation in profit or otherwise) as the Board may determine, and such extra remuneration shall be in addition to any remuneration provided for by or pursuant to any other Article.

Director may not
vote where he
has a material
interest

16.22 ~~16.21~~ A Director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his close associates (or, if required by the Listing Rules, his other associates) has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:

Director may
vote in respect
of certain
matters

- (a) the giving of any security or indemnity either:
 - (i) to the Director or any of his close associates in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
 - (ii) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his close associates has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (b) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his close associates is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (c) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:
 - (i) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or any of his close associates may benefit; or
 - (ii) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to Directors, their close associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or any of his close associates as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and

APPENDIX III

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION

- (d) any contract or arrangement in which the Director or any of his close associates is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.

Director
may vote on
proposals not
concerning own
appointment

- 16.23 ~~16.22~~ Where proposals are under consideration concerning the appointment (including fixing or varying the terms of or terminating the appointment) of two or more Directors to offices or employments with the Company or any company in which the Company is interested, such proposals shall be divided and considered in relation to each Director separately and in such case each of the Directors concerned (if not prohibited from voting under Article ~~16.21~~16.22) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.

Who to decide
whether a
Director may
vote

- 16.24 ~~16.23~~ If any question shall arise at any meeting of the Board as to the materiality of a Director's interest or the significance of a contract, arrangement or transaction or proposed contract, arrangement or transaction or as to the entitlement of any Director to vote or form part of a quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman of the meeting (or, where such question relates to the interest of the Chairman, to the other Directors at the meeting) and his ruling (or, as appropriate, the ruling of the other Directors) in relation to any other Director (or, as appropriate, the Chairman) shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned (or, as appropriate, the Chairman) as known to such Director (or, as appropriate, the Chairman) has not been fairly disclosed to the Board.

How questions
to be decided

- 20.3 Subject to Articles ~~16.18~~16.19 to ~~16.23~~16.24, 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 shall have a second or casting vote.

~~Chairperson~~Chairman

- 20.4 The Board may elect a ~~chairperson~~chairman of the Board and determine the period for which he is to hold office. The ~~chairperson~~chairman of the Board shall take the chair at every meeting of the Board, but if no such ~~chairperson~~chairman is elected, or if at any meeting such ~~chairperson~~chairman is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

Payment by wire transfer or by post

- 24.23 Unless otherwise directed by the Board, any dividend, interest or other sum payable in cash to a holder of shares 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 the person whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares and shall be sent at his or their risk, and the payment of any such cheque or warrant by the bank on which it is drawn shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.
- 24.24 The Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise its power to cease sending wire transfers or cheques for dividend entitlements or dividend warrants after the first occasion on which such a wire transfer, cheque or warrant is returned undelivered.
- 28.6 To the extent permitted by and subject to due compliance with these Articles, the Companies Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, ~~and to obtaining all necessary consents, if any, required thereunder,~~ the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.

Appointment
and
remuneration of
Auditors
App A1 r.17

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

Service of
notices

30.1 Except as otherwise provided in these Articles, any notice or document, including any Corporate Communication ~~and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules,~~ may be served by the Company and any notices may be served by the Board on any member in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:

- (a) personally by leaving it at the registered address of such member as appearing in the register;
- (b) by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register (which shall be sent by airmail where the notice or document is posted from one country to another);
- (c) by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company;
- (d) by placing it on the Company's Website and the Exchange's website; or
- (e) (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.

In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

When notice
deemed to be
served

30.4 Any notice or document, including any Corporate Communication:

- (a) delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;
- (b) sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;
- (c) given by electronic means as provided herein 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;
- (d) served by being placed on the Company's Website and the Exchange's website shall be deemed to be served at ~~such~~the time the notice or document first appears on the Company's Website and the Exchange's website, or at such later time as may be prescribed by the Listing Rules; and
- (e) served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).

NOTICE OF ANNUAL GENERAL MEETING



Radiance Holdings (Group) Company Limited **金輝控股(集團)有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9993)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting (the “**Annual General Meeting**”) of Radiance Holdings (Group) Company Limited (the “**Company**”) will be convened and held at Room 2303A, 23/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 26 June 2026 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

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

1. To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and auditor of the Company for the year ended 31 December 2025.
2.
 - (A) To re-elect Mr. Lam Yu as an executive Director.
 - (B) To elect Mr. Zhou Xiaohui as an executive Director.
 - (C) To elect Dr. Shen Houcai as an independent non-executive Director.
 - (D) To authorize the Board to fix the Directors’ remuneration.
3. To appoint an auditor of the Company and to authorize the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. “**THAT:**

- (a) subject to item 4(b) below, a general mandate be and is hereby generally and unconditionally given to the Directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which the securities of the Company may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in item 4(a) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in item 4(a) above as a percentage of the total number of issued shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

5. “THAT:

- (a) subject to item 5(c) below, a general mandate be and is hereby generally and unconditionally given to the Directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the Company (including any sale or transfer of treasury shares of the Company), and to make or grant offers, agreements, options and rights which might require the exercise of such powers;
- (b) the mandate in item 5(a) above shall authorize the Directors to make or grant offers, agreements, options and rights during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted together with the treasury shares of the Company resold or transferred by the Directors pursuant to the mandate in item 5(a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued together with the treasury shares which may be resold or transferred under the mandate in item 5(a) above as a percentage of the total number of issued shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Right Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

6. “**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued together with the treasury shares which may be resold or transferred by the Directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

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

“THAT:

- (a) the fourth amended and restated memorandum of association and articles of association of the Company (the **“Amended and Restated Memorandum and Articles of Association”**), a copy of which has been produced to the Annual General Meeting and marked “A” and signed by the chairman of the Annual General Meeting for the purpose of identification, be and are hereby approved and adopted, in substitution for, and to the exclusion of, the existing third amended and restated memorandum of association and articles of association of the Company with immediate effect; and
- (b) any Director or company secretary or registered office provider of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the adoption of the Amended and Restated Memorandum and Articles of Association and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By order of the Board
Radiance Holdings (Group) Company Limited
Lam Ting Keung
Chairman

Hong Kong, 4 June 2026

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**). The results of the poll will be published on the websites of Stock Exchange’s website at www.hkexnews.hk and on the Company’s website at www.radiance.com.cn.

NOTICE OF ANNUAL GENERAL MEETING

2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant proxy form. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 11:00 a.m. on Wednesday, 24 June 2026) or the adjourned meeting (as the case may be). Delivery of the proxy form shall not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting or at any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026, both dates inclusive, during which period no transfer of shares will be registered. Shareholders whose names appear on the register of members on Friday, 26 June 2026 (i.e. the record date) will be entitled to attend and vote at the annual general meeting. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 22 June 2026.
5. A circular containing further details concerning the resolutions set out in this notice will be available on the websites of the Stock Exchange and the Company, and sent to the shareholders of the Company together with the annual report of the Company for the year ended 31 December 2025 (if requested).
6. In respect of item 3 of the Notice, the Company is currently carrying out the necessary procedures in relation to the appointment of a new auditor. The Company will make further announcement(s) and complete the necessary procedures in relation to the appointment of a new auditor of the Company as soon as practicable in accordance with the Listing Rules and the articles of association of the Company.
7. If a typhoon signal no. 8 or above is hoisted or a black rainstorm warning signal or extreme conditions caused by super typhoons is in force at or at any time after 7:00 a.m. on the date of the Annual General Meeting, subject to consent of the meeting, the meeting will be postponed or adjourned. The Company will post an announcement on the Stock Exchange's website at www.hkexnews.hk and on the Company's website at www.radiance.com.cn to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
8. References to time and dates in this notice are to Hong Kong time and dates.
9. As at the date of this notice, the Board comprises three executive Directors, namely, Mr. Lam Ting Keung, Mr. Lam Yu and Ms. Wu Yankun and three independent non-executive Directors, namely, Mr. Zhang Huaqiao, Mr. Tse Yat Hong and Mr. Chung Chong Sun.