THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in China Leon Inspection Holding Limited, you should at once hand this circular, together with the enclosed form of proxy, 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.

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

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

CHINA LEON INSPECTION HOLDING LIMITED

中国力鸿检验控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1586)

(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; (2) PROPOSED RE-APPOINTMENT OF AUDITOR; (3) PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES; (4) PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION; AND (5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of China Leon Inspection Holding Limited to be held at Suite 1015, 10/F, Ocean Centre, Harbour City, Kowloon, Hong Kong on Tuesday, 30 June 2026 at 4:00 p.m. is set out on pages 94 to 98 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the HKEXnews website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company's website (www.hk1586.com) respectively.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions stated thereon and return it to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

8 June 2026

CONTENTS

Page

Definitions 1

Letter from the Board

1. Introduction 3
2. Proposed Re-election of Retiring Directors 4
3. Proposed Re-appointment of Auditor 5
4. Proposed Granting of General Mandates to Buy Back Shares and to Issue Shares 5
5. Proposed Amendments to the Memorandum and Articles of Association 6
6. Annual General Meeting, Closure of Register of Members and Proxy Arrangement 6
7. Recommendation 7

Appendix I — Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting 8

Appendix II — Explanatory Statement on the Share Buy-back Mandate 16

Appendix III — Proposed Amendments to the Memorandum and Articles of Association 19

Notice of Annual General Meeting 94

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

"Amended and Restated Articles of Association"	the set of the amended and restated memorandum and articles of association of the Company incorporating and consolidating all the proposed amendments as set out in Appendix III to this circular and to be considered and approved for adoption by way of a special resolution at the Annual General Meeting
"Annual General Meeting"	the annual general meeting of the Company to be held at Suite 1015, 10/F, Ocean Centre, Harbour City, Kowloon, Hong Kong on Tuesday, 30 June 2026 at 4:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting, which is set out on pages 94 to 98 of this circular, or any adjournment thereof
"Articles of Association"	the existing second amended and restated articles of association of the Company adopted by the Company by way of a special resolution passed on 16 June 2023
"Audit Committee"	the audit committee of the Board
"Board"	the board of Directors of the Company
"Board Committees"	collectively, the Audit Committee, the Nomination Committee and the Remuneration Committee
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"CEO"	the chief executive officer of our Company
"China" or "PRC"	the People's Republic of China
"Company", "our Company", "Group", "our Group", "China Leon", "we" or "us"	China Leon Inspection Holding Limited (中國力鴻檢驗控股有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability on 29 July 2015 and except where the context indicated otherwise, its subsidiaries
"controlling shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"Controlling Shareholders Party"	Mr. LI Xiangli, Ms. ZHANG Aiying, Mr. LIU Yi, Leon Cornerstone Investment Holding Limited, Swan Stone Investment Holding Limited and Hawk Flying Investment Holding Limited
"Director(s)"	the director(s) of the Company

"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	as defined in paragraph 4(b) of the Letter from the Board under this circular
"Latest Practicable Date"	3 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 (as amended from time to time)
"Nomination Committee"	the nomination committee of the Board
"Remuneration Committee"	the remuneration committee of the Board
"SFO"	the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
"Share(s)"	share(s) of a par value of US$0.00005 in the share capital of the Company
"Share Buy-back Mandate"	as defined in paragraph 4(a) of the Letter from the Board under this circular
"Share Options"	the options to subscribe for Shares granted under the Share Option Scheme
"Share Option Scheme"	the share option scheme adopted by the Company on 5 May 2017
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers
"Treasury Shares"	shall have the meaning ascribed to it in the Listing Rules, as amended from time to time

References to time and dates in this circular are to Hong Kong time and dates, unless otherwise specified.

CHINA LEON INSPECTION HOLDING LIMITED
中国力鸿检验控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1586)

Executive Directors:
Mr. LI Xiangli *(Chairman and CEO)*
Ms. ZHANG Aiying *(Vice President)*
Mr. LIU Yi *(Vice President)*
Mr. YANG Rongbing *(Vice Chairman)*

Independent Non-executive Directors:
Mr. Frédéric HERREN
Ms. LI Hongwei
Dr. XUE Jun

Registered Office:
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Principal Place of Business in Hong Kong:
Suite 1015
10/F Ocean Centre,
Harbour City
Kowloon, Hong Kong

8 June 2026

To the Shareholders

Dear Sir/Madam,

(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; (2) PROPOSED RE-APPOINTMENT OF AUDITORS; (3) PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES; (4) PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION; AND (5) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Tuesday, 30 June 2026.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 108 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the 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. A retiring Director shall be eligible for re-election. The Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting.

Pursuant to Article 108 of the Articles of Association, Mr. LI Xiangli ("**Mr. Li**"), Mr. LIU Yi ("**Mr. Liu**"), Mr. YANG Rongbing ("**Mr. Yang**") shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Pursuant to Article 112 of the Articles of Association, the Directors appointed as an addition to the existing Board shall hold office only until the first annual general meeting after their appointment and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting. Accordingly, Mr. Frédéric HERREN ("**Mr. Herren**"), Ms. LI Hongwei ("**Ms. Li**") and Dr. XUE Jun ("**Dr. Xue**") shall hold office until the Annual General Meeting and, being eligible, have offered themselves for re-election.

In considering the re-election of the retiring Directors, the Nomination Committee has taken into account of the nomination criteria set out in the nomination policy of the Company and given due regard to the board diversity policy of the Company. The Nomination Committee has considered factors including, among others, the relevant Director's skills and knowledge, experience, time commitment and contributions to the diversity of the Board.

Mr. Herren, Ms. Li and Dr. Xue had provided their respective annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee had assessed and was satisfied with their independence after taking into account of the independence guidelines set out in said Rule 3.13. The Nomination Committee had also reviewed Mr. Herren's, Ms. Li's and Dr. Xue's personal profiles and considered that Mr. Herren has extensive international leadership experience; Ms. Li has extensive experience in financial management and accounting industry and Dr. Xue has considerable professional experience in the legal field, all of which are considered relevant to the Group's businesses and can enable them to bring valuable and diverse views, as well as relevant insights to the Board, and to contribute to the diversity of the Board.

The Board, on the recommendations of the Nomination Committee, is of the view that all Mr. Herren, Ms. Li and Dr. Xue have the character, integrity, ability and experience to continue to fulfill their roles as required. Accordingly, the Board recommends Mr. Herren, Ms. Li and Dr. Xue for re-election as Independent Non-Executive Directors at the Annual General Meeting.

Biographical information of Mr. Li, Mr. Herren, Ms. Li and Dr. Xue is set out in Appendix I to this circular.

Separate ordinary resolutions to re-elect the three retiring Directors individually will be proposed at the Annual General Meeting for the Shareholders' consideration and approval.

3. PROPOSED RE-APPOINTMENT OF AUDITOR

The Board (which agreed with the view of the Audit Committee) recommended that, subject to the approval of the Shareholders at the Annual General Meeting, Ernst & Young be re-appointed as the external auditor of the Company for the year ending 31 December 2026.

The estimated audited fee as agreed with Ernst & Young for audit services in respect of the financial year ended 31 December 2026 is expected to be in the range of approximately HK$2,100,000 to HK$2,300,000.

Such estimated audit fee has been determined taking into account several factors, including the scope and extent of the audit work required for the Group having regard to the complexity of the Group's operations, as well as the level of audit effort and resources to be deployed in light of the Group's operations. Such estimated audit fee is also arrived at on the assumption that the scope of work undertaken by the auditors of the Company will not materially deviate from that preliminarily agreed between the parties and the scope and scale of the Group's principal business and business model as compared to that of the year ended 31 December 2025.

The Board and the Audit Committee consider that the estimated fee range is fair and reasonable and in the interest of the Company and its Shareholders as a whole. Barring any material changes to the underlying business structure, operational scope, or unforeseen regulatory changes affecting the audit scope, the final audit fee to be paid is expected to be materially consistent with this estimate.

4. PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES

The general mandates granted to the Board to issue and buy back Shares at the last annual general meeting of the Company will lapse at the conclusion of the Annual General Meeting. Therefore, in order to renew the grant of the general mandates which will give the Company the flexibility to buy back and to issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

(a) the granting of the Share buy-back mandate (the "**Share Buy-back Mandate**") to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company 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 page 95 of this circular (i.e. a total of 58,663,281 Shares on the basis that the total number of issued Shares remains unchanged on the date of the Annual General Meeting);

(b) the granting of the issue mandate (the "**Issue Mandate**") to the Directors to issue, allot or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary

resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 96 to 97 of this circular (i.e. a total of 117,326,563 Shares on the basis that the total number of issued Shares remains unchanged on the date of the Annual General Meeting); and

(c) the extension of the Issue Mandate by adding thereto the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate.

With reference to the Share Buy-back Mandate and the Issue Mandate, the Directors wish to state that they do not propose to buy back Shares which would result in less than the prescribed minimum percentage of Shares in public hands or issue any new Shares pursuant thereto.

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

5. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Company proposes to amend the latest Memorandum and Articles of Association in order to (i) reflect and align with the regulatory requirements, including the relevant requirements of the Listing Rules, in connection with hybrid meetings and electronic voting requirements, treasury shares and the electronic dissemination of corporate communications by listed issuers; (ii) modernize and provide flexibility to the Company in relation to the conduct of general meetings; and (iii) make certain other housekeeping changes.

The full particulars of the Proposed Amendments are set out in the Appendix III to this circular.

A special resolution will be proposed at the AGM for the approval of the Proposed Amendments and adoption of the Amended and Restated Memorandum and Articles of Association. Shareholders are advised that the Proposed Amendments are in English only. The legal adviser to the Company as to Hong Kong laws and the legal adviser to the Company as to Cayman Islands laws have respectively confirmed that the Proposed Amendments conform to the requirements of the Listing Rules and do not violate or contravene the laws of the Cayman Islands. The Company confirms that there is nothing unusual in the Proposed Amendments for a company with shares listed on the Main Board of the Stock Exchange.

6. ANNUAL GENERAL MEETING, CLOSURE OF REGISTER OF MEMBERS AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 94 to 98 of this circular.

The register of members of the Company will be closed from Thursday, 25 June 2026 to Tuesday, 30 June 2026 (both days inclusive) and during which period no Share transfer will be effected, for the purpose of ascertaining Shareholders' entitlement to attend and vote at the

Annual General Meeting. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Wednesday, 24 June 2026.

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 form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the HKEXnews website of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.hk1586.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions stated thereon and deposited, together with any authority under which it is executed or a copy of the authority certified notarially at the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, none of the Shareholders has a material interest in any of the resolutions proposed at the Annual General Meeting and is required to abstain from voting on the resolutions at the Annual General Meeting.

7. RECOMMENDATION

The Board considers that, the proposed re-appointment of auditor, the proposed granting of the Share Buy-back Mandate, the Issue Mandate and the extension of the Issue Mandate, the proposed amendments to the memorandum and articles of association are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
China Leon Inspection Holding Limited
LI Xiangli
Chairman and CEO

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

(1) Mr. LI Xiangli

Mr. LI Xiangli ("Mr. Li"), aged 63, is the chairman, CEO and an executive Director. He is also the chairman of the Nomination Committee. Mr. Li is the spouse of Ms. ZHANG Aiying. He is primarily responsible for the strategic planning and overall management of our Group. Mr. Li joined the Group in April 2009 and was appointed as executive Director on 13 January 2016. He is also a director of certain subsidiaries of the Company.

Mr. Li has approximately 36 years of experience in the energy testing and inspection field. Prior to joining the Group, from October 2008 to April 2009, Mr. Li served as a project manager of China Certification & Inspection Group Co., Ltd. (中國檢驗認證(集團)有限公司), a state-owned testing company that serves different industries, and was responsible for the establishment of the platform for mineral inspection. From January 1989 to September 2008, he worked at the coal inspection technology center of Qinhuangdao Entry-Exit Inspection and Quarantine Bureau (秦皇島出入境檢驗檢疫局) and was promoted to a deputy director in April 2004, responsible for coal testing and inspection.

Mr. Li obtained a bachelor's degree in chemistry from Hebei Normal College (河北師範學院) in the PRC in July 1985, and a master's degree in materials science from Yanshan University (燕山大學) in the PRC in December 1999. He obtained the qualification as a senior engineer in November 2001 granted by State Administration for Entry-Exit Inspection and Quarantine of the PRC (國家出入境檢驗檢疫局).

Mr. Li is the sole director and sole shareholder of Leon Cornerstone Investment Holding Limited, a controlling shareholder of the Company, as disclosed in the ''Substantial Shareholders' Interests in the Shares'' section of the Directors' Report. In addition, Mr. Li, Ms. ZHANG Aiying and Mr. LIU Yi entered into an acting-in-concert deed on 31 January 2016. Pursuant to the deed, Ms. ZHANG Aiying and Mr. LIU Yi shall support Mr. Li's decisions on material matters in relation to the operation and management of the Group by exercising their voting rights at the meetings of the shareholders and boards of the members of the Group in accordance with the decisions of Mr. Li. By virtue of the SFO, Mr. Li, Ms. ZHANG Aiying and Mr. LIU Yi, as persons acting in concert, are deemed to be interested in the Shares which are interested by each other. As disclosed in the ''Directors' and Chief Executive's Interests in the Shares'' section of the Directors' Report, by virtue of the SFO, Mr. Li had interests in 362,011,361 Shares (approximately 61.71% of the issued share capital of our Company).

Save as disclosed above, Mr. Li does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Li has entered into a service contract with the Company, pursuant to which he was appointed for a specific term of three years commencing from 13 January 2025 unless and until terminated by either party by giving at least three months' written notice to the other. Mr. Li is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

The amount of total remuneration paid/payable to Mr. Li for the year ended 31 December 2025 was approximately HK$3,110,000, which is set out in note 8 to the financial statements for the year ended 31 December 2025 on page 239 of the Company's 2025 Annual Report. The remuneration of Mr. Li has been reviewed by the Remuneration Committee and was determined by the Board with reference to the prevailing market conditions, and the qualifications, experience, duties and responsibilities of Mr. Li with the Company. Mr. Li's remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Li involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

(2) Mr. LIU Yi

Mr. LIU Yi ("Mr. Liu"), aged 61, is a vice president of the Company and an executive Director. He is primarily responsible for overall management of sales, quality control and research. Mr. Liu joined the Group in February 2010 as deputy general manager of Leon Inspection Group Co., Ltd. (a wholly owned subsidiary of the Company), and was appointed as executive Director on 13 January 2016. He is also a director of a subsidiary of the Company.

Mr. Liu has approximately 37 years of experience in the energy testing and inspection field. Prior to joining the Group, from September 1988 to January 2010, Mr. Liu worked with Qinhuangdao Entry-Exit Inspection and Quarantine Bureau (秦皇島出入境檢驗檢疫局) and was promoted to the director of the coal inspection technology center in September 2003, responsible for coal inspection. From July 1987 to September 1988, he was a teacher at Hebei Building Materials Vocational and Technical College (河北建材職業技術學院), and was responsible for teaching analytical chemistry.

Mr. Liu obtained a master's degree in materials engineering from Yanshan University (燕山大學) in the PRC in November 2006. He obtained the qualification as a senior engineer in June 1998 granted by the former State General Administration of Import and Export Commodity Inspection (國家進出口商品檢驗總局).

Mr. Liu is the sole director and sole shareholder of Hawk Flying Investment Holding Limited, a substantial shareholder of the Company as disclosed in the "Substantial Shareholders' Interests in the Shares" section of the Directors' Report. In addition, Mr. LI Xiangli, Ms. ZHANG Aiying and Mr. Liu entered into an acting-in-concert deed on 31 January 2016. Pursuant to the deed, Mr. Liu and Ms. ZHANG Aiying shall support Mr. LI Xiangli's decisions on material matters in relation to the operation and management of the Group by

exercising their voting rights at the meetings of the shareholders and boards of the members of the Group in accordance with the decisions of Mr. LI Xiangli. By virtue of the SFO, Mr. LI Xiangli, Ms. ZHANG Aiying and Mr. Liu, as persons acting in concert, are deemed to be interested in the Shares which are interested by each other. As disclosed in the "Directors' and Chief Executive's Interests in the Shares" section of the Directors' Report, by virtue of the SFO, Mr. Liu had interests in 362,011,361 Shares (approximately 61.71% of the issued share capital of our Company).

Save as disclosed above, Mr. Liu does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Liu has entered into a service contract with the Company, pursuant to which he was appointed for a specific term of three years commencing from 13 January 2025 unless and until terminated by either party by giving at least three months' written notice to the other. Mr. Liu is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

The amount of total remuneration paid/payable to Mr. Liu for the year ended 31 December 2025 was approximately HK$1,112,000, which is set out in note 8 to the financial statements for the year ended 31 December 2025 on page 239 of the Company's 2025 Annual Report. The remuneration of Mr. Liu has been reviewed by the Remuneration Committee and was determined by the Board with reference to the prevailing market conditions, and the qualifications, experience, duties and responsibilities of Mr. Liu with the Company. Mr. Liu's remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Liu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

(3) Mr. YANG Rongbing

Mr. YANG Rongbing ("Mr. Yang"), aged 45, is a vice chairman and an executive Director. Mr. Yang was appointed as independent non-executive Director on 18 June 2016 and was mainly responsible for providing independent opinion to the Board. He was re-designated as executive Director and the vice chairman of the Board on 23 July 2018 and is mainly responsible for corporate strategies, capital planning, internal control and compliance, overseas business management of the Group. He is also a director of certain subsidiaries of the Company.

Mr. Yang holds a professional title of senior accountant, and holds a master degree in management from Central University of Finance and Economics and a master degree in science from the City University of Hong Kong. He was a distinguished professor of Capital

University of Economics and Business. He has served on the capital markets in both Mainland China and Hong Kong for a long period of time, and is engaged in theoretical research and practical innovation work on corporate governance. Mr. Yang previously served as an executive director and the chief executive officer of SMI Holdings Group Limited (星美控股集團有限公司) ("**SMI Holdings**"), a company once listed on the Main Board of the Stock Exchange (Stock code: 0198). Before joining SMI Holdings in 2010, Mr. Yang served in various financial and investment roles in State-owned enterprises and institutions such as Beijing Energy Holding Co., Ltd (北京能源集團有限責任公司), Foreign Economic Cooperation Office of the Ministry of Environmental Protection (國家環境保護部對外合作與交流中心) and Center for Development of Trade and Control of Investment in Europe (歐洲商業開發投資管理中心).

Save as disclosed above, Mr. Yang does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Yang has entered into a service contract with the Company, pursuant to which he was appointed for a specific term of three years commencing from 23 July 2024 unless and until terminated by either party by giving at least three months' written notice to the other. Mr. Yang is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

The amount of total remuneration paid/payable to Mr. Yang for the year ended 31 December 2025 was approximately HK$1,584,000, which is set out in note 8 to the financial statements for the year ended 31 December 2025 on page 239 of the Company's 2025 Annual Report. The remuneration of Mr. Yang has been reviewed by the Remuneration Committee and was determined by the Board with reference to the prevailing market conditions, and the qualifications, experience, duties and responsibilities of Mr. Yang with the Company. Mr. Yang's remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Yang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

(4) Mr. Frédéric HERREN

Mr. Frédéric HERREN ("Mr. Herren"), aged 70, appointed as an independent non-executive director of the Company with effect from 30 June 2025. He is also a member of the Audit Committee. Mr. Herren is primarily responsible for providing independent advice and judgment to the Board.

Mr. Herren is a distinguished executive with over 40 years of international leadership experience. He began his career at the World Economic Forum (1980–1987) as International Relations Manager before joining SGS Group, where he held multiple senior management roles across two tenures (1987–1995 and 1999–2021): initially as Vice President of the Economic Affairs Division, later serving as Executive Vice President for Automotive Services (2003–2010) and Governments & Institutions Services (2006–2014), then as COO for Africa (2010–2017), and finally as Senior Vice President of Digital & Innovation (2017–2020) where he had been tasked with the design and implementation of a digital roadmap for the SGS Group while engaging over 97,000 employees in an innovation process. Between his SGS engagements, he served as General Manager at Unilabs (1995–1998). Since retiring in January 2021, he has worked as an independent consultant.

Mr. Herren holds a master's degree in finance from the University of Geneva, completed executive programs at IMD Lausanne and Swiss Board School, and maintains board positions at the Geneva Chamber of Commerce and Industry (2018–2025) and Delen Suisse (since 2018), bringing expertise in international government relations, emerging markets (particularly Africa), corporate governance and corporate innovation.

Save as disclosed above, Mr. Herren does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company, and he does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Herren has entered into a service contract with the Company, pursuant to which he was appointed for a specific term of three years commencing from 30 June 2025 unless and until terminated by either party by giving at least three months' written notice to the other. Mr. Herren is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

The amount of total remuneration paid/payable to Mr. Herren for the year ended 31 December 2025 was approximately HK$120,000, which is set out in note 8 to the financial statements for the year ended 31 December 2025 on page 238 of the Company's 2025 Annual Report. The remuneration of Mr. Herren has been reviewed by the Remuneration Committee and was determined by the Board with reference to the prevailing market conditions, and the qualifications, experience, duties and responsibilities of Mr. Herren with the Company. Mr. Herren's remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Herren involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

(5) Ms. LI Hongwei

Ms. LI Hongwei ("Ms. Li"), aged 63, appointed as an independent non-executive director of the Company with effect from 30 June 2025. She is also the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee. Ms. Li is primarily responsible for providing independent advice and judgment to the Board.

Ms. Li is a senior accountant, certified public accountant of China and certified tax agent of China, with extensive experience in financial management and accounting industry.

Ms. Li worked at Beijing Foreign Enterprise Service* (北京市外國企業服務) from July 1985 to March 1993, serving as the foreign exchange manager of the finance and accounting department of its headquarter and the financial manager of its international teaching center; in March 1993, she served as chief financial officer of Beijing Heguang International Jewelry Co., Ltd.* (北京和光國際珠寶有限公司); in July 1996, she served as the manager of the tax department at Beijing Accounting Company* (北京會計公司) and Beijing Xinghua Certified Public Accountants* (北京興華會計師事務所); from November 1997 to March 2005, she served as the deputy general manager and general manager of finance and accounting department, a general manager and the chief financial officer of the securities clearing department of Beijing Securities Co., Ltd.* (北京證券有限責任公司); from March 2005 to November 2020, she served as the chief financial officer of Beijing MTR Corporation Limited* (北京京港地鐵有限公司); from December 2020 to November 2021, she served as a consultant of MTR Technical Consultancy (Beijing) Co., Ltd.* (港鐵技術諮詢(北京)有限公司); from June 2021 to July 2025, she has been serving as an independent non-executive director of Beijing Energy International Holding Co., Ltd. (its shares are listed on the Hong Kong Stock Exchange under the stock code: 00686); from May 2021 to present, she served as an independent director of China High Speed Railway Technology Co., Ltd.* (神州高鐵技術股份有限公司) (its shares are listed on the Shenzhen Stock Exchange under the stock code: 000008); from December 2021 to present, she has been serving as an independent director of People. cn Co., Ltd.* (人民網股份有限公司) (its shares are listed on the Shanghai Stock Exchange under the stock code: 603000).

Ms. Li successively studied political economics in School of Economics at Beijing College of Economics and obtained a bachelor's degree in economics, and studied industrial economics in School of Business of Renmin University of China and obtained a doctorate degree in economics.

Save as disclosed above, Ms. Li does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company, and she does not at present nor did she in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Ms. Li has entered into a service contract with the Company, pursuant to which she was appointed for a specific term of three years commencing from 30 June 2025 unless and until terminated by either party by giving at least three months' written notice to the other. Ms. Li is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

The amount of total remuneration paid/payable to Ms. Li for the year ended 31 December 2025 was approximately HK$120,000, which is set out in note 8 to the financial statements for the year ended 31 December 2025 on page 238 of the Company's 2025 Annual Report. The remuneration of Ms. Li has been reviewed by the Remuneration Committee and was determined by the Board with reference to the prevailing market conditions, and the qualifications, experience, duties and responsibilities of Ms. Li with the Company. Ms. Li's remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

Save as disclosed above, there is no information which is discloseable nor is/was Ms. Li involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

(6) Dr. XUE Jun

Dr. XUE Jun ("Dr. Xue"), aged 51, appointed as an independent non-executive director of the Company with effect from 30 June 2025. He is also the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee. Dr. Xue is primarily responsible for providing independent advice and judgment to the Board.

Dr. Xue has considerable professional experience in the legal field, in particular, e-commerce related laws in the PRC.

Dr. Xue has been working at the Peking University since 2005 and is currently a professor at the Law School of Peking University (北京大學) and the director of e-commerce law research center of Peking University. From November 2020 to August 2022, he served as an independent non-executive director of Sino-Ocean Service Holding Limited (its shares are listed on the Hong Kong Stock Exchange under the stock code: 06677); from November 2022 to present, he has been serving as an independent director of Anhui Golden Seed Winery Co., Ltd. (its shares are listed on the Shanghai Stock Exchange under the stock code: 600199); from December 2025 to present, he has been serving as an independent director of Founder Securities Co., Ltd. (its shares are listed on the Shanghai Stock Exchange under the stock code: 601901); from April 2023 to present, he has been serving as an independent non-executive director of Star Plus Legend Holdings Limited (its shares are listed on the Hong Kong Stock Exchange under the stock code: 06683).

In July 1996 and June 2000, Dr. Xue received a bachelor of laws degree and master's degree in civil and commercial laws from Zhongnan University of Economics and Law (中南財經政法大學) (previously known as Zhongnan University of Political Science and Law (中南

政法學院)) and Zhongnan University of Economics and Law (中南財經政法大學) respectively. In October 2005, Dr. Xue obtained his doctorate in Roman law from Università degli Studi di Roma Tor Vergata.

Save as disclosed above, Dr. Xue does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company, and he does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Dr. Xue has entered into a service contract with the Company, pursuant to which he was appointed for a specific term of three years commencing from 30 June 2025 unless and until terminated by either party by giving at least three months' written notice to the other. Dr. Xue is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

The amount of total remuneration paid/payable to Dr. Xue for the year ended 31 December 2025 was approximately HK$120,000, which is set out in note 8 to the financial statements for the year ended 31 December 2025 on page 238 of the Company's 2025 Annual Report. The remuneration of Dr. Xue has been reviewed by the Remuneration Committee and was determined by the Board with reference to the prevailing market conditions, and the qualifications, experience, duties and responsibilities of Dr. Xue with the Company. Dr. Xue's remuneration is subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

Save as disclosed above, there is no information which is discloseable nor is/was Dr. Xue involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them 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. EXERCISE OF SHARE BUY-BACK

As at the Latest Practicable Date, the issued share capital of the Company comprised 586,632,818 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 the total number of issued Shares remains unchanged on the date of the Annual General Meeting, i.e. being 586,632,818 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 58,663,281 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for share buy-back in accordance with its Articles of Association, the laws of Hong Kong, the applicable laws of the Cayman Islands and/or any other applicable laws, as the case may be. Share buy-backs will be made out of internal funds legally permitted to be utilized in this connection.

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited 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 was to be carried out 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 Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest	Lowest
	HK$	*HK$*
2025		
May	2.740	2.310
June	2.540	2.120
July	3.250	2.510
August	3.060	2.700
September	2.980	2.600
October	2.970	2.540
November	2.900	2.270
December	2.270	2.000
2026		
January	2.380	1.920
February	2.010	1.820
March	1.760	1.660
April	1.740	1.320
May	1.500	1.140
June (up to the Latest Practicable Date)	1.700	1.500

6. 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.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the 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 and the laws of the Cayman Islands. In the event that the Company repurchases any Shares, the Company may cancel such repurchased Shares and/or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of such repurchase.

Neither this explanatory statement nor the proposed Share buy back has any unusual features.

7. 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 purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Controlling Shareholders Party was interested in 349,366,861 Shares in total, representing approximately 59.55% of the issued share capital of the Company. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the shareholding of the Controlling Shareholders Party will increase to approximately 66.17% of the issued share capital of the Company and such increase will not give rise to an obligation for the Controlling Shareholders Party to make a mandatory offer under Rule 26 of the Takeovers Code.

In addition, the Listing Rules prohibit a company from buying back its shares on the Stock Exchange if the buy-back would result in the number of that company's listed shares which are in the hands of the public falling below the relevant prescribed minimum percentage under the Listing Rules. The Directors do not propose to buy back Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

8. SHARE BUY-BACK 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).

The following are the Proposed Amendments to the Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Amended and Restated Memorandum and Articles of Association. If the serial numbering of the clauses of the Memorandum and 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 Amended and Restated Memorandum and Articles of Association as so amended shall be changed accordingly, including cross-references.

THE ARTICLES OF ASSOCIATION

Article No.	Proposed amendments showing changes to the existing articles of association of the Company
1	(b) …… **announcement:** means any official publication of a notice or document of the Company, including any publication, subject to and to such extent permitted by the Listing Rules, by electronic communication or by advertisement published in the newspapers or in such manner or means ascribed and permitted by the Listing Rules and applicable laws; …… **approved securities registrar**: (a) in relation to prescribed securities, has the same meaning as in Part I of Schedule 1 to the Securities and Futures Ordinance; and (b) in relation to securities that are not prescribed securities, a person who is appointed to maintain the register of holders. …… **ASR Code**: means the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time; ……

Article No.	Proposed amendments showing changes to the existing articles of association of the Company
	Central Clearing and Settlement System or CCASS: means the Central Clearing and Settlement System operated by the HKSCC; **clear day(s)**: means in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect; …… **competent regulatory authority**: means a competent regulatory authority in the territory where the shares of the Company are listed or quoted on a stock exchange in such territory; …… **dematerialize or dematerialization**: shall have the meaning given to it in Rule 2(1) of the USM Rules; …… **electronic**: shall have the meaning given to it in the Electronic Transactions Act; **electronic communication**: means a communication, sent, transmitted, conveyed or received by wired or wireless means, by radio, by optical means, by electronic means or by other magnetic or virtual means in any form through any medium; **electronic facilities**: means video, video-conferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video communication, internet or online conferencing application or telecommunications or other electronic meeting technology 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; **electronic means**: shall include sending or otherwise making available to the intended recipients of the communication in electronic format;

Article No.	Proposed amendments showing changes to the existing articles of association of the Company
	electronic meeting: means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies (and any other permitted participants of such meeting, including, without limitation, the chairman of such meeting and any Directors) by means of electronic facilities; **Electronic Signature**: means an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication; **Electronic Transactions Act**: means the Electronic Transactions Act (As Revised) of the Cayman Islands; …… **HK Stock Exchange**: means The Stock Exchange of Hong Kong Limited; **HKSCC**: means The Hong Kong Securities Clearing Company Limited; **HKSCCN**: HKSCC Nominees Limited in its capacity as nominee for HKSCC (or any successor thereto) as operator of Central Clearing and Settlement System and any successor, replacement or assign of HKSCC Nominees Limited as nominee for the operator of Central Clearing and Settlement System; …… **Hong Kong**: means the Hong Kong Special Administrative Region of the People's Republic of China; **hybrid meeting**: means a general meeting convened for the (i) physical attendance and participation by members and/or proxies (and any other permitted participants of such meeting, including, without limitation, the Chairman of such meeting and any Directors) at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by members and/or the proxies (and any other permitted participants of such meeting, including, without limitation, the Chairman of such meeting and any Directors) by means of electronic facilities; ……

Article No.	Proposed amendments showing changes to the existing articles of association of the Company
	Meeting Location(s): shall have the meaning given to it in Article 69(a); …… **notice**: means written notice unless otherwise specifically stated and as further defined in these Articles and, where the context so requires, shall include any other document (including any Corporate Communication) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws, rules and regulations, including the Listing Rules and/or the rules of the competent regulatory authority. For the avoidance of doubt, notice may be provided in physical or electronic form; …… **participation date**: means the date (or if such a date is revised, the date last revised) on which the Company's prescribed securities are to become participating securities, as announced and published by the Company in accordance with the Listing Rules; **participating securities**: shall haves the same meaning as given to it in Rule 4 of the USM Rules; **physical meeting**: means a general meeting held and conducted by physical attendance and participation by members and/or proxies (and any other permitted participants of such meeting, including, without limitation, the Chairman of such meeting and any Directors) at the Principal Meeting Place and/or where applicable, one or more Meeting Locations; **prescribed securities**: shall has the same meaning as in Part I of Schedule 1 to the Securities and Futures Ordinance, in the case of the Company, including the shares listed on the Exchange;

Article No.	Proposed amendments showing changes to the existing articles of association of the Company
	present: when determining a person's presence at a general meeting, shall include, such person's presence at a general meeting by means of such person or, if such person is not a 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, in each case, being: (a) physically present at the meeting; or (b) in the case of any meeting at which electronic facilities are permitted in accordance with these Articles, including any electronic meeting and/or hybrid meeting, connected by means of the use of such electronic facilities, and the term "presence" (and its grammatical derivatives) in the context of general meetings shall be construed accordingly; **Principal Meeting Place**: shall have the meaning given to it in Article 66; **recognised clearing house**: shall have the meaning ascribed thereto in Part I of Schedule 1 of the Securities and Futures Ordinance (including in the case of the Company, the HKSCC); ~~**Register**: means the principal register and any branch register of Shareholders of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time;~~ …… **Registered of holders**: means: (a) in relation to prescribed securities, has the same meaning as the Rule 2 of the USM Rules; (b) in relation to non-prescribed securities that are shares of the Company, the register of members of the Company; and

Article No.	Proposed amendments showing changes to the existing articles of association of the Company
	(c) in relation to non-prescribed securities that are not shares, the register of holders of the relevant securities. **register of holders in Hong Kong**: in the case of the Company, the branch register located and maintained in Hong Kong pursuant to these Articles; **Registration Office**: means such place or places in the Relevant Territory or elsewhere where the Board from time to time determine to keep a branch register of ~~Share~~holders of the Company in respect of that class of share capital and where (except in cases where the Board otherwise agrees) transfers of other documents of title for Shares are to be lodged for registration and are to be registered; …… **Securities and Futures Ordinance**: means 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; …… **SFC**: means the Securities and Futures Commission of Hong Kong; …… **Shareholder**: means the person who is duly registered in the Register of holders as holder for the time being of any Share and includes persons who are jointly so registered; …… **Statutes**: means the Companies Act and every other law of the legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its Memorandum and/or these Articles; ……

Article No.	Proposed amendments showing changes to the existing articles of association of the Company
	~~**Transfer Office**: means the place where the principal register of Shareholders is located for the time being.~~ **treasury shares(s)**: means 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 HK Stock Exchange; **UNSRT System**: means an uncertificated securities registration and transfer system, and in relation to any prescribed securities of the Company, a computer-based system, together with procedures and other facilities, that (a) enables title to the prescribed securities to be evidenced and transferred without an instrument; and (b) facilitates supplementary and incidental matters; **USM Rules**: means the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) made under the Securities and Futures Ordinance, as in force from time to time and any amendments thereto or re-enactments thereof for the time being in force and includes every other rules or subsidiary legislation incorporated therewith or substituted therefor; (c) …… (iii) subject to the foregoing provisions of this Article, any words or expressions defined in the ~~Companies Act~~Statutes (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that "company" shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; and …… (h) "**Writing**" or "**printing**" unless the contrary intention appears, be construed as including without limitation printing, lithography, photography and other modes of representing words or figures in a visible form, and including electronic writing or display (such as digital documents or electronic communications), provided that both the mode of service of the relevant document or notice and the shareholder's election comply with all applicable laws, rules and regulations.

Article No.	Proposed amendments showing changes to the existing articles of association of the Company
	(i) Reference to **the right of a member to speak at a general meeting** shall include the right to raise questions or make statements to the Chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the Chairman of the meeting) in which event the Chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities. (j) Reference to a "**meeting**" (a) shall, where the context is appropriate, include a meeting that has been adjourned by the Board in accordance with these Articles, and (b) shall mean a meeting convened and held in any manner permitted by these Articles and any member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly. (k) References to a **vote of a general meeting decided by poll** include without limitation through electronic means. (l) Any reference to the term "**place**" within these Articles shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a "place" for the delivery, receipt, or payment of monies, whether by the Company or by members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a "place" in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws, rules and regulations. Notices of meetings, adjournments, postponements, or any other references to a "place" shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term "place" is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision. (m) Where a member is a corporation, any reference in these Articles to a member shall, where the context requires, refer to a duly authorised representative of such member. (n) References to a **document** being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or media and information in visible form whether having physical substance or not.

	Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
		(o) References to "**voting rights**" in these Articles shall exclude the voting rights attached to shares repurchased and held by or transferred to HKSCCN upon deposit with CCASS. (p) Sections 8 and 19(3) of the Electronic Transactions Act (As Revised) shall not apply to the extent it imposes obligations or requirements in addition to those set out in these Articles.	
App.A13 Para 16	2	To the extent that the same is permissible under Cayman Islands law and subject to Article 13, a Special Resolution shall be required to alter the Memorandum of Association of the Company, to approve any amendment of the Articles or to change the name of the Company.	When Special Resolution is required
App.A13 Para 15	5	(a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the ~~Companies Act~~Statutes, be varied or abrogated either with the consent in writing of the holders of not less than 3/4 in nominal value of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third in nominal value of the issued Shares (excluding treasury shares) of that class, that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll. ……	How rights of shares may be modified
	8	Any new Shares shall be issued upon such terms and conditions and with such rights, privileges or restrictions attached thereto as the general meeting resolving upon the creation thereof shall direct, and if no direction be given, subject to the provisions of the ~~Companies Act~~Statutes and of these Articles, as the Board shall determine; and in particular such Shares may be issued with a preferential or qualified right to participate in Dividends and in the distribution of assets of the Company and with a special right or without any right of voting.	On what conditions new shares may be issued

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
11	(a) All unissued Shares and other securities of the Company shall be at the disposal of the Board and it may offer, allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times, for such consideration and generally on such terms and conditions (subject to Article 9) as it in its absolute discretion thinks fit, but so that no Shares shall be issued at a discount. The Board shall, as regards any offer or allotment of Shares, comply with the provisions of the Statutes~~Companies Act~~, if and so far as such provisions may be applicable thereto.	Unissued Shares at the disposal of the Directors
12	(a) The Company may at any time pay commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any Shares, but so that the conditions and requirements of the Statutes ~~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. (b) If any Shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable within a period of one year, the Company may pay interest on so much of that share capital as is for the time being paid up for the period and, subject to any conditions and restrictions mentioned in the Statutes~~Companies Act~~, may charge the sum so paid by way of interest to capital as part of the cost of construction of the works or buildings, or the provisions of the plant.	Company may pay commission Defraying of expenses
13	…… (d) sub-divide its Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Statutes~~Companies Act~~, and so that the resolution whereby any Share is sub-divided may determine that, as between the holders of the Shares resulting from such sub- division, one or more of the Shares may have any such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new Shares; ……	

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
15	(a) Subject to the Statutes~~Companies Act~~, or any other law or so far as not prohibited by any law, the Listing Rules and/or any other rules and regulations of any competent regulatory authority 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 all or any of its own Shares (which expression as used in this Article includes redeemable Shares) provided that the manner and terms of purchase have first been authorised by an Ordinary Resolution of the Shareholders, and to purchase or otherwise acquire warrants and other securities for the subscription or purchase of its own Shares, and shares and warrants and other securities for the subscription or purchase of any shares in any company which is its Holding Company and may make payment therefor in any manner and terms authorised or not prohibited by law, the Listing Rules and/or any other rules and regulations of any competent regulatory authority, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, 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 or other securities in the Company or any company which is a Holding Company of the Company and the Company's foregoing power to purchase or otherwise acquire its own shares or warrants shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for the purposes of the Statutes, and should the Company purchase or otherwise acquire its own Shares or warrants or other securities neither the Company nor the Board shall be required to select the Shares or warrants or other securities to be purchased or otherwise acquired rateably or in any other manner and terms as between the holders of Shares or warrants or other securities of the same class or as between them and the holders of Shares or warrants or other securities 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 the relevant code, rules or regulations issued from time to time by the HK Stock Exchange and/or the SFC or any competent regulatory authority ~~Securities and Futures Commission of Hong Kong~~ from time to time in force.	Company to purchase its own securities and to finance the same

Article No.	Proposed amendments showing changes to the existing articles of association of the Company
	(b) Subject to the provisions of the Statutes ~~Companies Act~~ and the Memorandum of Association of the Company, the Listing Rules and/or any other rules and regulations of any competent regulatory authority, and to any special rights conferred on the holders of any Shares or attaching to any class of Shares, Shares may be issued on the terms that they may, at the option of the Company or the holders thereof, be liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit. …… (f) Subject to the Statutes, 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: (i) Subject to the Statutes, 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). (ii) 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 made to the Company in respect of a treasury share. (iii) The Company shall be entered in the Register of holders as the holder of the treasury shares. However: (1) 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 (2) a treasury share shall not be voted, directly or indirectly, at any 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 Statutes.

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
	(iv) Nothing in the preceding Articles 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. (v) Treasury shares may be disposed of by the Company on such terms and conditions as determined by the Board subject to these Articles, the Companies Act and the Listing Rules.	
REGISTER OF ~~SHARE~~HOLDERS, ~~AND~~ SHARE CERTIFICATES APPROVED SECURITIES REGISTRAR AND PARTICIPATING SECURITIES		
17	(a) The Board shall cause to be kept the Register of holders and there shall be entered therein the particulars required under the Statutes~~Companies Act~~.	Share Register
	(b) Subject to the provisions of the Statutes~~Companies Act~~, if the Board considers it necessary or appropriate, the Company may establish and maintain a principal or branch ~~register~~ Register of ~~Share~~holders at such location as the Board thinks fit and, during the Relevant Period, the Company shall keep its principal or a branch ~~register~~ Register of ~~Share~~holders in Hong Kong.	Local or branch register
App.A1~~3~~ Para 20	(c) During the Relevant Period (except when the Register of holders is closed), any Shareholder and any holder of the prescribed securities may inspect during business hours any Register of holders ~~maintained~~ in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance.	
App.A1~~3~~ Para 20	(d) The Register of holders may be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine.	

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
18	(a) On and from the participation date, every person whose name is entered as a holder in the Register of holders shall be entitled to hold their shares being participating securities in uncertificated form through the UNSRT System, the Central Clearing and Settlement System, or any other system approved under the Securities and Futures Ordinance and the USM Rules, as applicable, in compliance with the Listing Rules and other relevant regulations. Where shares are held in certificated form, every person whose name is entered as a member in the register shall be entitled to receive one certificate for all such shares of any one class or several certificates each for one or more of such shares of such class upon payment for every certificate after the first of such reasonable out-of-pocket expenses as the Board from time to time determines~~Every person whose name is entered as a Shareholder in the Register shall be entitled to receive within the relevant time limit as prescribed in the Companies Act or as the HK Stock Exchange may from time to time determine, whichever is shorter, after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide or is required by the applicable rules of the stock exchange of the Relevant Territory) one certificate for all his Shares, 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 a stock exchange board lot for the purposes of the stock exchange of the Relevant Territory on which the Shares are listed upon payment of such sum (in the case of a transfer, not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, HK$2.50 or such other sum as may from time to time be allowed or not prohibited under the Listing Rules, and in the case of any other Shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for Shares in stock exchange board lots or whole multiples thereof as he shall request and one for the balance (if any) of the Shares in question, provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders~~.	Share certificates

Article No.	Proposed amendments showing changes to the existing articles of association of the Company
	(b) On and from the participation date of any prescribed securities of the Company (including any shares of the Company that are listed on the Exchange): (i) such prescribed securities become participating securities and may be held in uncertificated form; and the titles thereto may be evidenced and transferred without an instrument in accordance with the Listing Rules, Securities and Futures Ordinance, the USM Rules, the ASR Code and all applicable laws and regulations; (ii) the Register of holders shall, to the fullest extent permitted by applicable laws and regulations, be the primary evidence of title to such participating securities; (iii) the Board may implement such arrangements and procedures as it considers necessary or desirable to facilitate the dematerialisation, holding, transfer, registration and administration of such participating securities in uncertificated form; and (iv) all provisions of these Articles shall be construed, so far as possible, to permit and facilitate the same.~~The Company may, in the event of a change in the form of definitive Share certificate adopted by the Board, issue new definitive certificates to all holders of Shares appearing on the Register in replacement of old definitive certificates issued to such holders. The Board may resolve whether or not to require the return of the old certificates as a condition precedent to the issue of replacement certificates and, as regards any old certificates which have been lost or defaced, to impose such conditions (including as to indemnity) as the Board shall see fit. If the Board elects not to require the return of the old certificates, the same shall be deemed to have been cancelled and of no further effect for all purposes.~~ (c) Notwithstanding any other provision of these Articles, on and after the participation date on which any prescribed securities become participating securities, no new certificate shall be issued in respect of such participating securities except to the extent permitted or required by the Listing Rules, the Securities and Futures Ordinance, the USM Rules, the ASR Code and all applicable laws and regulations.

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
	(d) If any provision of these Articles is inconsistent with the Listing Rules, the Securities and Futures Ordinance, the USM Rules, the ASR Code and all applicable laws and regulations in relation to any participating securities on or after their participation date, such provision shall be read down or disapplied to the extent of the inconsistency and the Listing Rules, the Securities and Futures Ordinance, the USM Rules, the ASR Code and all relevant applicable laws and regulations shall prevail. (e) Save for the above provisions in this Article 18, the Company shall comply with any other applicable laws, rules and regulations to facilitate the dematerialisation, holding, transfer, registration and administration of such participating securities in uncertificated form, including electronic processes for corporate actions, as required by the uncertificated securities market regime.	
19	Where any shares or debentures or any form of security of the Company are issued in certificated form, such certificate ~~Every certificate for Shares, warrants or debentures or representing any other form of securities of the Company~~ shall be issued under the Seal of the Company, which for this purpose may be a duplicate Seal.	Share certificates to be sealed
20	Where share certificates are issued, they ~~Every share certificate hereafter issued~~ shall specify the number and class of Shares in respect of which it is issued and the amount paid thereon and may otherwise be in such form as the Board may from time to time prescribe. A share certificate shall relate to only one class of Shares, and where the capital of the Company includes Shares with different voting rights, the designation of each class of Shares, other than those which carry the general right to vote at general meetings, must include the words "restricted voting" or "limited voting" or "non-voting" or some other appropriate designation which is commensurate with the rights attaching to the relevant class of Shares.	Share certificate to specify number and class of shares
21	…… (b) If any Shares shall stand in the names of two or more persons, the person first named in the Register of holders shall be deemed to be sole holder thereof as regards service of notice and, subject to the provisions of these Articles, all or any other matter connected with the Company, except the transfer of the Share.	

Article No.	Proposed amendments showing changes to the existing articles of association of the Company
22	Where share certificates are issued, iIf a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, (not exceeding, in the case of any share capital listed on a stock exchange in Hong Kong, HK$2.50 or such other sum as may from time to time be allowed or not prohibited under the Listing Rules or the ASR Code (as the case may be), and, in the case of any other capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or such other sum as the Company may by Ordinary Resolution determine) as the Board shall from time to time determine and on such terms and conditions, if any, as to publication of notices, evidence and indemnity as the Board thinks fit and in the case of wearing out or defacement, after delivery up of the old certificate. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company all costs and out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity. Replacement of share certificates
23	(a) For so long as any of the securities of the Company that constitute prescribed securities and (including any shares of the Company that are listed on the Exchange) for the purposes of the Listing Rules, the Securities and Futures Ordinance, the USM Rules, the ASR Code, the Company shall appoint and maintain at all times an approved securities registrar to act as the securities registrar for such prescribed securities and to maintain the Register of holders in Hong Kong of such prescribed securities, in each case in accordance with the Listing Rules, the Securities and Futures Ordinance, the USM Rules, the ASR Code and all applicable laws and regulations. The Register of holders in Hong Kong may constitute a branch register for the purposes of these Articles and the Statutes. (b) If at any time the office of approved securities registrar in respect of any prescribed securities becomes vacant, the Board shall use all reasonable endeavors to procure the appointment of a replacement approved securities registrar as soon as practicable and may take all such steps, enter into all such arrangements and execute all such documents as it considers necessary or desirable to preserve compliance with the Listing Rules, the Securities and Futures Ordinance, the USM Rules, the ASR Code and applicable laws and regulations. Title to such prescribed securities may be evidenced and transferred in accordance with all applicable laws and regulations, including the Companies Act, the Listing Rules, the Securities and Futures Ordinance and the USM Rules that are or shall be applicable to such prescribed securities.

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
	(c) Without prejudice to any other provision of these Articles, the approved securities registrar may, on behalf of the Company and to the extent permitted by applicable laws and regulations, provide or facilitate securities registrar services in relation to the Company's prescribed securities (including any shares of the Company that are listed on the HK Stock Exchange), including the maintenance of the Register of holders in Hong Kong, the operation of or participation in any UNSRT System, the evidencing of title without an instrument, and the registration and transfer of title by electronic or authenticated means. The Register of holders maintained by the Company and/or the approved securities registrar in respect of such prescribed securities (including any shares of the Company that are listed on the Exchange) (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Companies Act in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such prescribed securities.	
24~~3~~	The Company shall have a first and paramount lien on every Share (not being a fully paid Share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of that Share; and the Company shall also have a first and paramount lien and charge on all Shares (other than fully paid-up Shares) standing registered in the name of a Shareholder, whether singly or jointly with any other person or persons, for all the debts and liabilities of such Shareholder or his estate to the Company and whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such Shareholder, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such Shareholder or his estate and any other person, whether a Shareholder of the Company or not. The Company's lien (if any) on a Share shall extend to all Dividends and bonuses declared in respect thereof. The Board may at any time either generally or in any particular case waive any lien that has arisen, or declare any Share to be exempt wholly or partially from the provisions of this Article.	Company's lien

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
25~~4~~	The Company may sell, in such manner as the Board thinks fit, any Shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, nor until the expiration of 14 days after a notice in writing, stating and demanding payment of the sum presently payable or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving notice of intention to sell in default, shall have been given, in the manner in which notices may be sent to Shareholders of the Company as provided in these Articles, to the registered holder for the time being of the Shares, or the person entitled by reason of such holder's death, bankruptcy or winding-up to the Shares.	Sale of shares subject to lien
26~~5~~	The net proceeds of such sale 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) be paid to the person entitled to the Shares at the time of the sale. For the purpose of giving effect to any such sale, the Board may authorise some 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 the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings relating to the sale.	Application of proceeds of sale
27~~6~~	The Board may from time to time make such calls as it thinks fit upon the Shareholders in respect of any moneys unpaid on the Shares held by them respectively (whether on account of the nominal value of the Shares or by way of premiums) and not by the conditions of allotment thereof made payable at a fixed time. A call may be made payable either in one sum or by instalments.	Calls/ instalments
28~~7~~	At least 14 days' notice of any call shall be given to the relevant Shareholders specifying the time and place of payment and to whom such call shall be paid.	Notice of call

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
2~~9~~8	A copy of the notice referred to in Article ~~27~~ 28 shall be sent to relevant Shareholders in the manner in which notices may be sent to Shareholders by the Company as herein provided.	Copy of notice to be sent to shareholders
~~29~~30	In addition to the giving of notice in accordance with Article ~~28~~29, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the relevant Shareholders by notice to be inserted at least once in the Newspapers.	Notice of call may be given
~~30~~31	Every Shareholder upon whom a call is made shall pay the amount of every call so made on him to the person and at the time or times and place or places as the Board shall appoint.	Time and place for payment of call
~~31~~32	A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed.	When call deemed to have been made
~~32~~33	The joint holders of a Share shall be severally as well as jointly liable for the payment of all calls and instalments due in respect of such Share or other moneys due in respect thereof.	Liability of joint holders
~~33~~34	The Board from time to time at its discretion may extend the time fixed for any call, and may extend such time as regards all or any of the Shareholders, whom due to residence outside the Relevant Territory or other cause the Board may deem entitled to any such extension but no Shareholder shall be entitled to any such extension except as a matter of grace and favour.	Board may extend time fixed for call
~~34~~35	If the sum payable in respect of any call or instalment is not paid before or on the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding 20% per annum as the Board shall fix from the day appointed for the payment thereof to the time of the actual payment, but the Board may waive payment of such interest wholly or in part.	Interest on unpaid calls
~~35~~36	No Shareholder shall be entitled to receive any Dividend or bonus or to be present or vote (save as proxy or authorised representative for another Shareholder) at any general meeting, either personally, or (save as proxy or authorised representative for another Shareholder) by proxy, or be reckoned in a quorum, or to exercise any other privilege as a Shareholder until all calls or instalments due from him to the Company, whether alone or jointly or jointly and severally with any other person, together with interest and expenses (if any) shall have been paid.	Suspension of privileges while call unpaid

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
~~36~~37	On the trial or hearing of any action or other proceedings for the recovery of any money due for any call, it shall be sufficient to prove that the name of the Shareholder sued is entered in the Register as the holder, or one of the holders, of the Shares in respect of which such debt accrues; that the resolution of the Board making the call has been duly recorded in the minute book of the Board; and that notice of such call was given to the Shareholder sued, in pursuance of these Articles, and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.	Evidence in action for call
~~37~~38	(a) Any sum which by the terms of allotment of a Share is made payable upon allotment or at any fixed date, whether on account of the nominal value of the Share and/or by way of premium, shall for all purposes of these Articles be deemed to be a call duly made and notified and payable on the date fixed for payment, and in case of non- payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture and the like, shall apply as if such sums had become payable by virtue of a call duly made and notified. ……	Sums payable on allotment deemed a call
~~38~~39	The Board may, if it thinks fit, receive from any Shareholder willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any Shares held by him, and in respect of all or any of the moneys so advanced may pay interest at such rate (if any) not exceeding 20% per annum, as the Board may decide but a payment in advance of a call shall not entitle the Shareholder to receive any Dividend subsequently declared or to exercise any other rights or privileges as a Shareholder in respect of the Share or the due portion of the Shares upon which payment has been advanced by such Shareholder before it is called up. The Board may at any time repay the amount so advanced upon giving to such Shareholder not less than one Month's notice in writing of its intention on that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the Shares in respect of which it was advanced.	

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
~~39~~40	Subject to the Statutes~~Companies Act~~, for the certificated shares, all transfers of Shares shall be effected by transfer in writing in the usual or common form or in such other form as the Board may accept provided always that it shall be in such a form prescribed by the HK Stock Exchange and may be under hand only or, if the transferor or transferee is a Clearing House (or its nominee(s)), under hand or by machine imprinted signature or by such other means of execution as the Board may approve from time to time. Subject to the Statutes and all applicable laws and regulations, including the Listing Rules, the Securities and Futures Ordinance and the USM Rules, where any shares are participating securities, transfers of shares shall be effected only in uncertificated form through the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Exchange or the SFC.	Form of transfer
41~~0~~	Subject to the Statutes and all applicable laws and regulations, including the Listing Rules, the Securities and Futures Ordinance and the USM Rules, where any shares are participating securities, transfers of shares shall be effected only in uncertificated form through the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Exchange or the SFC, without the need for a written instrument of transfer. For certificated shares, ~~T~~the instrument of transfer of any Share shall be executed by or on behalf of the transferor and by or on behalf of the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferor or the transferee or accept mechanically executed transfers in any case in which it in its absolute discretion thinks fit to do so. Without prejudice to the last preceding Article, the Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers. The transferor shall be deemed to remain the holder of the Share until the name of the transferee is entered in the Register of holders in respect thereof. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any Share by the allottee in favour of some other person.	Execution of transfer
~~41~~42	…… (c) Notwithstanding anything contained in these Articles, the Company shall as soon as practicable and on a regular basis record in the principal Register all removals of Shares effected on any branch Register and shall at all times maintain the principal Register and all branch Registers in all respects in accordance with the Statutes~~Companies Act~~.	Shares registered on principal register, branch register, etc.

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
~~42~~43	Fully paid Shares shall be free from any restriction with respect to the right of the holder thereof to transfer such Shares (except when permitted by the HK Stock Exchange, the Securities and Futures Ordinance and/or the USM Rules) and shall also be free from all liens. The Board however, may, in its absolute discretion, refuse to register a transfer of any Share which is not fully paid to a person of whom it does not approve or any Share issued under any share option scheme upon which a restriction on transfer imposed thereby still subsists, and it may also refuse to register a transfer of any Share (whether fully paid up or not) to more than four joint holders or a transfer of any Shares (not being a fully paid up Share) on which the Company has a lien.	Directors may refuse to register a transfer
~~43~~44	…… (b) where the transfer is effected by an instrument of transfer, the instrument of transfer is lodged at the relevant Registration Office or, as the case may be, the Transfer Office accompanied by the certificate of the Shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); (c) where the transfer is effected by an instrument of transfer, the instrument of transfer is in respect of only one class of Share; …… (e) if applicable, where the transfer is effected by an instrument of transfer, the instrument of transfer is properly stamped.	
45~~4~~	The Board may refuse to register a transfer of any Share to an infant or to a person of unsound mind or under other legal disability.	No transfer to an infant
46~~5~~	If the Board shall refuse to register a transfer of any Share, it shall, within two months after the date on which the transfer was lodged with the Company (whether by instrument of transfer or through the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Exchange or the SFC), send to each of the transferor and the transferee notice of such refusal and, except where the subject Share is not a fully paid Share, the reason(s) for such refusal.	Notice of refusal

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
47~~6~~	For shares that are not participating shares, ~~Upon~~ upon every transfer of Shares, the certificate in respect thereof held by the transferor shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall be issued to the transferee in respect of the Shares transferred to him as provided in Article 18, and if any of the Shares included in the certificate so given up shall be retained by the transferor a new certificate in respect thereof shall be issued to him as provided in Article 18. The Company shall retain the instrument of transfer.	Certificate to be given up on transfer
48~~7~~	The registration of transfers may be suspended when the Register is closed in accordance with Article 17(d).	When transfer books or register is closed
49~~8~~	In the case of the death of a Shareholder, the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the Shares; but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any Share solely or jointly held by him.	Deaths of registered holder or of joint holder of shares
~~49~~50	Any person becoming entitled to a Share in consequence of the death or bankruptcy or winding-up of a Shareholder may, upon such evidence as to his title being produced as may from time to time be required by the Board, and subject as hereinafter provided, elect either to be registered himself as holder of the Share or to have some person nominated by him registered as the transferee thereof.	Registration of personal representatives and trustees in bankruptcy
51~~0~~	If the person becoming entitled to a Share pursuant to Article ~~49~~ 50 shall elect to be registered himself as the holder of such Share, he shall deliver or send to the Company a notice in writing signed by him, at (unless the Board otherwise agrees) the Registration Office, stating that he so elects. If he shall elect to have his nominee registered, he shall testify his election by executing a transfer of such Share to his nominee. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of Shares shall be applicable to any such notice or transfer as aforesaid as if the death, bankruptcy or winding-up of the Shareholder had not occurred and the notice or transfer were a transfer executed by such Shareholder.	Notice of election to be registered of nominee

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
52~~1~~	A person becoming entitled to a Share by reason of the death, bankruptcy or winding-up of the holder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the Share. However, the Board may, if it thinks fit, withhold the payment of any Dividend payable or other advantages in respect of such Share until such person shall become the registered holder of the Share or shall have effectually transferred such Share, but, subject to the requirements of Article ~~80~~ 81 being met, such a person may vote at general meetings of the Company.	Retention of dividends, etc. until transmission of shares of a deceased or bankrupt shareholder
53~~2~~	If a Shareholder fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, without prejudice to the provisions of Article ~~34~~35, serve notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.	If call or instalment not paid notice may be given
~~53~~54	The notice shall name a further day (not earlier than the expiration of 14 days from the date of the notice) on or before which the payment required by the notice is to be made, and it shall also name the place where payment is to be made such place being the Registered Office or a Registration Office or another place within the Relevant Territory. The notice shall also state that, in the event of non-payment at or before the time appointed, the Shares in respect of which the call was made will be liable to be forfeited.	Content of notice of call
~~54~~55	If the requirements of any such notice as aforesaid are not complied with, any Share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all Dividends and bonuses declared in respect of the forfeited Share and not actually paid before the forfeiture. The Board may accept the surrender of any Share liable to be forfeited hereunder and in such cases references in these Articles to forfeiture shall include surrender.	If notice not complied with shares may be forfeited
56~~5~~	Any Share so forfeited shall be deemed to be the property of the Company, and may be re-allotted, sold or otherwise disposed of on such terms and in such manner as the Board thinks fit and at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Board thinks fit.	Forfeited shares to become property of Company

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
5<u>7</u>~~6~~	A person whose Shares have been forfeited shall cease to be a Shareholder in respect of the forfeited Shares, but shall, nevertheless, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the forfeited Shares, together with (if the Board shall in its discretion so require) interest thereon from the date of forfeiture until the date of actual payment (including the payment of such interest) at such rate not exceeding 20% per annum as the Board may prescribe, and the Board may enforce the payment thereof if it thinks fit, and without any deduction or allowance for the value of the Shares at the date of forfeiture, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the Shares. For the purposes of this Article any sum which by the terms of issue of a Share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, whether on account of the nominal value of the Share or by way of premium, shall notwithstanding that such time has not yet arrived be deemed to be payable on the date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment.	Arrears to be paid not withstanding forfeiture
5<u>8</u>~~7~~	A certificate in writing that the declarant is a Director or the Secretary, and that a Share has been duly forfeited or surrendered on a date stated in the certificate, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share. The Company may receive the consideration, if any, given for the Share on any re-allotment, sale or disposition thereof and may execute a transfer of the Share in favour of the person to whom the Share is re-allotted, sold or disposed of and such person shall thereupon be registered as the holder of the Share, and shall not be bound to see to the application of the subscription or purchase money, (if any), nor shall his title to the Share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, re-allotment, sale or disposal of such Share.	Evidence of forfeiture and transfer of forfeited share

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
5~~9~~8	When any Share shall have been forfeited, notice of the forfeiture shall be given to the Shareholder in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or make any such entry.	Notice after forfeiture
~~59~~60	Notwithstanding any such forfeiture as aforesaid the Board may at any time, before any Shares so forfeited shall have been re-allotted, sold or otherwise disposed of, cancel the forfeiture on such terms as it thinks fit or permit the Shares so forfeited to be bought back or redeemed upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the Shares, and upon such further terms (if any) as it thinks fit.	Power to redeem forfeited shares
~~60~~61	The forfeiture of a Share shall not prejudice the right of the Company to any call already made or any instalment payment thereon.	Forfeiture not to prejudice Company's right to call or instalment
~~61~~62	(a) The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by terms of issue of a Share, becomes payable at a fixed time, whether on account of the nominal value of the Share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.	Forfeiture for non-payment of any sum due on shares
App.A1~~3~~ Para 14(1) 63~~2~~	At all times during the Relevant Period, the Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it. Such annual general meeting must be held within six (6) months after the end of the Company's financial year ~~(unless a longer period would not infringe the Listing Rules, if any) an shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint~~. General meetings (including the annual general meeting, any adjourned meeting or postponed meeting) may be held by way of a physical meeting at such place as may be appointed by the Board and at one or more locations as provided in Article 69(a) or by way of a hybrid meeting or by way of an electronic meeting as may be determined by the Board in its absolute discretion. Without prejudice to the provisions in Articles 69(a) to 69(g) and Article 72, a physical ~~A~~ meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.	When annual general meeting to be held
64~~3~~	All general meetings other than annual general meetings shall be called extraordinary general meetings.	Extraordinary general meeting

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
App.A13 Para 14(5) 654	The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company (excluding treasury shares) having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene a physical meeting at only once location which will be the Principal Meeting Placesuch meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.	Convening of extraordinary general meeting
App.A13 Para 14(2) 665	An annual general meeting of the Company shall be called by at least 21 clear days' notice in writing, and a general meeting of the Company, other than an annual general meeting, shall be called by at least 14 clear days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify (a) the time and date of the meeting, (b) if the general meeting is to be physical meeting or hybrid meeting, the place of the meeting and if there is more than one Meeting Location as determined by the Board pursuant to Article 69(a), the principle place of the meeting (the "**Principal Meeting Place**"), (c) if the general meeting is to be hybrid meeting or electronic meeting, the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting (which electronic facilities may vary from time to time and from meeting to meeting as the Board, in its absolute discretion, may see fit) or where such details will be made available by the Company prior to the meeting, and (d)the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 6768), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed: ……	Notice of meetings

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
6~~7~~6	(a) The accidental omission to give any notice to, or the non-receipt of any notice by, any person entitled to receive notice shall not invalidate any resolution passed or any proceedings at any such meeting. ……	Omission to give notice
6~~8~~7	(a) All business shall be deemed special that is transacted at an extraordinary general meeting and also all business shall be deemed special that is transacted at an annual general meeting with the exception of the following, which shall be deemed ordinary business: ……	Special business, business of annual general meeting
~~67A~~68A.	All Shareholders have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.	Right to speak and right to vote at general meetings

App.A1 ~~3~~ Para 14(3)

Article No.	Proposed amendments showing changes to the existing articles of association of the Company
6~~9~~8	For all purposes the quorum for a general meeting shall be two Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy (including attendance by electronic means) and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting. Quorum (a) The Directors may make electronic facilities available for a specific general meeting or all general meetings of the Company so that members and other participants may attend and participate at such general meetings by means of such electronic facilities. Without limiting the generality of the foregoing, (i) the Directors may determine that any general meeting may be held as an electronic meeting or a hybrid meeting and (ii) a physical meeting may also be held by means of such electronic 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 Place, whether by simultaneous attendance and participation by means of electronic facilities at such location or locations ("**Meeting Location(s)**") 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 electronic 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.

Article No.	Proposed amendments showing changes to the existing articles of association of the Company
	(b) All general meetings are subject to the following and, where appropriate, all references to a "member" or "members" in this Article 69(b) shall include a duly authorised representative or duly authorised representatives or a proxy or proxies respectively: (i) where a member is attending at a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place; (ii) members present in person or (in the case of a member being a corporation) by its duly authorised representative or by proxy at a Meeting Location and/or members attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to speak, communicate and vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the Chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members at all Meeting Locations and members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened; (iii) where members or proxies attend a meeting by being present at one of the Meeting Locations and/or where members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and

Article No.	Proposed amendments showing changes to the existing articles of association of the Company
	(iv) if any of the Meeting Location is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging instrument appointing a proxy shall be as stated in the notice for the meeting. (c) The Board and, at any general meeting, the Chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place and/or any Meeting Location(s) and/or attendance and/or participation and/or voting at an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as 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 entitled but unable to attend, in person or (in the case of a member being a corporation) by its duly authorised representative or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting. Any member or proxy attending and participating in such way (whether by attending and participating in a physical meeting, or an electronic meeting or a hybrid meeting by means of electronic facilities) is deemed to be present at and shall be counted in the quorum of the meeting. (d) If it appears to the Chairman of the general meeting that: (i) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 69(a) 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; or

Article No.	Proposed amendments showing changes to the existing articles of association of the Company
	(ii) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting and these Articles; or (iii) 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 (iv) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting; or (v) it is not possible to secure the proper and orderly conduct of the meeting, then, without prejudice to any other power which the Chairman of the meeting may have under these Articles or at common law, the Chairman may, at his/her absolute discretion without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid. (e) The Board and, at any general meeting, the Chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the Chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly 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 shall also comply with all requirements 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 arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

Article No.	Proposed amendments showing changes to the existing articles of association of the Company
	(f) If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following: (i) when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of a meeting); (ii) when only the form of the meeting or electronic facilities specified in the notice are changed, the Board shall notify the members of details of such change in such manner the Board may determine; (iii) when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 72, unless already specified in the original notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
	(iv) notice of the business to be transacted at the postponed and/or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed and/or changed meeting is the same as that set out in the original notice of general meeting circulated to the members. (g) All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 69(d), any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.	
~~69~~70	If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, 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 (where applicable) such place and in such form and manner referred to in Article 63 as the Chairman of the meeting (or in default, the Board) may absolutely deteremine~~as shall be decided by the Board~~, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Shareholder or the Shareholders present in person (or, in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and entitled to vote shall be a quorum and may transact the business for which the meeting was called.	When quorum is not present meeting to be dissolved and when to be adjourned

Article No.	Proposed amendments showing changes to the existing articles of association of the Company
~~70~~71	(a) The chairman (if any) of the Company or if he is absent or declines to take the chair at such meeting, the Vice chairman (if any) of the Company shall take the chair at every general meeting, or, if there be no such chairman or Vice chairman, or, if at any general meeting neither of such chairman or Vice chairman is present within 15 minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the chairman chosen shall retire from the chair, then the Shareholders present shall choose one of their number to be chairman of the meeting. chairman of general meeting (b) If the Chairman of a general meeting is participating in the general meeting using an electronic facility or facilities and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 71(a) above) shall preside as a chairman of the meeting unless and until the original Chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities; provided that (i) if no other Director is present at the meeting, or (ii) if all the Directors present decline to take the chair, then the meeting shall be automatically adjourned to the same day in the next week (or if it is not a business day, to the next business day) and at such time and/or place (whether physical or virtual) (if applicable) and/or in such mode and manner as shall be decided by the Board.

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
72~~1~~	Subject to Article 69(d), ~~T~~the chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time (or indefinitely) and from place(s) to place(s) (whether physical or electronic) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying ~~the place, the day and the hour~~the details as provided in Article 66 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 notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.	Power to adjourn general meeting, business of adjourned meeting
73~~2~~	At any general meeting a resolution put to the vote of the meeting shall be decided by poll save that the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution to be voted by a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting nor in any supplementary circular that may be issued by the Company to the members; and (ii) relate to the Chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views, or such other matters as may be set out in the Listing Rules from time to time. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the Chairman of the meeting may determine. Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded by: ……	Poll show of hands and demand for poll

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
7~~43~~	Where a resolution is voted on by a show of hands, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded in favour of or against such resolution.	What is to be evidence of the passing of a resolution
7~~54~~	A poll shall be taken in such manner (including the use of ballot or voting papers or Tickets or by electronic voting or otherwise) and at such time and place (whether physical or virtual) as the chairman of the meeting directs. On a poll, votes may be given either personally or by proxy. 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 required or demanded. In the event that a poll is demanded after the chairman of the meeting allows a show of hands pursuant to Article ~~72~~73, the demand for a poll may be withdrawn, with the consent of the chairman of the meeting, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is the earlier.	Poll
7~~65~~	Any poll on the election of a chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.	
7~~76~~	In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote, the chairman of the meeting shall determine the same, and such determination shall be final and conclusive.	chairman to have casting vote
7~~87~~	The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.	Business may proceed notwithstanding demand for poll
7~~98~~	If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting, the proceedings shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a Special Resolution no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.	Amendment of resolutions

	Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
App.A13 Para 14(3)	8079	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share), and on a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in this Article) have one (1) vote. On a poll a Shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands and on a poll, each such proxy is under no obligation to cast all his votes in the same way. Votes (whether on a show of hand or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the Chairman of the meeting may determine.	Votes of shareholders
App.A13 Para 14(3)(4)	79A80A	Where the Company has knowledge that any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.	
	810	Any person entitled under Article 51 52 to be registered as the holder of any Shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such Shares, provided that at least 48 hours before the time of the holding of the meeting or adjourned meeting (as the case may be) at which he proposes to vote, he shall satisfy the Board of his right to be registered as the holder of such Shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.	Votes in respect of deceased and bankrupt shareholders

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
82~~1~~	Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register of holders in respect of such Share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased Shareholder, and several trustees in bankruptcy or liquidators of a Shareholder in whose name any Share stands shall for the purposes of this Article be deemed joint holders thereof.	Joint holders
83~~2~~	A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a poll or on a show of hands, by his committee or receiver, or other person in the nature of a committee or receiver appointed by that court, and any such committee, receiver or other person may vote on a poll by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Articles for the deposit of instruments of proxy or, if no place is specified, at the Registration Office, not later than the latest time at which an instrument of proxy must, if it is to be valid for the meeting, be delivered.	Votes of shareholders of unsound mind
84~~3~~	Save as expressly provided in these Articles or otherwise determined by the Board, no person other than a Shareholder duly registered and who shall have paid everything for the time being due from him payable to the Company in respect of his Shares shall be entitled to be present or to vote (save as proxy or authorised representative for another Shareholder) whether personally, by proxy or by attorney or to be reckoned in the quorum, at any general meeting.	Qualification for voting
85~~4~~	No objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.	Objections to votes

Article No.	Proposed amendments showing changes to the existing articles of association of the Company
App.A13 Para 18 865	Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder of the Company. On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were an individual Shareholder. Proxies
876	No appointment of a proxy shall be valid unless it names the person appointed and his appointor. The Board may, unless it is satisfied that the person purporting to act as proxy is the person named in the relevant instrument for his appointment and the validity and authenticity of the signature of his appointor, decline such person's admission to the relevant meeting, reject his vote or, in the event that a poll is demanded after the chairman of the meeting allows a show of hands pursuant to Article 732, his demand for a poll and no Shareholder who may be affected by any exercise by the Board of its power in this connection shall have any claim against the Directors or any of them nor may any such exercise by the Board of its powers invalidate the proceedings of the meeting in respect of which they were exercised or any resolution passed or defeated at such meeting.

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
App.A13 Para 18	887	The instrument appointing a proxy shall be in writing and if the Board in its absolute discretion determines, may be contained in an electronic communication, and: (i) if in writing but not contained in an electronic communication, under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts; or (ii) in the case of an appointment contained in an electronic communication, submitted by or on behalf of the appointer, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine~~under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised~~.	Instrument appointing proxy to be in writing
	898	(a) The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or in such other manner (including by electronic means) ~~or one of such places (if any)~~ as is specified by way of a notice to or in any document accompanying~~in~~ the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned meeting or postponed meeting (as the case may be) or if the Company has provided an electronic address in accordance with the following paragraph, shall be received at the electronic address specified, at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Articles has not been received in accordance with the requirements of these Articles. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.	Appointment of proxy must be deposited

Article No.	Proposed amendments showing changes to the existing articles of association of the Company
	(b) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.
9089	Every instrument of proxy, whether for a specified meeting or otherwise, shall be in such form as the Board may from time to time approve, provided that it shall not preclude the use of the two-way form. Any form issued to a Shareholder for use by him for appointing a proxy to attend and vote at an extraordinary general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the Shareholder, according to his intentions, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business. Form of proxy

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
~~90~~91	The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit; and (ii) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.	Authority under instrument appointing proxy
~~91~~92	A vote given in accordance with the terms of an instrument of proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the Share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place (including, where applicable, any such electronic address) or in such other manner (including by electronic means) as is referred to in Article ~~88~~89, at least two hours before the commencement of the meeting or adjourned meeting at which the proxy is used.	When vote by proxy valid though authority revoked
9~~3~~2	…… (b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article ~~93~~ 94) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders 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 representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote and the right to speak.	App.A1~~3~~ Para 19
94~~3~~	Unless the Board agrees otherwise, an appointment of a corporate representative shall not be valid as against the Company unless: ……	Conditions for appointment of corporate representatives

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
9~~4~~5	No appointment of a corporate representative shall be valid unless it names the person authorised to act as the appointor's representative and the appointor is also named. The Board may, unless it is satisfied that a person purporting to act as a corporate representative is the person named in the relevant instrument for his appointment, decline such person's admission to the relevant meeting and/or reject his vote or demand for a poll and no Shareholder who may be affected by any exercise by the Board of its power in this connection shall have any claim against the Board or any of them nor may any such exercise by the Board of its powers invalidate the proceedings of the meeting in respect of which they were exercised or any resolution passed or defeated at such meeting.	
9~~5~~6	The Registered Office of the Company shall be at such place in the Cayman Islands as the Board shall from time to time decide.	Registered Office
9~~6~~7	The number of Directors shall not be less than two (2). The Company shall keep at its Registered Office a register of its directors and officers in accordance with the Statutes~~Companies Act~~.	Number of Directors
9~~7~~8	A Director may at any time, by notice in writing signed by him delivered to the Registered Office or at the Head Office or at a meeting of the Board, appoint any person (including another Director) to act as alternate Director in his place during his absence and may in like manner at any time determine such appointment. If such person is not another Director such appointment unless previously approved by the Board shall have effect only upon and subject to being so approved. The appointment of an alternate Director shall determine on the happening of any event which, were he a Director, would cause him to vacate such office or if his appointor ceases to be a Director. An alternate Director may act as alternate to more than one Director.	Alternate Directors

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
9~~9~~8	(a) An alternate Director shall (subject to his giving to the Company an address, telephone and facsimile number within the territory of the Head Office for the time being for the giving of notices on him and except when absent from the territory in which the Head Office is for the time being situate) be entitled (in addition to his appointor) to receive and (in lieu of his appointor) to waive notices of meetings of the Board and of any committee of the Board of which his appointor is a member and shall be entitled to attend and vote as a Director 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. If his appointor is for the time being absent from the territory in which the Head Office is for the time being situate or otherwise not available or unable to act, his signature to any resolution in writing of the Directors or any such committee shall be as effective as the signature of his appointor. His attestation of the affixing of the Seal shall be as effective as the signature and attestation of his appointor. 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. ……	Rights of Alternate Directors
~~99~~100	A Director or an alternate Director shall not be required to hold any qualification Shares but shall nevertheless be entitled to attend and speak at all general meetings of the Company and all meetings of any class of Shareholders of the Company.	Share qualification of Directors or alternate Directors

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
~~100~~101	The Directors shall be entitled to receive by way of ordinary remuneration for their services as Directors such sum as shall from time to time be determined by the Company in general meeting or by the Board, such sum (unless otherwise directed by the resolution by which it is voted) to be divided amongst the Directors in such proportions and in such manner as they may agree, or failing agreement, equally, except that in such event any Director holding office for less than the whole of the relevant period in respect of which the ordinary remuneration is paid shall only rank in such division in proportion to the time during such period for which he has held office. Such remuneration shall be in addition to any other remuneration to which a Director who holds any salaried employment or office in the Company may be entitled by reason of such employment or office.	Directors' remuneration
~~101~~102	The Directors shall also be entitled to be repaid all travelling, hotel and other expenses reasonably incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from Board meetings, committee meetings or general meetings or otherwise incurred whilst engaged on the business of the Company or in the discharge of their duties as Directors.	Directors' expenses
~~102~~103	The Board may grant special remuneration to any Director who shall perform or has performed any special or extra services at the request of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by way of salary, commission or participation in profits or otherwise as may be arranged.	Special remuneration
~~103~~104	Notwithstanding Articles ~~100~~101, ~~101~~ 102 and ~~102~~103, the remuneration of a managing director, joint managing director, deputy managing director or an executive director or a Director appointed to any other office in the management of the Company may from time to time be fixed by the Board and may be by way of salary, commission, or participation in profits or otherwise or by all or any of those modes and with such other benefits (including pension and/or gratuity and/or other benefits on retirement) and allowances as the Board may from time to time decide. Such remuneration shall be in addition to his ordinary remuneration as a Director.	Remuneration of managing directors, etc.

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
~~104~~105	…… (b) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Statutes~~Companies Act~~, the Company shall not directly or indirectly: …… (c) Article ~~104~~105(a) and (b) shall only apply during the Relevant Period.	Loans to Directors
~~105~~106	…… (g) if he shall be removed from office by an Ordinary Resolution of the Company under Article ~~114~~115; or ……	
~~106~~107	No Director shall be required to vacate office or be ineligible for re-election or re-appointment as a Director, and no person shall be ineligible for appointment as a Director by reason only of his having attained any particular age.	
~~107~~108	(a) No Director or intended 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. ……	Directors' interests

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
10~~98~~	(a) Notwithstanding any other provisions in these Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the 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. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office. ……	Rotation and retirement of Directors
11~~009~~	If at any general meeting at which an election of Directors ought to take place, the places of the retiring Directors are not filled, the retiring Directors or such of them as have not had their places filled shall be deemed to have been re-elected and shall, if willing, continue in office until the next annual general meeting and so on from year to year until their places are filled, unless: ……	Retiring Directors to remain in office until successors appointed
111~~0~~	The Company in general meeting may from time to time fix and may from time to time by Ordinary Resolution increase or reduce the maximum and minimum number of Directors but so that the number of Directors shall not be less than two (2).	Power of general meeting to increase or reduce number of Directors
112~~1~~	The Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.	Appointment of Directors
App.A1~~3~~ Para 4(2) 113~~2~~	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.	Notice of proposed Director to be given

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
11~~43~~	No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office. The period for lodgement of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.	
App.A1~~3~~ Para 4(3) 11~~54~~	The Shareholders may by Ordinary Resolution remove any Director (including a managing director or other executive director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 10~~98~~.	Power to remove Director by Ordinary Resolution
11~~65~~	The Board may from time to time at its discretion exercise all the powers of the Company to raise or borrow or to secure the payment of any sum or sums of money for the purposes of the Company and to mortgage or charge its undertaking, property and uncalled capital or any part thereof.	Power to borrow
11~~76~~	The Board may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular but subject to the provisions of the Statutes~~Companies Act~~, by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.	Conditions on which money may be borrowed
11~~87~~	Debentures, debenture stock, bonds and other securities (other than Shares which are not fully paid) may be made assignable free from any equities between the Company and the person to whom the same may be issued.	Assignment of debentures etc.
11~~98~~	Any debentures, debenture stock, bonds or other securities (other than Shares) may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment or subscription of or conversion into Shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise.	Special privileges of debentures etc.

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
~~119~~120	The Directors shall cause a proper register to be kept, in accordance with the provisions of the Statutes~~Companies Act~~, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with such provisions of the Statutes~~Companies Act~~ with regard to the registration of mortgages and charges as may be specified or required.	Register of charges to be kept
121~~0~~	If the Company issues a series of debentures or debenture stock not transferable by delivery, the Board shall cause a proper register to be kept of the holders of such debentures.	Register of debentures or debenture stock
122~~1~~	Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject to such prior charge, and shall not be entitled, by notice to the Shareholders or otherwise, to obtain priority over such prior charge.	Mortgage of uncalled capital
123~~2~~	The Board may from time to time appoint any one or more of them to the office of managing director, joint managing director, deputy managing director or other executive director and/or such other office in the management of the business of the Company as it may decide for such period and upon such terms as it thinks fit and upon such terms as to remuneration as it may decide in accordance with Article ~~103~~104.	Power to appoint managing directors, etc.
124~~3~~	Every Director appointed to an office under Article 122~~2~~ hereof shall, but without prejudice to any claim for damages for breach of any contract of service between himself and the Company, be liable to be dismissed or removed therefrom by the Board.	Removal of managing directors, etc.
125~~4~~	A Director appointed to an office under Article 123~~2~~ shall be subject to the same provisions as to resignation and removal as the other Directors of the Company, and he shall ipso facto and immediately cease to hold such office if he shall cease to hold the office of Director for any cause.	Cessation of appointment
126~~5~~	The Board may from time to time entrust to and confer upon a chairman, vice chairman, managing director, joint managing director, deputy managing director or executive director all or any of the powers of the Board that it may think fit provided that the exercise of all powers by such Director shall be subject to such regulations and restrictions as the Board may from time to time make and impose, and, subject to the terms thereof, the said powers may at any time be withdrawn, revoked or varied, but no person dealing in good faith and without notice of such withdrawal, revocation or variation shall be affected thereby.	Power may be delegated

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
12~~76~~	The Board may from time to time appoint any person to an office or employment having a designation or title including the word "director" or attach to any existing office or employment with the Company such a designation or title. The inclusion of the word "director" in the designation or title of any office or employment with the Company (other than the office of managing director or joint managing director or deputy managing director or executive director) shall not imply that the holder thereof is a Director nor shall such holder be empowered in any respect to act as a Director or be deemed to be a Director for any of the purposes of these Articles.	
12~~87~~	The business of the Company shall be managed by the Board who, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the Statutes~~Companies Act~~ expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Statutes ~~Companies Act~~ and of these Articles and to any regulations from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.	General powers of Company vested in Directors
12~~98~~	Without prejudice to the general powers conferred by these Articles, it is hereby expressly declared that the Board shall have the following powers: ……	
13~~029~~	The Board may from time to time appoint a general manager, manager or managers of the business of the Company and may fix his or their remuneration either by way of salary or commission or by conferring the right to participation in the profits of the Company or by a combination of two or more of these modes and pay the working expenses of any of the staff of the general manager, manager or managers who may be employed by him or them upon the business of the Company.	Appointment and remuneration of managers

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
131~~0~~	The appointment of such general manager, manager or managers may be for such period as the Board may decide and the Board may confer upon him or them all or any of the powers of the Board and such title or titles as it may think fit.	Terms of office and powers
132~~1~~	The Board may enter into such agreement or agreements with any such general manager, manager or managers upon such terms and conditions in all respects as it may in its absolute discretion think fit, including a power for such general manager, manager or managers to appoint an assistant manager or managers or other employees whatsoever under them for the purpose of carrying on the business of the Company.	Terms and conditions of appointment
133~~2~~	The Board may from time to time elect or otherwise appoint one of them to the office of chairman of the Company and another to be the vice chairman of the Company (or two or more vice Chairmen) and determine the period for which each of them is to hold office. The chairman of the company or, in his absence, the vice chairman of the Company shall preside as chairman at meetings of the Board, but if no such chairman or vice chairman be elected or appointed, or if at any meeting the chairman or vice chairman is not present within five minutes after the time appointed for holding the same and willing to act, the Directors present shall choose one of their number to be chairman of such meeting. All the provisions of Articles 104~~3~~, 109~~8~~, 124~~3~~, 125~~4~~ and 126~~5~~ shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Article.	chairman, vice chairman and officers
134~~3~~	The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall be a quorum. For the purpose of this Article an alternate Director shall be counted in a quorum separately in respect of himself (if a Director) and in respect of each Director for whom he is an alternate and his voting rights shall be cumulative and he need not use all his votes or cast all his votes in the same way. A meeting of the Board or any committee of the Board may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.	Meeting of Directors, quorum, etc.

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
135~~4~~	A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Board which may be held in any part of the world, but no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Board. Notice thereof shall be given to each Director and alternate Director in person orally or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone or facsimile number or address from time to time notified to the Company by such Director or by electronic means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website, or in such other manner as the Board may from time to time determine. A Director absent or intending to be absent from the territory in which the Head Office is for the time being situate may request the Board or the Secretary that notices of Board meetings shall during his absence be sent in writing to him at his last known address, facsimile or telex number or any other address, facsimile or telex number given by him to the Company for this purpose, but such notices need not be given any earlier than notices given to the other Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from such territory.	Convening of Meetings of Directors
136~~5~~	Subject to Article 108~~7~~, questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the chairman of the meeting shall have a second or casting vote.	How questions to be decided
137~~6~~	A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles for the time being vested in or exercisable by the Board generally.	Powers of meeting
138~~7~~	The Board may delegate any of its powers to committees consisting of such member(s) of them and such other person(s) as it thinks fit, and it may from time to time revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purposes, but every committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Board.	Power to appoint committee and to delegate

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
13~~98~~	All acts done by any such committee in conformity with such regulations and in fulfilment of the purposes for which it is appointed, but not otherwise, shall have the like force and effect as if done by the Board, and the Board shall have power, with the consent of the Company in general meeting, to remunerate the members of any special committee, and charge such remuneration to the current expenses of the Company.	Act of committee to be of same effect as acts of Directors
140~~39~~	The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not replaced by any regulations imposed by the Board pursuant to Article 138~~7~~.	Proceedings of committee
141~~0~~	All acts bona fide done by any meeting of the Board or by any such committee or by any person acting as a Director shall, notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of such Director or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or member of such committee.	When acts of Directors or committee to be valid
142~~1~~	The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Board meeting, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number of the necessary quorum or of summoning a general meeting of the Company but for no other purpose.	Directors' powers when vacancies exist
143~~2~~	(a) A resolution in writing signed by all the Directors (or their respective alternate Directors) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of this Article. Any such resolutions in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. ……	Directors' resolutions

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
14~~43~~	(a) …… (ii) the names of the Directors present at each meeting of the Board and of committees appointed pursuant to Article 13~~87~~; and ……	
14~~54~~	The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may, without prejudice to his right under any contract with the Company, be removed by the Board. Anything by the Statutes~~Companies Act~~ or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically on behalf of the Board.	Appointment of Secretary
14~~65~~	The Secretary shall attend all meetings of the Shareholders and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Statutes~~Companies Act~~ and these Articles, together with such other duties as may from time to time be prescribed by the Board.	Duties of the Secretary
14~~76~~	A provision of the Statutes ~~Companies Act~~ or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of the Secretary.	Same person not to act in two capacities at once

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
14<u>8</u>~~7~~	(a) Subject to the <u>Statutes</u>~~Companies Act~~, the Company shall have one or more Seals as the Board may determine, and may have a Seal for use outside the Cayman Islands. The Board shall provide for the safe custody of each Seal, and no Seal shall be used without the authority of the Board or a committee authorised by the Board in that behalf. (b) Every instrument to which a Seal shall be affixed shall be signed autographically by one Director and the Secretary, or by two Directors, or by any person or persons (including a Director and/or the Secretary) appointed by the Board for the purpose, provided that as regards any certificates for Shares or Debentures or other securities <u>(so long as such shares and securities are not participating securities)</u> of the Company, the Board may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature other than autographic or may be printed thereon as specified in such resolution or that such certificates need not be signed by any person. ……	Custody of Seal Use of Seal
14<u>9</u>~~8~~	All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine. The Company's banking accounts shall be kept with such banker or bankers as the Board shall from time to time determine.	Cheques and banking arrangements
150~~49~~	(a) The Board may from time to time and at any time, by power of attorney under the Seal, appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him. ……	Power to appoint attorney

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
151~~0~~	The Board may establish any committees, regional or local boards or agencies for managing any of the affairs of the Company, either in the Relevant Territory or elsewhere, and may appoint any persons to be members of such committees, regional or local boards or agencies and may fix their remuneration, and may delegate to any committee, regional or local board or agent any of the powers, authorities and discretions vested in the Board (other than its powers to make calls and forfeit Shares), with power to sub-delegate, and may authorise the members of any regional or local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.	Regional or local boards
152~~1~~	The Board may establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds or personal pension plans for the benefit of, or give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or is allied or associated with the Company or with any such subsidiary company, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, and holding or who have held any salaried employment or office in the Company or such other company, and the spouses, widows, widowers, families and dependants of any such persons. The Board may also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and may make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object. The Board may do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or employment.	Power to establish pension funds

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
153~~2~~	(a) Any Director or the Secretary or other authorised officer of the Company shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Board or any committee, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies of extracts; and where any books, records, documents or accounts are elsewhere than at the Registered Office or the Head Office, the local manager or such other officer of the Company having the custody thereof shall be deemed to be the authorised officer of the Company as aforesaid. ……	Power to authenticate
154~~3~~	(a) The Company in general meeting may, upon the recommendation of the Board, resolve to capitalise any sum standing to the credit of any of the Company's reserve accounts which are available for distribution (including its share premium account and capital redemption reserve fund, subject to the Statutes~~Companies Act~~) and to appropriate such sums to the holders of Shares on the Register of holders at the close of business on the date of the relevant resolution (or such other date as may be specified therein or determined as provided therein) in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of Dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid.	Power to capitalise

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
	(b) Subject to the Statutes~~Companies Act~~, whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the reserves or profits and undivided profits resolved to be capitalised thereby, and attend to all allotments and issues of fully paid Shares, debentures, or other securities and generally shall do all acts and things required to give effect thereto. For the purpose of giving effect to any resolution under this Article, the Board may settle any difficulty which may arise in regard to a capitalisation issue as it thinks fit, and in particular may disregard fractional entitlements or round the same up or down and may determine that cash payments shall be made to any Shareholders in lieu of fractional entitlements or that fractions of such value as the Board may determine may be disregarded in order to adjust the rights of all parties or that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the Shareholders concerned, and no Shareholders who are affected thereby shall be deemed to be, and they shall be deemed not to be, a separate class of Shareholders by reason only of the exercise of this power. The Board may authorise any person to enter on behalf of all Shareholders interested in a capitalisation issue any agreement with the Company or other(s) providing for such capitalisation and matters in connection therewith and any agreement made under such authority shall be effective and binding upon all concerned. Without limiting the generality of the foregoing, any such agreement may provide for the acceptance by such persons of the Shares, debentures or other securities to be allotted and distributed to them respectively in satisfaction of their claims in respect of the sum so capitalised. (c) The provisions of paragraph (e) of Article 161~~0~~ shall apply to the power of the Company to capitalise under this Article as it applies to the grant of election thereunder *mutatis mutandis* and no Shareholder who may be affected thereby shall be, and they shall be deemed not to be, a separate class of Shareholders by reason only of the exercise of this power.	Effect of resolution to capitalise
155~~4~~	Subject to the Statutes~~Companies Act~~ and these Articles, the Company in general meeting may declare Dividends in any currency but no Dividends shall exceed the amount recommended by the Board.	Power to declare dividends

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
156~~5~~	(a) The Board may subject to Article 157~~6~~ from time to time pay to the Shareholders such interim Dividends as appear to the Board to be justified by the financial conditions and the profits of the Company and, in particular but without prejudice to the generality of the foregoing, if at any time the share capital of the Company is divided into different classes, the Board may pay such interim Dividends in respect of those Shares in the capital of the Company which confer to the holders thereof deferred or non-preferential rights as well as in respect of those Shares which confer on the holders thereof preferential rights with regard to Dividend and provided that the Board acts bona fide it shall not incur any responsibility to the holders of Shares conferring any preference for any damage that they may suffer by reason of the payment of an interim Dividend on any Shares having deferred or non-preferential rights. ……	Board's power to pay interim dividends
157~~6~~	(a) No Dividend shall be declared or paid or shall be made otherwise than in accordance with the Statutes~~Companies Act~~. (b) Subject to the provisions of the Statutes~~Companies Act~~ but without prejudice to paragraph (a) of this Article, where any asset, business or property is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) the profits and losses thereof as from such date may at the discretion of the Board in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company, and be available for Dividend accordingly. Subject as aforesaid, if any Shares or securities are purchased cum Dividend or interest, such Dividend or interest may at the discretion of the Board be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof or to apply the same towards reduction of or writing down the book cost of the asset, business or property acquired. …… (d) If, in the opinion of the Board, any Dividend or other distribution in respect of Shares or any other payment to be made by the Company to any Shareholder is of such a small amount as to make payment to that Shareholder in the relevant currency impracticable or unduly expensive either for the Company or the Shareholder then such Dividend or other distribution or other payment may, at the absolute discretion of the Board, be, if this be practicable, converted at such rate of exchange as the Board may determine and paid or made in the currency of the country of the relevant Shareholder (as indicated by the address of such Shareholder on the Register of holders).	Dividends not to be paid out of capital

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
15~~8~~7	Notice of the declaration of an interim Dividend shall be given in such manner as the Board shall determine.	Notice of interim dividend
15~~9~~8	No Dividend or other moneys payable on or in respect of a Share shall bear interest as against the Company.	No interest on dividend
~~159~~160	Whenever the Board or the Company in general meeting has resolved that a Dividend be paid or declared, the Board may further resolve that such Dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of any other company, or in any one or more of such ways, with or without offering any rights to Shareholders to elect to receive such Dividend in cash, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may disregard fractional entitlements or round the same up or down, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any Shareholders upon the footing of the value so fixed in order to adjust the rights of all parties and may determine that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the Shareholders concerned, and may vest any such specific assets in trustees as may seem expedient to the Board and may authorise any person to sign any requisite instruments of transfer and other documents on behalf of all Shareholders interested in the Dividend and such instrument and document shall be effective. The Board may further authorise any person to enter into on behalf of all Shareholders having an interest in any agreement with the Company or other(s) providing for such Dividend and matters in connection therewith and any such agreement made under such authority shall be effective. The Board may resolve that no such assets shall be made available or made to Shareholders with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable or the legality or practicality of which may be time consuming or expensive to ascertain whether in absolute terms or in relation to the value of the holding of Shares of the Shareholder concerned and in any such event the only entitlement of the Shareholders aforesaid shall be to receive cash payments as aforesaid. Shareholders affected as a result of exercise by the Board of its discretion under this Article shall not be, and shall be deemed not to be, a separate class of Shareholders for any purposes whatsoever.	Dividend in specie

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
~~160~~161	(a) …… (i) …… or (ii) ..... (B) the Board, after determining the basis of allotment, shall give not less than 14 clear days' notice in writing to the Shareholders of the right of election accorded to them and shall send with such notice forms of election and specify the procedures to be followed and (where applicable) the place at which and/or the manner and means (including electronic means if the Board deems fit) by which and the latest date and time by which duly completed forms of election must be lodged in order to be effective; (b) …… (ii) in any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneously with the payment or declaration of the relevant Dividend unless, contemporaneously with the announcement by the Board of its proposal to apply the provisions of sub-paragraph (a)(i) or (a)(ii) of paragraph (a) of this Article in relation to the relevant Dividend or contemporaneously with its announcement of the distribution, bonus or rights in question, the Board shall have specified that the Shares to be allotted pursuant to the provisions of paragraph (a) of this Article shall rank for participation in such distribution, bonus or rights. ……	Scrip dividend
162~~1~~	The Board may, before recommending any Dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for meeting claims on or liabilities of the Company or contingencies or for paying off any loan capital or for equalising Dividends or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (including in the repurchase by the Company of its own securities or the giving of any financial assistance for the acquisition of its own securities) as the Board may from time to time think fit, and so that it shall not be necessary to keep any investments constituting the reserve or reserves separate or distinct from any other investments of the Company. The Board may also without placing the same to reserve, carry forward any profits which it may think prudent not to distribute by way of Dividend.	Reserves

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
163~~2~~	Unless and to the extent that the rights attached to any Shares or the terms of issue thereof otherwise provide, all Dividends shall (as regards any Shares not fully paid throughout the period in respect of which the Dividend is paid) be apportioned and paid pro rata according to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the Dividend is paid. For the purposes of this Article no amount paid on a Share in advance of calls pursuant to Article 38 shall be treated as paid on the Share.	Dividends to be paid in proportion to paid up capital
164~~3~~	(a) The Board may retain any Dividends or other moneys payable on or in respect of a Share upon which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists. ……	Retention of dividends, etc.
165~~4~~	Any general meeting sanctioning a Dividend may make a call on the Shareholders of such amount as the meeting fixes, but so that the call on each Shareholder shall not exceed the Dividend payable to him, and so that the call shall be made payable at the same time as the Dividend, and the Dividend may, if so arranged between the Company and the Shareholder, be set off against the call.	Dividend and call together
166~~5~~	A transfer of Shares shall not, as against the Company but without prejudice to the rights of the transferor and transferee inter se, pass the right to any Dividend or bonus declared thereon before the registration of the transfer.	Effect of transfer
167~~6~~	If two or more persons are registered as joint holders of any Share, any one of such persons may give effectual receipts for any Dividends and other moneys payable and bonuses, rights and other distributions in respect of such Shares.	Receipt for dividends by joint holders of share

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
168~~7~~	Unless otherwise directed by the Board, any Dividend or other moneys payable or bonuses, rights or other distributions in respect of any Share may be paid or satisfied by cheque or warrant or certificate or other documents or evidence of title sent through the post to the registered address of the Shareholder entitled, or, in the case of joint holders, to the registered address of that one whose name stands first in the Register of holders 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, warrant, certificate or other document or evidence of title so sent shall be made payable to the order of the person to whom it is sent or, in the case of certificates or other documents or evidence of title as aforesaid, in favour of the Shareholder(s) entitled thereto, and the payment on any such cheque or warrant by the banker upon whom it is drawn shall operate as a good discharge to the Company in respect of the Dividend and/or other moneys represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. For the avoidance of doubt, any dividend, interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine. Every such cheque, warrant, certificate or other document or evidence of title as aforesaid shall be sent at the risk of the person entitled to the Dividend, money, bonus, rights and other distributions represented thereby.	Payment by post
169~~8~~	All Dividends, bonuses or other distributions or the proceeds of the realisation of any of the foregoing unclaimed for one year after having been declared by the Company until claimed and, notwithstanding any entry in any books of the Company may be invested or otherwise made use of by the Board for the benefit of the Company or otherwise howsoever, and the Company shall not be constituted a trustee in respect thereof. All Dividends, bonuses or other distributions or the proceeds of the realisation of any of the foregoing unclaimed for six years after having been declared may be forfeited by the Board and, upon such forfeiture, shall revert to the Company and, in the case where any of the same are securities of the Company, may be re-allotted or re-issued for such consideration as the Board thinks fit and the proceeds thereof shall accrue to the benefit of the Company absolutely.	Unclaimed Dividend

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
~~169~~170	Subject to the Listing Rules, any resolution declaring a Dividend or other distribution on Shares of any class, whether a resolution of the Company in general meeting or a resolution of the Board, may specify that the same shall be payable or made to the persons registered as the holder of such Shares at the close of business on a particular date or at a particular time on a particular date, and thereupon the Dividend or other distribution shall be payable or made to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such Dividend or other distribution between the transferors and transferees of any such Shares. The provisions of this Article shall mutatis mutandis apply to determining the Shareholders entitled to receive notice and vote at any general meeting of the Company, bonuses, capitalisation issues, distributions of realised and unrealised capital profits or other distributable reserves or accounts of the Company and offers or grants made by the Company to the Shareholders.	Record dates
171~~0~~	The Company in general meeting may at any time and from time to time resolve that any surplus moneys in the hands of the Company representing capital profits arising from moneys received or recovered in respect of or arising from the realisation of any capital assets of the Company or any investments representing the same and not required for the payment or provision of any fixed preferential Dividend instead of being applied in the purchase of any other capital assets or for other capital purposes be distributed amongst its Shareholders on the footing that they receive the same as capital and in the Shares and proportions in which they would have been entitled to receive the same if it had been distributed by way of Dividend, provided that no such surplus moneys as aforesaid shall be so distributed unless the Company will remain solvent after the distribution, or the net realisable value of the assets of the Company will after the distribution be greater than the aggregate of its liabilities, share capital and share premium account.	Distribution of realised capital profits
172~~1~~	The Board shall make or cause to be made such annual or other returns or filings as may be required to be made in accordance with the Statutes~~Companies Act~~.	Annual Returns

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
173~~2~~	The Board shall cause proper books of account to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place; and of the assets and liabilities of the Company and of all other matters required by the Statutes~~Companies Act~~ necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions. The financial year end of the Company shall be 31 December in each calendar year or as otherwise determined by the Board.	Accounts to be kept
174~~3~~	The books of account shall be kept at the Head Office or at such other place or places (including a virtual place if the Board deems fit) and/or in what manner and by what means (including electronic means if the Board deems fit) as the Board thinks fit and shall always be open to the inspection of the Directors.	Where accounts to be kept
175~~4~~	No Shareholder (not being a Director) or other person shall have any right of inspecting any account or book or document of the Company except as conferred by the Statutes~~Companies Act~~ or ordered by a court of competent jurisdiction or authorised by the Board or the Company in general meeting.	Inspection by shareholders
176~~5~~	…… (d) The requirement to send to a person referred to in this article the subject documents or a summary financial report in accordance with this article shall be deemed satisfied where, in accordance with all applicable laws, rules and regulations, including, without limitation, the Listing Rules and other rules of the Exchange, the Company publishes copies of the documents referred to in this article and, if applicable, a summary financial report complying with this article, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication).	

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
1776	(a) The Shareholders may by Ordinary Resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by the Shareholders in a general meeting by Ordinary Resolution or in such manner as the Shareholders may determine.	App. A1 Para 17 Appointment of Auditors
	(b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by Ordinary Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.	App. A1 Para 17
1787	The Auditors of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information as may be necessary for the performance of his or their duties, and the Auditors shall audit every balance sheet and profit and loss account of the Company in each year and prepare an Auditors' report thereon to be annexed thereto. Such report shall be laid before the Company in the annual general meeting.	Auditors to have right of access to books and accounts
1798	No person other than the retiring Auditors shall be appointed as Auditors at an annual general meeting unless notice of an intention to nominate that person to the office of Auditors has been given to the Company not less than 14 clear days before the annual general meeting, and the Company shall send a copy of any such notice to the retiring Auditors and shall give notice thereof to the Shareholders not less than seven days before the annual general meeting provided that the above requirement for sending a copy of such notice to the retiring Auditors may be waived by notice in writing by the retiring Auditors to the Secretary.	Appointment of auditors other than retiring auditors
18079	All acts done by any person acting as Auditors shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in their appointment or that they were at the time of their appointment not qualified for appointment or subsequently became disqualified.	Defect of appointment

Article No.	Proposed amendments showing changes to the existing articles of association of the Company
181~~0~~	(a) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the Statutes~~Companies Act~~ and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing. Service of notices (b) Except where otherwise expressly stated, to the extent permissible under the Listing Rules and all applicable laws, rules and regulations, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules), whether or not to be given or issued under these Articles, shall be in writing (including any form of electronic communication) and may be served on or delivered to any Shareholder or any other person entitled to such notice or document by the Company either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means, without the need for any additional consent, or notification, including transmitting it to any electronic number or address or other contact details or website supplied by the member to the Company or by placing it on the Company's Website and the website of the Exchange, or, (in the case of notice) by advertisement published in the manner prescribed in the Listing Rules, or by sending or otherwise making it available to the member or such other entitled person in such other manner or through such other means to the extent permitted by and in accordance with the Statutes, the Listing Rules and all applicable laws, rules and regulations~~or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers~~. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Statutes~~Companies Act~~ and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published. ……

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
182~~1~~	(a) Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the Shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available. ……	Shareholders out of the Relevant Territory
183~~2~~	Any notice, ~~or other~~ document or publication, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a website shall be deemed to have been served or delivered on the day it was so published.	When notice deemed to be served
184~~3~~	A notice or document may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, mental disorder, bankruptcy or winding up had not occurred.	Service of notice to persons entitled on death, mental disorder or bankruptcy

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
18~~5~~4	Any person who by operation of law, transfer or other means whatsoever shall become entitled to any Share shall be bound by every notice in respect of such share which prior to his name and address being entered on the register shall have been duly served to the person from whom he derives his title to such share.	Transferee to be bound by prior notices
18~~6~~5	Any notice or document (including any corporate communications within the meaning ascribed thereto under the Listing Rules) delivered or sent by post to, or left at the registered address of any Shareholder in pursuance of these Articles, shall notwithstanding that such Shareholder be then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, be deemed to have duly served in respect of any registered Shares whether held solely or jointly with other persons by such Shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such Shares.	Notice valid though shareholder deceased, bankrupt
18~~7~~6	The signature to any notice or document to be given by the Company may be written or printed by means of facsimile or, where relevant, by Electronic Signature.	How notice to be signed
188	The Board may from time to time specify the form and manner in which a notice, instruction, information or document may be given to the Company by electronic means, including designating one or more addresses or an electronic platform for the receipt of an electronic communication, and may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such electronic communication. Any notice, instruction, information or document may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Board, failing which it shall be deemed not to have been received by the Company.	
18~~9~~7	No Shareholder (not being a Director) shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company which in the opinion of the Board will be inexpedient in the interests of the Shareholders of the Company to communicate to the public.	Shareholders not entitled to information

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
App. ~~3~~ A1 Para 21 19088	Subject to the Statutes~~Companies Act~~, a resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution.	Modes of winding up
19189	If the Company shall be wound up, the surplus assets remaining after payment to all creditors shall be divided among the Shareholders in proportion to the capital paid up on the Shares held by them respectively, and if such surplus assets shall be insufficient to repay the whole of the paid up capital, they shall be distributed, subject to the rights of any Shares which may be issued on special terms and conditions, so that, as nearly as may be, the losses shall be borne by the Shareholders in proportion to the capital paid on the Shares held by them respectively.	Distribution of assets in winding up
1920	If the Company shall be wound up (in whatever manner) the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Statutes~~Companies Act~~, divide among the Shareholders in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different classes of Shareholders and the Shareholders within each class. The liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of Shareholders as the liquidator, with the like sanction, shall think fit, but so that no Shareholder shall be compelled to accept any Shares or other assets upon which there is a liability.	Assets may be distributed in specie

Article No.	Proposed amendments showing changes to the existing articles of association of the Company	
193~~1~~	The Directors, managing directors, alternate Directors, Auditors, Secretary and other officers for the time being of the Company and the trustees (if any) for the time being acting in relation to any of the affairs of the Company, and their respective executors or administrators, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own fraud or dishonesty, and none of them shall be answerable for the acts, receipts, neglects or defaults of any other of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects of the Company shall be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of the Company shall be placed out or invested, or for any other loss, misfortune or damage which may arise in the execution of their respective offices or trusts, or in relation thereto, except as the same shall happen by or through their own fraud, dishonest, or recklessness. The Company may take out and pay the premium and other moneys for the maintenance of insurance, bonds and other instruments for the benefit either of the Company or the Directors (and/or other officers) or any of them to indemnify the Company and/or Directors (and/or other officers) named therein for this purpose against any loss, damage, liability and claim which they may suffer or sustain in connection with any breach by the Directors (and/or other officers) or any of them of their duties to the Company.	Indemnity
194~~2~~	The Company may exercise the power to cease sending cheques for Dividend entitlements or Dividend warrants by post if such cheques or warrants remain uncashed (in the case of electronic funds transfers, unsuccessful or rejected) on two consecutive occasions or after the first occasion on which such a cheque or warrant is returned undelivered (in the case of electronic funds transfers, unsuccessful or rejected).	Company ceases sending dividend warrants etc.

Article No.	Proposed amendments showing changes to the existing articles of association of the Company
1953	(a) …… (i) during the period of 12 years prior to the date of the advertisements referred to in sub-paragraph (ii) below (or, if published more than once, the first thereof) at least three Dividends or other distributions in respect of the Shares (in the case of electronic funds transfers, unsuccessful or rejected) in question have become payable or been made and no Dividend or other distribution in respect of the Shares during that period has been claimed; …… (b) To give effect to any such sale the Board may authorise any person to transfer the said Shares (if the said shares are not participating securities) and the instrument of transfer signed or otherwise executed by or on behalf of such person shall be as effective as if it had been executed by the registered holder or the person entitled by transmission to such 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 relating to the sale. The net proceeds of the sale will belong to the Company and upon receipt by the Company of such proceeds it shall become indebted to the former Shareholder for an amount equal to such net proceeds. Notwithstanding any entries made by the Company in any of its books or otherwise howsoever, no trusts shall be created in respect of such debt and no interest shall be payable in respect of it and the Company shall not be required to account for any money earned from the net proceeds which may be employed in the business of the Company or as it thinks fit. Any sale under this Article shall be valid and effective notwithstanding that the Shareholder holding the Shares sold is dead, bankrupt, wound up or otherwise under any legal disability or incapacity.

Article No.	Proposed amendments showing changes to the existing articles of association of the Company
19~~6~~4	…… (b) any dividend mandate or any variation or cancellation thereof or any notification of change of name or address (including any electronic address (if applicable)) at any time after the expiry of two years from the date on which such mandate, variation, cancellation or notification was recorded by the Company; …… (d) any other document, on the basis of which any entry in the Register of holders is made, at any time after the expiry of six years from the date on which an entry in the Register of holders was first made in respect of it; ……
19~~7~~5	The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the Statutes~~Companies Act~~: ……
19~~8~~6	The following provisions shall have effect at any time and from time to time provided that they are not prohibited by or inconsistent with the Statutes~~Companies Act~~: ……
UNCERTIFICATED SECURITIES AND ELECTRONIC	
199	The Company shall comply with all applicable laws and regulations, including the Listing Rules, the Securities and Futures Ordinance, the USM Rules and the ASR Code, to facilitate the dematerialization, holding, transfer, and registration of its shares or other participating securities in uncertificated form through electronic means, including via the UNSRT System or other systems approved by the SFC and the HK Stock Exchange. The Company is authorised to take all reasonably practicable steps to support electronic communication with securities holders, including but not limited to electronic voting, proxy instructions, and distribution of corporate action proceeds, and to maintain compatibility with the uncertificated securities market regime. Any provisions in these Articles relating to the issuance, holding, or transfer of securities (including shares) or concerning share certificates shall be interpreted to permit compliance with such electronic processes and systems, to the extent permitted by the laws of the Cayman Islands.

CHINA LEON INSPECTION HOLDING LIMITED
中国力鸿检验控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1586)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Leon Inspection Holding Limited (the "**Company**") will be held at Suite 1015, 10/F, Ocean Centre, Harbour City, Kowloon, Hong Kong on Tuesday, 30 June 2026 at 4:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive the audited consolidated financial statements of the Company and the reports of the directors of the Company (the "**Directors**") and auditor of the Company (the "**Auditor**") for the year ended 31 December 2025.

2. To re-elect Directors as follows:

   (a) To re-elect Mr. LI Xiangli as an executive Director.

   (b) To re-elect Mr. LIU Yi as an executive Director.

   (c) To re-elect Mr. YANG Rongbing as an executive Director.

   (d) To re-elect Mr. Frédéric HERREN as an independent non-executive Director.

   (e) To re-elect Ms. LI Hongwei as an independent non-executive Director.

   (f) To re-elect Dr. XUE Jun as an independent non-executive Director.

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

4. To re-appoint Messrs. Ernst and Young as Auditor and to authorize the Board to fix their remuneration.

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

"**THAT**:

(a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws, rules and regulations on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the shares of the Company (the "**Shares**") may be listed and recognised by the Stock Exchange and the Securities and Futures Commission for this purpose and, if permitted under The Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;

(b) the total number of Shares to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued 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 paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(c) for the purposes 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 of the Company in general meeting."

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

"**THAT**:

(a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to issue, allot and deal with additional Shares in the capital of the Company and to make or grant offers, agreements and options and other rights, or issue warrants and other securities including bonds, debentures and notes convertible into Shares, which might require the exercise of such powers;

(b) the mandate in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options and other rights, or issue warrants and other securities 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 issued and allotted or to be issued and allotted or agreed conditionally or unconditionally to be issued and allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below); or

(ii) 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 in accordance with the articles of association of the Company; or

(iii) any issue of Shares upon exercise of rights of subscription or conversion attaching to any warrants of the Company or any securities which are convertible into shares; or

(iv) any specific authority granted or to be granted by the shareholders of the Company in general meeting,

shall not exceed 20% of the total number of issued 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 under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(d) for the purposes 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.

"Rights Issue" means an offer of Shares open for a period fixed by the Directors to holders of Shares 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)."

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

"**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the "**Notice**"), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of Shares which may be issued and allotted or agreed conditionally or unconditionally to be issued and allotted 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 5 of the Notice, provided that such number shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution."

SPECIAL RESOLUTION

1. To consider, and if thought fit, pass with or without amendments, the following resolution as a special resolution:

"**THAT** proposed amendments to the Memorandum and Articles of Association be and is hereby reviewed and adopted as the third amended and restated Memorandum and Articles of Association of the Company as at the date hereof."

Yours faithfully,
By order of the Board
China Leon Inspection Holding Limited
LI Xiangli
Chairman and CEO

Hong Kong, 8 June 2026

Notes:

1. All resolutions at the above meeting (the "**Annual General 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 (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). The results of the poll will be published on the HKEXnews website of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.hk1586.com) in accordance with the Listing Rules.

2. Any member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person to exercise the Shareholder's rights at the Annual General Meeting. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her. Subject to the law, regulation and Articles of Association of the Company, any such proxy may attend, speak and vote in his/her stead. A proxy need not be a member of the Company.

3. In order to be valid, the form of proxy and any authority under which it is executed or a copy of the authority certified notarially, must be deposited at the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.

4. Deposit of the form of proxy shall not preclude a member from attending and voting at the Annual General Meeting or at any adjournment of it and, in such event, the form of proxy shall be deemed to be revoked.

5. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 25 June 2026 to Tuesday, 30 June 2026, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Wednesday, 24 June 2026.

6. If typhoon signal no. 8 or above, or a "black" rainstorm warning signal or "extreme conditions" announced by the Hong Kong Government is in force at any time between 2:00 p.m. to 4:00 p.m. on the date of the Annual General Meeting, the Annual General Meeting will be postponed. The Company will post an announcement on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.hk1586.com) to notify members of the Company of the date, time and place of the adjourned meeting.