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

If you have sold or transferred all your shares in Innovax Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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INNOVAX HOLDINGS LIMITED

創陞控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2680)

**NOTICE OF ANNUAL GENERAL MEETING;
PROPOSED RE-ELECTION OF DIRECTORS;
PROPOSED RE-APPOINTMENT OF AUDITORS;
PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE
AND BUY BACK SHARES
AND
PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION**

A notice convening the AGM of Innovax Holdings Limited to be held at Room 1201-1202 & 1212, 12/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Friday, 7 August 2026 at 2: 00 p.m. is set out on pages 8 to 12 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude any Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish, and in such event, the form of proxy will be deemed to be revoked.

No refreshments or souvenirs will be served or distributed at the AGM.

26 June 2026

DEFINITIONS

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

“AGM” or “Annual General Meeting”	annual general meeting of the Company to be held at Room 1201-1202 & 1212, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Friday, 7 August 2026 at 2: 00 p.m. or any adjournment thereof
“Articles of Association”	the third amended and restated articles of association of the Company currently in force
“Board”	the board of Directors
“BSI”	Billion Shine International Investment Limited, a company incorporated in British Virgin Islands with limited liability on 28 April 2017
“Buy-back Mandate”	the general and unconditional mandate proposed to be granted to the Directors to buy back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Innovax Holdings Limited (創隆控股有限公司), a company incorporated in Cayman Islands with limited liability on 14 June 2016, the issued Shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“core connected person(s)”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	director(s) of the Company
“Fourth Amended and Restated Memorandum and Articles of Association”	the fourth amended and restated memorandum and articles of association of the Company, which will contain the Proposed M&A Amendments, to be adopted by the Company by passing a special resolution of Shareholders at the Annual General Meeting

DEFINITIONS

“General Mandate”	the general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	18 June 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Memorandum and Articles of Association”	the Memorandum of Association and Articles of Association
“Memorandum of Association”	the third amended and restated memorandum of association of the Company currently in force
“Nomination Committee”	the nomination committee of the Board
“Proposed M&A Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III
“Remuneration Committee”	the remuneration committee of the Board
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it in the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules

LETTER FROM THE BOARD



INNOVAX HOLDINGS LIMITED

創陸控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2680)

Executive Directors:

Mr. Wang Tingfa

(Chairman and Chief Executive Officer)

Mr. Wang Zhenyuan *(Executive Director)*

Independent non-executive Directors:

Mr. Li Changqing

Mr. Li Yi

Ms. Ling Taotao

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Headquarters and Principal place
of Business in Hong Kong:*

Room 1201-1202 & 1212,

12/F West Tower,

Shun Tak Centre

168-200 Connaught Road Central

Hong Kong

26 June 2026

Dear Shareholders,

**NOTICE OF ANNUAL GENERAL MEETING;
PROPOSED RE-ELECTION OF DIRECTORS;
PROPOSED RE-APPOINTMENT OF AUDITORS;
PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE
AND BUY BACK SHARES
AND
PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM relating, in particular, to (i) the re-election of Directors; (ii) the re-appointment of auditors; (iii) the grant of the General Mandate and Buy-back Mandate; and (iv) the proposed amendments to the Memorandum and Articles of Association and to provide you with the notice of AGM.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 84(1) of the Articles of Association, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation at the AGM and shall be eligible for re-election. In accordance with Article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first annual general meeting after his appointment and be subject to re-election at such meeting. As disclosed in the announcement of the Company dated 29 May 2026, each of Mr. Wang Tingfa and Mr. Wang Zhenyuan has been appointed as an executive Director, and each of Mr. Li Changqing, Mr. Li Yi and Ms. Ling Taotao (collectively, the “**retiring Directors**”) has been appointed as an independent non-executive Director to fill in the vacancy arising from the resignation of Mr. Chung Chi Man, Mr. Poon Siu Kuen, Calvin, Dr. Wu Kwun Hing, Ms. Chan Ka Lai, Vanessa and Mr. Kwong Hon Nan Eric, and shall therefore undergo re-election at the AGM. Each of the retiring Directors has offered himself/herself for re-election at the AGM.

In accordance with the nomination policy of the Company and the objective criteria (including without limitation, gender, age, ethnicity, cultural and educational background, professional experiences and knowledge) with due regard for the benefits of diversity, as set out under the board diversity policy of the Company, the Nomination Committee has reviewed the re-election of the Directors through:

- (a) evaluating the performance and contribution of the retiring Directors since the date of appointment and the period thereafter up to the date of evaluation; and
- (b) assessing the independence of Mr. Li Changqing, Mr. Li Yi and Ms. Ling Taotao, and considered whether they remained independent and suitable to continue to act in such role.

After due evaluation and assessment, the Nomination Committee is of the opinion that:

- (a) the performance of the retiring Directors was satisfactory and contributed effectively to the operation of the Board; and
- (b) based on the information available to the Nomination Committee and the annual written independence confirmation received from Mr. Li Changqing, Mr. Li Yi and Ms. Ling Taotao, the Nomination Committee was satisfied that each of them
 - i. fulfills the requirements of an independent non-executive Director as stipulated under Rule 3.13 of the Listing Rules; and
 - ii. is the person of integrity and independent in character and judgement.

LETTER FROM THE BOARD

The Nomination Committee and the Board have also taken into consideration the skills, background, knowledge and experience of Mr. Li Changqing, Mr. Li Yi and Ms. Ling Taotao, and in particular, Mr. Li Changqing's extensive experience in accounting and audit, Mr. Li Yi's profound experience in investment and finance, and Ms. Ling Taotao's abundant experience in legal and compliance matters. Their different education, background, professional experience and practices enable them to provide valuable insights and contribute to the diversity of the Board.

Accordingly, Nomination Committee has recommended Mr. Wang Tingfa, Mr. Wang Zhenyuan, Mr. Li Changqing, Mr. Li Yi and Ms. Ling Taotao to the Board for re-election, and the Board has recommended their re-elections to the Shareholders for approval at the AGM.

The remuneration of the Directors is determined with reference to their duties, responsibilities, experience and to the prevailing market conditions. Pursuant to the Article of Association, the fees payable to the Directors for their services will from time to time be determined by an ordinary resolution; any Director who holds any executive office or who serves on any committee, or who otherwise performs services which in the opinion of the Board are outside the scope of the ordinary duties of a Director, may be paid such additional remuneration by way of salary, commission or otherwise as the Board may determine.

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

PROPOSED RE-APPOINTMENT OF AUDITORS

BDO Limited will retire as the auditors of the Company at the AGM. An ordinary resolution will be proposed at the AGM to approve the re-appointment of BDO Limited as the auditors of the Company for the year ending 28 February 2027, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

The estimated audit fee for audit services for the year ending 28 February 2027 shall be approximately HK\$0.8 million (excluding out-of-pocket expenses), which was determined between the Company and BDO Limited having regard to, among other matters, the business development of the Company, the expected audit scope, audit timetable, and auditors' resources. The estimated audit fee also assumes that there will be no material change in the Group's operations, accounting policies or regulatory environment during the financial year.

As BDO Limited is relatively familiar with the Group's financial position and affairs, the Board considers that the estimated audit fee is fair and reasonable, taking into account the facts and circumstances known as at the Latest Practicable Date, and that the audit related work in respect of the Group for the year ending 28 February 2027 will be performed more efficiently by BDO Limited, which is in the best interests of the Company and the Shareholders as a whole. Unless there is a material change in the basis or assumptions set out above, the final audit fee should not deviate materially from the aforesaid amount. In the event of any material change, the Company will make further disclosure as appropriate.

LETTER FROM THE BOARD

PROPOSED GRANTING OF THE GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the AGM, ordinary resolutions will be proposed to grant to the Directors (1) a general unconditional mandate to buy back Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed not exceeding 10% of the total number of Shares in issue as at the date of passing of the ordinary resolution of the Buy-back Mandate (i.e. a total of 6,000,000 Shares on the basis that the issued share of the Company (60,000,000 Shares) remains unchanged on the date of the AGM); (2) a general unconditional mandate to allot, issue and deal with additional Shares not exceeding the aggregate of (a) 20% of the total number of Shares in issue as at the date of passing of the ordinary resolution of the General Mandate (i.e. a total of 12,000,000 Shares on the basis that the issued share of the Company (60,000,000 Shares) remains unchanged on the date of the AGM) and (b) the aggregate number of Shares bought back by the Company (if any) under the Buy-Back Mandate.

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Buy-back Mandate or issue new Shares pursuant to the General Mandate.

An explanatory statement on the Buy-back Mandate as required by the Listing Rules and under the Companies Ordinance, is set out in the Appendix II to this circular.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Proposed M&A Amendments to the Memorandum and Articles of Association to, among other things, (i) allow the Company's general meeting to be held in the form of an electronic meeting or a hybrid meeting and provide for voting by electronic means; (ii) prepare for the uncertificated securities market regime; and (iii) allow the Company to hold repurchased shares in treasury. In addition, other house-keeping amendments have also been incorporated to clarify and revise existing practices and to reflect consequential changes in conjunction with the Proposed M&A Amendments.

The Proposed M&A Amendments and the Company's adoption of the Fourth Amended and Restated Memorandum and Articles of Association will be subject to the approval by Shareholders by way of a special resolution at the AGM.

AGM

The notice of AGM is set out on pages 8 to 12 of this circular.

The register of members of the Company will be closed from Tuesday, 4 August 2026 to Friday, 7 August 2026 (both dates inclusive), for the purpose of determining the entitlements of the Shareholders to attend and vote at the AGM, during which period no transfer of Shares will be registered. The record date to attend and vote at the AGM will be Friday, 7 August 2026. In order to qualify to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4: 00 p.m. on Monday, 3 August 2026.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.innovax.hk). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the AGM or at any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the form of proxy will be deemed to be revoked.

VOTING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, 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. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Board considers that all proposed resolutions set out in the notice of AGM, including, among others, (a) the re-election of Directors, (b) the re-appointment of auditors, (c) the grant of the General Mandate and the Buy-back Mandate and (d) the adoption of the Fourth Amended and Restated Memorandum and Articles of Association, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all resolutions to be proposed at the AGM.

GENERAL INFORMATION

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

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, 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.

By order of the Board
Innovax Holdings Limited
Chau Lok Yi
Company Secretary

NOTICE OF ANNUAL GENERAL MEETING



INNOVAX HOLDINGS LIMITED

創陞控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2680)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Innovax Holdings Limited (the “**Company**”) will be held at Room 1201-1202 & 1212, 12/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Friday, 7 August 2026 at 2: 00 p.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the Board and auditor for the year ended 28 February 2026.
- 2(i)(a). To re-elect Mr. Wang Tingfa as an executive Director.
- 2(i)(b). To re-elect Mr. Wang Zhenyuan as an executive Director.
- 2(i)(c). To re-elect Mr. Li Changqing as an independent non-executive Director.
- 2(i)(d). To re-elect Mr. Li Yi as an independent non-executive Director.
- 2(i)(e). To re-elect Ms. Ling Taotao as an independent non-executive Director.
- 2(ii). To authorize the Board of Directors to fix the remuneration of the Directors.
3. To re-appoint BDO Limited as auditor of the Company and to authorise the Board of Directors to fix its remuneration.

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

4. **“THAT:**
 - (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares or securities convertible into Shares or options, warrants or similar rights to subscribe for the Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers whether during or after the end of the Relevant Period (as defined below) be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of Shares allotted or agreed to be allotted by the Directors of the Company pursuant to the approval in paragraph (a) of this Resolution, other than pursuant to (i) a rights issue, (ii) any scrip dividend scheme or similar arrangement providing for the allotment of the Shares in lieu of the whole or part of a dividend on the Shares or (iii) a specific authority granted by the Shareholders in general meeting, shall not exceed the aggregate of:
 - (A) 20% of the total number of Shares in issue as at the date of passing of this Resolution; and
 - (B) (if the Directors of the Company are so authorised by a separate ordinary resolution of the Shareholders) the aggregate number of Shares bought back by the Company (if any) under the general mandate to buy back Shares referred to in Resolution numbered 5 below,and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution numbered 4, “Relevant Period” means the period from the passing of the resolution until the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the end of the period within which the Company is required by the Articles of Association or any applicable laws to hold its next annual general meeting; and
 - (iii) the date on which the mandate is varied or revoked by an ordinary resolution of the Shareholders in a general meeting.
- (d) for the purpose of this Resolution numbered 4, “Shares” mean ordinary shares of the Company and “Shareholders” mean holders of the Shares.”

5. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to buy back the Shares on The Stock Exchange of Hong Kong Limited, or on any other stock exchange on which the Shares may be listed (and which is recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited for this purpose), be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the maximum number of Shares to be bought back by the Company pursuant to the approval in paragraph (a) shall not exceed in aggregate 10% of the total number of the Shares in issue as at the date of passing of this Resolution and at such price or prices as may be determined by the Directors of the Company, provided the purchase price shall not be 5% or more than the average closing market price for the five preceding trading days on which the Shares were traded on the Stock Exchange, and otherwise in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, and the said approval shall be limited accordingly; and
 - (c) for the purpose of this Resolution numbered 5, “Relevant Period” means the period from the passing of the resolution until the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the end of the period within which the Company is required by the Articles of Association or any applicable laws to hold its next annual general meeting; and
 - (iii) the date on which the mandate is varied or revoked by an ordinary resolution of the shareholders of the Company in a general meeting; and
 - (d) for the purpose of this Resolution numbered 5, “Shares” mean ordinary shares of the Company and “Shareholders” mean holders of the Shares.”
6. **“THAT:** conditional on the passing of Resolutions 4 and 5, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue, grant or otherwise deal with additional Shares in the Company pursuant to Resolution 4 be and is hereby extended by the addition thereto of the total number of Shares bought back by the Company under the general mandate granted pursuant to Resolution 5, provided that such number of Shares shall not exceed 10% of the total number of Shares in issue as at the date of passing of Resolutions 4 and 5.”
7. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:
- “THAT, AS A SPECIAL RESOLUTION**
- (a) the proposed amendments to the existing third amended and restated memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”), the details of which are set out in Appendix III to the circular (the “**Proposed M&A Amendments**”), be and are hereby approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the fourth amended and restated memorandum and articles of association of the Company (the “**Fourth Amended and Restated Memorandum and Articles of Association**”), which contains all the Proposed M&A Amendments and a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the Memorandum and Articles of Association of the Company with effect from the close of the meeting;
- (c) any director or company secretary of the Company be and is hereby authorized to do all such acts, deeds and things and execute and deliver all such documents and/or take all relevant actions and make all such arrangements that he/she shall, in his/her absolute discretion, consider or deem necessary or expedient and in the interest of the Company to effect the Proposed M&A Amendments and the Company’s adoption of the Fourth Amended and Restated Memorandum and Articles of Association, and to comply with the requirements from the relevant regulatory authorities, including dealing with the relevant filing, notices, amendments and registration (where necessary) procedures and other related matters arising from the Proposed M&A Amendments and the Company’s adoption of the Fourth Amended and Restated Memorandum and Articles of Association; and
- (d) the registered office provider of the Company be and is hereby authorized to arrange for the filing of special resolution passed and the Fourth Amended and Restated Memorandum and Articles of Association with the Registrar of Companies in the Cayman Islands.”

By Order of the Board
Innovax Holdings Limited
Chau Lok Yi
Company Secretary

Hong Kong, 26 June 2026

Notes:

1. In order to determine the eligibility to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, 4 August 2026 to Friday, 7 August 2026 (both dates inclusive). The record date to attend and vote at the AGM will be Friday, 7 August 2026. To qualify to attend and vote at the above meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Monday, 3 August 2026.
2. Any member of the Company entitled to attend and vote at the above meeting (or any adjournment thereof) is entitled to appoint one or more persons as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.

NOTICE OF ANNUAL GENERAL MEETING

3. In the case of joint registered holders of any shares in the Company, any one of such persons may vote at the above meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders are present at the above meeting personally or by proxy, that one so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
4. In order to be valid, the completed form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the above meeting or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM and any adjournment thereof if you so wish, and in such event, the form of proxy will be deemed to be revoked.
5. Shareholders are suggested to telephone the Company's hotline on (852) 2311 0322 for arrangements of the meeting in the event that a gale warning (tropical cyclone no. 8 or above) or "extreme conditions" caused by super typhoons or black rainstorm warning is hoisted on the day of the meeting.

As at the date of this announcement, the Board comprises: Mr. Wang Tingfa as the Chairman and executive Director and Chief Executive Officer; Mr. Wang Zhenyuan as the executive Director; Mr. Li Changqing, Mr. Li Yi and Ms. Ling Taotao as independent non-executive Directors.

The following are the details of the Directors proposed to be re-elected at the AGM.

EXECUTIVE DIRECTORS

Mr. Wang Tingfa, aged 39, has served as an executive Director since 30 May 2026 and was the investment director and fund manager of Beijing Beiao Hightech Investment Management Co., Ltd. from 2017 to 2023. He has been a director of Golden Hen Investment Management Limited, a licensed corporation under the Securities and Futures Ordinance to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities from April 2023 to October 2025. Mr. Wang Tingfa holds a Bachelor's degree in Safety Engineering from South China University of Technology and a Master's degree in Information and Operations Management from National Taipei University of Technology.

Pursuant to the letter of appointment entered into between the Company and Mr. Wang Tingfa, (i) Mr. Wang Tingfa's term of office shall be three years commencing from 30 May 2026, subject to rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company; (ii) either party has the right to give not less than three months' prior written notice to terminate Mr. Wang Tingfa's letter of appointment; and (iii) Mr. Wang Tingfa is entitled to receive an annual remuneration of HK\$1,800,000 (or such other amount as the Remuneration Committee may from time to time determine) and discretionary bonus and other benefits as the Board or Remuneration Committee may approve from time to time, which were determined with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions.

Mr. Wang Tingfa is the son of Mr. Wang Zhenyuan (who is also an executive Director).

As at the Latest Practicable Date, Mr. Wang Tingfa owns the entire issued share capital of Billion Shine International Investment Limited, a controlling shareholder of the Company holding 45,000,000 shares of the Company, representing 75% of the total issued share capital of the Company. Accordingly, Mr. Wang Tingfa is also a controlling shareholder of the Company and is deemed to be interested in 45,000,000 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

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

Mr. Wang Zhenyuan, aged 66, has served as an executive Director since 30 May 2026 and was the marketing director of Golden Hen Investment Management Limited from July 2023 to October 2025. He previously served as the legal representative of Northeast Power Transmission and Transformation Equipment Corporation Product Sales Xiamen Company, the person-in-charge of Jinzhou Switch Factory Xiamen Sales Office, the person-in-charge of Shenyang Transformer Co., Ltd. Nanjing Sales Office, and the person-in-charge of Shenyang Transformer Co., Ltd. Fuzhou Sales Office.

Among them, the business licence of Shenyang Transformer Co., Ltd. Nanjing Sales Office was revoked on 22 January 2003; the business licence of Shenyang Transformer Co., Ltd. Fuzhou Sales Office was revoked on 10 November 2003; the business licence of Jinzhou Switch Factory Xiamen Sales Office was revoked on 2 June 2007; and the business licence of Northeast Power Transmission and Transformation Equipment Corporation Product Sales Xiamen Company was revoked on 7 March 2012. The revocation of the business licences of the aforementioned companies was primarily due to the failure to undergo timely annual inspections as required after the cessation of operations, and was not caused by fraud or other improper conduct. Mr. Wang Zhenyuan confirms that, as at the Latest Practicable Date, he has not been subject to any claims, and is not aware of any possible or potential claims against the aforementioned companies, nor are there any outstanding claims and/or liabilities resulting from the revocation of the business licences of such companies. Mr. Wang Zhenyuan graduated from Fujian Province Yong'an No. 2 Middle School.

Pursuant to the letter of appointment entered into between the Company and Mr. Wang Zhenyuan, (i) Mr. Wang Zhenyuan's term of office shall be three years commencing from 30 May 2026, subject to rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company; (ii) either party has the right to give not less than three months' prior written notice to terminate Mr. Wang Zhenyuan's letter of appointment; and (iii) Mr. Wang Zhenyuan is entitled to receive an annual remuneration of HK\$1,800,000 (or such other amount as the Remuneration Committee may from time to time determine) and discretionary bonus and other benefits as the Board or Remuneration Committee may approve from time to time, which were determined with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions.

Mr. Wang Zhenyuan is the father of Mr. Wang Tingfa, who is also an executive Director and is a controlling shareholder of the Company.

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

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Li Changqing, aged 58, is a Chinese Certified Public Accountant and has served as an independent non-executive Director since 30 May 2026. Since 1993, he has been working as a teacher at the School of Management of Xiamen University, and currently serves as a professor and doctoral supervisor at the School of Management of Xiamen University, the Director of the EMBA Centre of Xiamen University, an independent director of Jinxin Fund Management Co., Ltd., and an external director of Xiamen C&D Group Co., Ltd. He has served as an independent director of Bank of Hangzhou Co., Ltd., a company listed on the Shanghai Stock Exchange(stock code: 600926.SH) since 18 July 2023. He has been an independent director of Zijin Mining Group Co., Ltd., a company listed on the Shanghai Stock Exchange and the Stock Exchange(stock code: 601899.SH, 2899.HK) from 30 December 2019 to 31 December 2025; an independent director of Foryou Corporation, a company listed on the Shenzhen Stock Exchange(stock code: 002906.SZ) during the periods from 17 September 2013 to 6 September 2019, and from 5 September 2025 to 4 February 2026; and an independent director of Shenzhen Noposion Crop Science Co., Ltd., a company listed on the Shenzhen Stock Exchange(stock code: 002215.SZ) from 25 July 2018 to 9 July 2024. Mr. Li Changqing holds a Bachelor of Engineering degree in Industrial Accounting from the Department of Management Engineering of Hefei University of Technology, a Master of Economics (MBA) degree from Xiamen University and a Doctor of Management (Accounting) degree from Xiamen University.

Pursuant to the letter of appointments entered into between the Company and Mr. Li Changqing, (i) Mr. Li Changqing's term of office shall be three years commencing from 30 May 2026, subject to retirement and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company and Listing Rules; (ii) either party has the right to give not less than three months' prior written notice to terminate Mr. Li Changqing's letter of appointment. If the Company terminates the appointment without cause during the initial term, the Company shall pay Mr. Li Changqing: (a) a pro-rata portion of the annual director's fee and applicable committee fees for the period served up to the date of termination; (b) a lump-sum compensation equal to 12 months of his then-current annual director's fee including all applicable committee fees; and (c) all accrued but unreimbursed reasonable expenses incurred in the performance of his duties; and (iii) Mr. Li Changqing is entitled to receive (a) an annual base director's fee of HK\$130,000; (b) an annual fee of HK\$40,000 for each appointment as chairman of any committee of the Board; and (c) an annual fee of HK\$20,000 for each appointment as a member of any committee of the Board, which was determined with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions.

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

Mr. Li Yi, aged 65, is currently the Chairman of New Times Corporation and has served as an independent non-executive Director since 30 May 2026. He previously served as the Chief Executive Officer of Sino Biopharmaceutical Limited, Vice Chairman of Global Banking and Chairman and Chief Executive Officer of China at JPMorgan Chase & Co., Chairman and President of China at UBS Group and Chairman of UBS Securities, and General Manager of China Merchants Port Holdings Company Limited. In terms of social positions, he currently serves as a Vice President of the Western Returned Scholars Association, and formerly served as a Vice Chairman of the All-China Students' Federation and a member of the 12th and 13th National Committees of the Chinese People's Political Consultative Conference, among other positions. Mr. Li Yi holds an MBA from the Wharton School of the University of Pennsylvania, a Bachelor of Laws from the China University of Political Science and Law, and a Bachelor's degree from Beijing Sport University. In 2016, he obtained the qualification of senior management personnel of securities companies approved by the China Securities Regulatory Commission.

Pursuant to the letter of appointments entered into between the Company and Mr. Li Yi, (i) Mr. Li Yi's term of office shall be three years commencing from 30 May 2026, subject to retirement and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company and Listing Rules; (ii) either party has the right to give not less than three months' prior written notice to terminate Mr. Li Yi's letter of appointment. If the Company terminates the appointment without cause during the initial term, the Company shall pay Mr. Li Yi: (a) a pro-rata portion of the annual director's fee and applicable committee fees for the period served up to the date of termination; (b) a lump-sum compensation equal to 12 months of his then-current annual director's fee including all applicable committee fees; and (c) all accrued but unreimbursed reasonable expenses incurred in the performance of his duties; and (iii) Mr. Li Yi is entitled to receive (a) an annual base director's fee of HK\$130,000; (b) an annual fee of HK\$40,000 for each appointment as chairman of any committee of the Board; and (c) an annual fee of HK\$20,000 for each appointment as a member of any committee of the Board, which was determined with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions.

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

Ms. Ling Taotao, aged 45, is Partner and General Counsel of Micro Connect and has served as an independent non-executive Director since 30 May 2026. She previously led legal and compliance at financial institutions including investment companies and asset managers, and practised at reputable UK and US law firms for many years. She holds a Bachelor of Laws and a Bachelor of Economics from Peking University, and an LLM from New York University. She is admitted as a lawyer in Hong Kong and the State of New York, USA.

Pursuant to the letter of appointments entered into between the Company and Ms. Ling Taotao, (i) Ms. Ling Taotao's term of office shall be three years commencing from 30 May 2026, subject to retirement and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company and Listing Rules; (ii) either party has the right to give not less than three months' prior written notice to terminate Ms. Ling Taotao's letter of appointment. If the Company terminates the appointment without cause during the initial term, the Company shall pay Ms. Ling Taotao: (a) a pro-rata portion of the annual director's fee and applicable committee fees for the period served up to the date of termination; (b) a lump-sum compensation equal to 12 months of her then-current annual director's fee including all applicable committee fees; and (c) all accrued but unreimbursed reasonable expenses incurred in the performance of her duties; and (iii) Ms. Ling Taotao is entitled to receive (a) an annual base director's fee of HK\$130,000; (b) an annual fee of HK\$40,000 for each appointment as chairman of any committee of the Board; and (c) an annual fee of HK\$20,000 for each appointment as a member of any committee of the Board, which was determined with reference to her background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions.

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

Save as disclosed above and as at the Latest Practicable Date, each of the Directors (i) does not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not have any other relationship with any Directors, senior management, substantial or controlling Shareholders of the Company; and (iii) does not have any other interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Hong Kong Laws).

Mr. Li Changqing, Mr. Li Yi and Ms. Ling Taotao, have confirmed that (1) they have complied with each of the independence criteria referred to in Rules 3.13(1) to (8) of the Listing Rules; (2) they have no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (3) there are no other factors that may affect their independence at the time of their appointment as independent non-executive Directors. The Board has assessed their independence and considers each of Mr. Li Changqing, Mr. Li Yi and Ms. Ling Taotao to be independent.

Both the Board and the Nomination Committee consider the re-election of the above Directors is in the best interests of the Company and the Shareholders as a whole. The proposed re-election of the above Directors will be considered by separate resolutions at the AGM.

This appendix serves as an explanatory statement, as required by the Listing Rules, and also as a memorandum of the terms of a proposed buy-back, as required by Section 239(2) of the Companies Ordinance, to provide information to Shareholders with regard to the Buy-Back Mandate.

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1 SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 60,000,000 Shares. Subject to the passing of the resolution regarding the Buy-back Mandate and on the basis that the issued share of the Company remains unchanged on the date of AGM, the Company would be allowed to buy back a maximum of 6,000,000 Shares, during the period in which the Buy-back Mandate remains in force, representing not more than 10% of the total number of Shares in issue as at the date of the AGM.

2 REASONS FOR BUY-BACKS

The Directors believe that the ability to buy back Shares is in the interests of the Company and the Shareholders. Shares repurchased for cancellation may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. On the other hand, Shares repurchased and held by the Company as Treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Articles of Association, the Listing Rules, and the laws of the Cayman Islands. The Directors have sought the grant of a general mandate to buy back Shares to give the Company the flexibility to do so if and when appropriate. The number of Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time having regard to the circumstance then pertaining and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3 FUNDING OF BUY-BACKS

In buying back Shares, the Company may only apply funds lawfully available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of Cayman Island and any other applicable laws, as the case may be.

APPENDIX II EXPLANATORY STATEMENT ON BUY-BACK MANDATE

There could be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts for the year ended 28 February 2026) if the Buy-back Mandate were to be carried out in full at any time during the share buy-back period. However, the Directors will not exercise the Buy-back Mandate if, in the opinion of the Directors, this would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing position of the Company.

4 SHARE BUY-BACKS MADE BY THE COMPANY

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

5 SHARE PRICES

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

Month	Price per Share	
	Highest HK\$	Lowest HK\$
June 2025	2.4600	2.0700
July 2025	5.6000	2.4500
August 2025	5.0800	4.4000
September 2025	5.7000	4.5300
October 2025	14.4900	5.6600
November 2025	13.2000	11.0700
December 2025	11.9800	8.4800
January 2026	16.5000	9.2500
February 2026	12.9000	11.4200
March 2026	14.8000	9.9900
April 2026	12.4900	9.5100
May 2026	11.2000	7.7700
June 2026 (up to the Latest Practicable Date)	8.7000	6.4900

6 GENERAL

The Buy-back Mandate will expire upon the earliest of: (i) the conclusion of the next annual general meeting of the Company; or (ii) the end of the period within which the Company is required by the Articles of Association or any applicable laws to hold its next annual general meeting; or (iii) the date on which the Buy-back Mandate is varied or revoked by an ordinary resolution of the Shareholders in a general meeting.

APPENDIX II EXPLANATORY STATEMENT ON BUY-BACK MANDATE

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates currently intends to, in the event that the proposal is approved at the AGM, sell any Shares to the Company.

The Directors have confirmed that they will exercise the power of the Company to make any buy-backs of Shares pursuant to the Buy-back Mandate in accordance with the Listing Rules and the applicable laws and regulations of Cayman Islands. The Directors have also confirmed that neither the explanatory statement set out in Appendix II to this circular nor the Buy-back Mandate has unusual features.

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Buy-back Mandate is approved at the AGM. Under the Listing Rules, if the Company repurchases Shares pursuant to the Buy-back Mandate, the Company will either (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made.

To the extent that any Treasury Shares are deposited with CCASS pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as Treasury Shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to HKSCC to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

7 TAKEOVERS CODE

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

APPENDIX II EXPLANATORY STATEMENT ON BUY-BACK MANDATE

As at the Latest Practicable Date, the following interests in Shares were recorded in the register of interests in shares and short positions of the Company maintained under Section 336 of the SFO:

Name of Substantial Shareholder	<i>Note</i>	Number of Shares held/ interested	Percentage of shareholding (as at the Latest Practicable Date)	Percentage of shareholding (if the Shares Buy-back Mandate is exercised in full)
Wang Tingfa	(1)	45,000,000	75%	83.3%
BSI	(1)	45,000,000	75%	83.3%

Notes:

- (1) Mr. Wang and BSI are the Controlling Shareholders. Mr. Wang owns the entire issued share capital of BSI. By virtue of the SFO, Mr. Wang is deemed to be interested in such Shares held by BSI.

Save as aforesaid and based on the information available to the Directors as at the Latest Practicable Date, the Directors are not aware of any consequences or implications which may arise under the Takeovers Code as a result of exercising the power to buy back Shares under the Buy-back Mandate. The Directors do not have any present intention to exercise the Buy-back Mandate to such extent as will trigger the Takeovers Code.

The Directors do not propose to buy back Shares which would result in the aggregate number of Shares of the Company in issue in public reducing to below the prescribed minimum percentage required by the Stock Exchange.

The details of the Proposed M&A Amendments are as follows:

AMENDMENTS TO THE Memorandum of Association	
Existing provision of the Memorandum of Association	Proposed amendment to the Memorandum of Association
<p>8. The authorized share capital of the Company is HK\$10,000,000 divided into 1,000,000,000 shares of a nominal or par value of HK\$0.01 each, with the power for the Company, insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the Companies Act (as revised) of the Cayman Islands and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.</p>	<p>8. The authorized share capital of the Company is HK\$10,000,000 divided into 1,000,000,000<u>100,000,000</u> shares of a nominal or par value of HK\$0.01<u>0.1</u> each, with the power for the Company, insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the Companies Act (as revised) of the Cayman Islands and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.</p>

AMENDMENTS TO THE THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY CURRENTLY IN FORCE (the “ARTICLES OF ASSOCIATION”)	
Existing provision of the Articles of Association (if any)	Proposed amendment to the Articles of Association
<u>Article 2. (1) (Interpretation)</u>	<u>Article 2. (1) (Interpretation)</u>
<u>N/A</u>	<u>“ASR” a person approved by the SFC under section 101AAG of the Securities and Futures Ordinance to provide one or more securities registrar services.</u>
<u>N/A</u>	<u>“ASR Code” the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time.</u>

N/A	<u>“Central Clearing and Settlement System”</u> the Central Clearing and Settlement System operated by HKSCC.
N/A	<u>“Company’s website”</u> the website of the Company to which any Member may have access, the address or domain name of which has been notified to the Members by the Company or as subsequently amended by notice given to the Members by the Company.
N/A	<u>“electronic”</u> relating to technology having electrical, digital, magnetic, wireless, optical electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act (as amended) of the Cayman Islands as may be amended from time to time.
N/A	<u>“electronic communication”</u> a communication sent, transmitted, conveyed and received by electronic means in any form through any medium.
N/A	<u>“electronic means”</u> includes sending or otherwise making available to the intended recipients of the communication in electronic format.
N/A	<u>“electronic meeting”</u> a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by means of electronic facilities.
N/A	<u>“electronic record”</u> has the same meaning as in the Electronic Transactions Act (as amended) of the Cayman Islands as may be amended from time to time.
N/A	<u>“HKSCC”</u> the Hong Kong Securities Clearing Company Limited.

N/A	<u>“hybrid meeting” a general meeting convened for the (i) physical attendance and participation by Members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and at the same time (ii) virtual attendance and participation by Members and/or proxies by means of electronic facilities.</u>
N/A	<u>“Meeting Location” has the meaning given to it by Article 64B(1).</u>
N/A	<u>“participating securities” prescribed securities that have completed all relevant processes for participating in the USM regime, and have so participated in accordance with rule 4 of the USM Rules.</u>
N/A	<u>“physical meeting” a general meeting held and conducted by physical attendance and participation by members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations.</u>
N/A	<u>“Principal Meeting Place” has the meaning given to it by Article 59(2).</u>
N/A	<u>“Securities and Futures Ordinance” the Securities and Futures Ordinance, Cap. 571 of the laws of Hong Kong, as amended from time to time.</u>
N/A	<u>“SFC” the Securities and Futures Commission of Hong Kong.</u>
N/A	<u>“Treasury Share(s)” share(s) repurchased or acquired by the Company and held by the Company as treasury share(s).</u>
N/A	<u>“UNSRT System” an uncertificated securities registration and transfer system, and in relation to any shares or securities of the Company, a computer-based system, together with procedures and other facilities, that (a) enables title to the shares and securities to be evidenced and transferred without an instrument; and facilitates supplementary and incidental matters.</u>

N/A	<u>“USM Rules” the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) made under the Securities and Futures Ordinance.</u>
<u>Article 2.(2) (j) to (n)</u> N/A	<u>Article 2.(2) (j) to (n)</u> <u>(j) references to the right of a Member to speak at an electronic meeting or a hybrid 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;</u>

	<p><u>(k) references to votes cast or taken at a general meeting shall include all votes taken (in such manner as may be directed by the chairman of that meeting whether by a count of votes by show of hands and/or by the use of ballot or voting papers or tickets and/or by electronic means) of the Members attending in person, by corporate representative or by proxy at that meeting;</u></p> <p><u>(l) references to a meeting (i) 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 Law, the rules of the Designated Stock Exchange and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly; and (ii) shall, where the context is appropriate, include a meeting that has been postponed or changed to another date, time and/or place and/or the electronic facilities and/or the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) has been changed by the Board pursuant to Article 64;</u></p>
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	<p><u>(m) references to a person’s participation in the business of a general meeting include, without limitation and as relevant, the right (including, in the case of a corporation, through a duly authorised corporate representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Law, the rules of the Designated Stock Exchange or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly; and</u></p> <p><u>(n) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise).</u></p>
<p><u>Article 3.(1)</u> <u>The authorized share capital of the Company at the date on which these Articles come into effect shall be HK\$10,000,000 divided into 400,000,000 shares of a par value of \$0.01 each.</u></p>	<p><u>Article 3.(1)</u> <u>The authorized share capital of the Company at the date on which these Articles come into effect shall be HK\$10,000,000 divided into 400,000,000 10,000,000 shares of a par value of \$0.0\$0.1 each.</u></p>

<p><u>Article 3.(2)</u> Subject to the Law, the Company’s Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Law. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law.</p>	<p><u>Article 3.(2)</u> Subject to the Law, the Company’s Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Law. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law. <u>Shares purchased or redeemed by, or surrendered to, the Company may be cancelled or (subject to the rules and regulations of the Designated Stock Exchange or any stock exchange on which the shares of the Company are listed and any other relevant regulatory authority) classified and held as Treasury Shares.</u></p>
<p>N/A</p>	<p><u>Article 3A.</u> <u>3A. Shares that the Company purchases, redeems or acquires by way of surrender in accordance with the Law shall be held as Treasury Shares and not treated as cancelled if:</u> <u>(a) the Board so determines prior to the purchase, redemption or surrender of those shares; and</u> <u>(b) the relevant provisions of the Memorandum, the Articles and the Law are otherwise complied with.</u></p>

<p>N/A</p>	<p><u>Article 3B.</u> <u>3B. 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.</u></p>
<p>N/A</p>	<p><u>Article 3C.</u> <u>3C. The Company shall be entered in the Register as the holder of the Treasury Shares. However:</u> <u>(a) the Company shall not be treated as a Member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void; and</u> <u>(b) a Treasury Share shall not be voted, directly or indirectly, at any 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 Law.</u></p>
<p>N/A</p>	<p><u>Article 3D.</u> <u>3D. Treasury Shares may be disposed of by the Company in accordance with the Law and otherwise on such terms and conditions as the Board determines.</u></p>

<p>N/A</p>	<p><u>Article 3E.</u> <u>3E. Subject to the rules and regulations of the Designated Stock Exchange or any stock exchange on which the shares of the Company are listed and any other relevant regulatory authority, the Board may by a resolution of the Directors at any time:</u> <u>(a) cancel any one or more Treasury Shares; or</u> <u>(b) transfer any one or more Treasury Shares to any person, whether or not for valuable consideration (including at a discount to the nominal or par value of such shares).</u></p>
<p><u>Article 18.</u> Every person whose name is entered, upon an allotment of shares, as a Member in the Register shall be entitled, without payment, to receive one certificate 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.</p>	<p><u>Article 18.</u> <u>Every person whose name is entered as a member in the register shall be entitled to hold his shares 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 rules of the Designated Stock Exchange and other relevant regulations. Where shares are held in certificated form, subject to the USR Rules, eEvery person whose name is entered, upon an allotment of shares, as a Member in the Register shall be entitled, without payment, to receive one certificate 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.</u></p>

<p><u>Article 19.</u> Share certificates shall be issued within the relevant time limit as prescribed by the Law or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.</p>	<p><u>Article 19.</u> <u>For certificated shares, s</u>Share certificates shall be issued within the relevant time limit as prescribed by the Law or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.</p>
<p><u>Article 19A.</u> <u>N/A</u></p>	<p><u>Article 19A.</u> <u>Any share issued on or after the day on which shares in the Company become participating securities will be issued in uncertificated form and no certificate will be issued in respect of it.</u></p>
<p><u>Article 19B.</u> <u>N/A</u></p>	<p><u>Article 19B.</u> <u>With effect from (and including) the day on which shares in the Company become participating securities, shares which are in certificated form may be dematerialized in accordance with the USM Rules. (A reasonable dematerialization fee (not exceeding any applicable limits prescribed under the ASR Code) may be charged by the Company's ASR to the holder and/or transferee of a share in connection with the dematerialization of the share. Such fee may be charged irrespective of whether the dematerialization is initiated by the Company or requested by the holder or transferee.</u></p>
<p><u>Article 19C.</u> <u>N/A</u></p>	<p><u>Article 19C.</u> <u>Shares in the Company which are in uncertificated form may be rematerialized in accordance with the USM Rules. As soon as reasonably practicable after any rematerialization, the Company must issue, free of charge, to each member whose shares are rematerialized, such number of certificates in respect of those shares as is required under the USM Rules. If more than one person holds a share, only one certificate may be issued in respect of it.</u></p>

<p><u>Article 21.</u> If a share certificate shall be damaged or defaced or alleged to have been lost, stolen or destroyed a new certificate representing the same shares may be issued to the relevant Member upon request and on payment of such fee as the Designated Stock Exchange may determine to be the maximum fee payable or such lesser sum as the Board may determine and, subject to compliance with such terms (if any) as to evidence and indemnity and to payment of the costs and reasonable out-of-pocket expenses of the Company in investigating such evidence and preparing such indemnity as the Board may think fit and, in case of damage or defacement, on delivery of the old certificate to the Company provided always that where share warrants have been issued, no new share warrant shall be issued to replace one that has been lost unless the Directors are satisfied beyond reasonable doubt that the original has been destroyed.</p>	<p><u>Article 21.</u> If a share certificate shall be damaged or defaced or alleged to have been lost, stolen or destroyed a new certificate representing the same shares may be issued to the relevant Member upon request and on payment of such fee as the Designated Stock Exchange may determine to be the maximum fee payable or such lesser sum as the Board may determine <u>and not prohibited under the rules of the Designated Stock Exchange and the ASR Code</u> and, subject to compliance with such terms (if any) as to evidence and indemnity and to payment of the costs and reasonable out-of-pocket expenses of the Company in investigating such evidence and preparing such indemnity as the Board may think fit and, in case of damage or defacement, on delivery of the old certificate to the Company provided always that where share warrants have been issued, no new share warrant shall be issued to replace one that has been lost unless the Directors are satisfied beyond reasonable doubt that the original has been destroyed.</p>
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<p>N/A</p>	<p><u>Article 21A.</u> <u>Articles 16 to 21 apply subject to this article 21A. This article applies (i) to shares for so long as they are participating securities and not in the process of delisting; and (ii) save as otherwise permitted or required under the USM Rules. With effect from (and including) the day on which shares become participating securities, no certificates will be issued in respect of any such Shares. For the avoidance of doubt, this article applies (without limitation in the following circumstances:</u> <u>(a) following any issue, allotment, transfer, transmission, consolidation or subdivision of Shares, if the issue, allotment, transfer, transmission, consolidation or subdivision is registered in the register of members on or after the participation date; or</u> <u>(b) where, for whatever reason, the holder of a Share requests to replace an existing certificate for the Share, and the replacement certificate is not issued before the participation date.</u> <u>Nothing in this article affects the validity of any share certificate issued by the Company in respect of a Share prior to the participation date, and not cancelled.</u></p>
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Article 44.

Except when the Register is closed, the Register in Hong Kong shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of HK\$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of HK\$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares, and by sending a notice to the Members, such period may be extended for no more than another thirty (30) days in respect of any year by an ordinary resolution of the Members passed in that year in accordance with the HK Companies Ordinance.

Article 44.

Except when the Register is closed, the Register in Hong Kong shall be open to inspection for at least two (2) hours during business hours by Members and holders of Prescribed Securities (as defined in the USM Rules) without charge or by any other person, upon a maximum payment of HK\$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of HK\$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares, and by sending a notice to the Members, such period may be extended for no more than another thirty (30) days in respect of any year by an ordinary resolution of the Members passed in that year in accordance with the HK Companies Ordinance.

Article 46.

Subject to these Articles, any Member may transfer all or any of his shares by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.

Article 46.

- (1) Subject to these Articles, the Law and all applicable laws and regulations, including the Securities and Futures Ordinance and USM Rules, any Member may transfer all or any of his shares by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time, or in uncertificated form through the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Designated Stock Exchange or the SFC.
- (2) Notwithstanding paragraph (1), shares in the Company held by the transferor in uncertificated form may be transferred by means of an instrument of transfer if the Directors are satisfied that it is not reasonably practicable to transfer them by means of a specified request.
- (3) A reasonable fee (not exceeding any applicable limits prescribed under the ASR Code) may be charged by the Company's ASR for registering any instrument of transfer, specified request or other document relating to or affecting the title to any share.

<p><u>Article 47.</u> The instrument of transfer shall be executed by or on behalf of the transferor and the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. 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 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.</p>	<p><u>Article 47.</u> <u>Subject to the Law and all applicable laws and regulations, including the Securities and Futures Ordinance and USM Rules, transfers of shares may be effected in uncertificated form through the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Designated Stock Exchange or the SFC, without the need for a written instrument of transfer. For certificated shares, t</u>The instrument of transfer shall be executed by or on behalf of the transferor and the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. 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 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.</p>
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<p><u>Article 49.</u> Without limiting the generality of the last preceding Article, the Board may decline to recognise any instrument of transfer unless:</p> <p>(a) a fee of such maximum sum as the Designated Stock Exchange may determine to be payable or such lesser sum as the Board may from time to time require is paid to the Company in respect thereof;</p> <p>(b) the instrument of transfer is in respect of only one class of share;</p> <p>(c) the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the Law or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) 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); and</p> <p>(d) if applicable, the instrument of transfer is duly and properly stamped.</p>	<p><u>Article 49.</u> Without limiting the generality of the last preceding Article, the Board may decline to recognise any instrument of transfer unless:</p> <p>(a) <u>the transfer is made in the form or manner as the Board may from time to time specify;</u></p> <p>(a)(b) a fee of such maximum sum as the Designated Stock Exchange may determine to be payable or such lesser sum as the Board may from time to time require is paid to the Company in respect thereof;</p> <p>(b)(c) <u>if applicable,</u> the instrument of transfer is in respect of only one class of share;</p> <p>(c)(d) <u>for certificated shares,</u> the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the Law or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) 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); and</p> <p>(d)(e) if applicable, the instrument of transfer is duly and properly stamped.</p>
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<p><u>Article 49A.</u> <u>N/A</u></p>	<p><u>Article 49A.</u> <u>The Directors may refuse to register the transfer or transmission of a share if</u></p> <p>(a) <u>the share is in certificated form and a dematerialization request in respect of that share and any other share covered by the same certificate as that share—</u></p> <p style="padding-left: 20px;">(i) <u>is not received; or</u></p> <p style="padding-left: 20px;">(ii) <u>is refused under the USM Rules;</u></p> <p>(b) <u>the share is in uncertificated form as a result of the Company having initiated its dematerialization, and the dematerialization fee payable in respect of the dematerialization remains unpaid;</u> <u>or</u></p> <p>(c) <u>the transferor, transferee or transmittee (as applicable) of the share is not a system-member of the UNSRT system operated by the Company’s ASR.</u></p>
<p><u>Article 55.(2)</u></p> <p>(c) the Company, if so required by the rules governing the listing of shares on the Designated Stock Exchange, has given notice to, and caused advertisement in newspapers in accordance with the requirements of, the Designated Stock Exchange to be made of its intention to sell such shares in the manner required by the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.</p>	<p><u>Article 55.(2)</u></p> <p>(c) the Company, if so required by the rules governing the listing of shares on the Designated Stock Exchange, has given notice to, and caused advertisement in newspapers <u>or, by electronic communication in the manner in which notices may be served by the Company by electronic means as provided in these Articles,</u> in accordance with the requirements of, the Designated Stock Exchange to be made of its intention to sell such shares in the manner required by the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement <u>or such electronic communication.</u></p>

Article 57.

Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General meetings may be held in any part of the world as may be determined by the Board. A general meeting of the Members or any class thereof may be held by means of such telephone, video, 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.

Article 57.

Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General meetings may be held in any part of the world as may be determined by the Board. A general meeting of the Members or any class thereof may be held by means of such telephone, video, 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. A general meeting may be held by means of such telephone, electronic facilities or other communication facilities (including, without limiting the generality of the foregoing, by telephone, or by video conferencing) as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting. All general meetings (including an annual general meeting, any extraordinary general meeting, any adjourned meeting or any postponed meeting) may be held:(a) as a physical meeting in any part of the world and at one or more locations as provided in Article 64B, (b) as a hybrid meeting or (c) as an electronic meeting, as may be determined by the Board in its absolute discretion.

Article 58.

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

Article 58.

The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition, shares in the share capital of the Company that represent not less than one-tenth of the rights at general meetings of the Company on a one vote per share basis and shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may convene a physical meeting at only one location which will be the Principal Meeting Placed~~o 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.

Article 59.(2)

The notice shall specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.

Article 59.(2)

The notice for any general meeting shall specify: (a) the time and date of the meeting; (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 64B, the principal place of the meeting (the “Principal Meeting Place”) and the other place(s) of the meeting; (c) if the general meeting is to be a hybrid meeting or an electronic meeting, a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or when and how such details will be made available by the Company prior to the meeting; (d) the agenda of the meeting and particulars of resolutions to be considered at the meeting; and (e) in case of special business, the general nature of that business. ~~The notice shall specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.~~

Article 63.

The Chairman of the Company or if there is more than one Chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as Chairman at a general meeting. If at any meeting no Chairman, is present within fifteen (15) minutes after the time appointed for holding the meeting, or is willing to act as Chairman, the Deputy Chairman of the Company or if there is more than one Deputy Chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman of the meeting. If no chairman or deputy chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman of the meeting if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman of the meeting chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.

Article 63.

- (1) Subject to Article 63(2), The—the Chairman of the Company or if there is more than one Chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as Chairman at a general meeting. If at any meeting no Chairman, is present within fifteen (15) minutes after the time appointed for holding the meeting, or is willing to act as Chairman, the Deputy Chairman of the Company or if there is more than one Deputy Chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman of the meeting. If no chairman or deputy chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman of the meeting if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman of the meeting chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.
- (2) If the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is/are hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 63(1) above) shall preside as 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.

<p><u>Article 64.</u> The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days’ notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.</p>	<p><u>Article 64.</u> <u>Subject to Article 64B,</u> tThe chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place(s) to place(s) <u>and/or from one form to another (as a physical meeting, a hybrid meeting or an electronic meeting)</u> as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days’ notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.</p>
<p>N/A</p>	<p><u>Article 64(B)</u> <u>(1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so 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 or any proxy attending and participating in such way or any member or any proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u></p>

	<p>(2) <u>All general meetings are subject to the following:</u></p> <p>(a) <u>where a member or proxy is attending by being present or by proxy at a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced as if it has commenced at the Principal Meeting Place;</u></p> <p>(b) <u>members present in person or by proxy at a Meeting Location and/or members participating in an electronic meeting or a hybrid meeting in person or by proxy by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings 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/or 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;</u></p>
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	<p>(c) <u>where members and/or their proxies attend a meeting by being present at one of the Meeting Locations and/or where members and/or their proxies participate in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more members and/or their 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</u></p> <p>(d) <u>if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the notice, 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 proxies shall be as stated in the notice for the meeting.</u></p>
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	<p>(3) <u>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 unable to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of such member to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location(s) 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.</u></p> <p>(4) <u>If it appears to the chairman of the general meeting that:</u></p> <p>(a) <u>the electronic facilities at the Principal Meeting Place and/or at such other Meeting Location(s) at which the meeting may be attended have become inadequate to give all persons entitled to do so a reasonable opportunity to participate at the meeting or are insufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or</u></p>
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	<p>(b) <u>in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate to give all persons entitled to do so a reasonable opportunity to participate at the meeting; or</u></p> <p>(c) <u>it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</u></p> <p>(d) <u>there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting, 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 an adjournment for an indefinite period), or in the case of an electronic meeting or a hybrid meeting, change the electronic facilities. All business conducted at the meeting up to the time of any such adjournment or change of electronic facilities shall be valid.</u></p>
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	<p>(5) <u>The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction which 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 inspection of their personal property and the restriction of items that may be taken into the meeting place, obeying any precautionary measures and regulations in relation to prevention and control of spread of disease, and determining the number and frequency of and the time allowed for questions that may be raised at a meeting. Members and their proxies shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made by the Board and, at any general meeting, by the chairman of the meeting pursuant to 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.</u></p>
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	<p>(6) <u>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 Board, in its absolute discretion, considers that it is unreasonable or impractical for any reason to hold the general meeting on the date and/or at the time and/or at the place and/or using the electronic facilities and/or in the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) specified in the notice calling the meeting, it may (a) postpone the meeting to another date and/or time, and/or (b) change the place and/or the electronic facilities and/or the form of the meeting (as a physical meeting, an electronic meeting or a hybrid meeting), without approval from the members. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement and/or change of the relevant general meeting may occur automatically without further notice, including, without limitation, where a number 8 or higher typhoon signal, extreme conditions, 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:</u></p>
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	<p>(a) <u>when (i) a meeting is postponed and/or (ii) there is a change in the place and/or the electronic facilities and/or form of the meeting, the Company shall: endeavour to post a notice of such postponement and/or change on the Company’s website as soon as reasonably practicable (provided that failure to post such a notice shall not affect the automatic postponement and/or automatic change of such meeting); and subject to and without prejudice to Article 71, unless already specified in the original notice of the meeting or included in the notice posted on the Company’s website above, the Board shall fix the date, time, place (if applicable), electronic facilities (if applicable) and form of the meeting (if applicable) for the postponed and/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 form) if they are received as required by these Articles not less than forty-eight hours before the time of the postponed and/or changed meeting; and</u></p> <p>(b) <u>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.</u></p>
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	<p>(7) <u>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 64B(4), 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.</u></p>
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Article 66.(1)

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

Article 66.(1)

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

Article 77.

The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting, adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending, speaking and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

Article 77.

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

	<p><u>77.(2)</u> The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate), <u>or if the Company has provided an electronic address in accordance with Article 77(1), shall be received at the electronic address specified,</u> not less than forty-eight (48) hours before the time appointed for holding the meeting, adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending, speaking and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>
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<p><u>Article 79.</u> A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement of the meeting, adjourned meeting or postponed meeting, at which the instrument of proxy is used.</p>	<p><u>Article 79.</u> A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) <u>or if the Company has provided an electronic address in accordance with Article 77, shall have been received by the Company at the electronic address so specified,</u> two (2) hours at least before the commencement of the meeting, adjourned meeting or postponed meeting, at which the instrument of proxy is used.</p>
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Article 139.

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

Article 139.

Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends, interests or other moneys payable or property distributable in respect of the shares held by such joint holders. For the avoidance of doubt, any dividend, interest or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine and the Company shall not be responsible for any loss in transmission.

<p><u>Article 140.</u> All dividends or bonuses unclaimed for one (1) year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed. Any dividend or bonuses unclaimed after a period of six (6) years from the date of declaration shall be forfeited and shall revert to the Company. The payment by the Board of any unclaimed dividend or other sums payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof.</p>	<p><u>Article 140.</u> All dividends, <u>interests</u>, or bonuses unclaimed for one (1) year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed. Any dividend or bonuses unclaimed after a period of six (6) years from the date of declaration shall be forfeited and shall revert to the Company. The payment by the Board of any unclaimed dividend, <u>interest</u> or other sums payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof.</p>
<p><u>Article 149.</u> Subject to Article 150, a printed copy of the Directors’ report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors’ report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.</p>	<p><u>Article 149.</u> Subject to Article 150, a printed copy of the Directors’ report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors’ report, shall be sent <u>in according with Article 158</u> to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.</p>

<p><u>Article 150.</u> Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon.</p>	<p><u>Article 150.</u> Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon.</p>
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Article 158.

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

Article 158.

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

<p><u>Article 159.</u> (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company’s website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;</p>	<p><u>Article 159.</u> (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company’s website <u>and/or</u> the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the <u>first</u> day following that on which a notice of availability is deemed served on the Member <u>it was so published;</u></p>
<p>N/A</p>	<p><u>ELECTRONIC INSTRUCTIONS BY MEMBERS</u> <u>Article 167.</u> <u>To the extent permitted by applicable law and unless otherwise restricted or prohibited by the rules of the Designated Stock Exchange, the Company shall accept instructions from Members and its securities holders (including meeting attendance indications, proxy appointments, revocations, voting directions, and responses to “corporate communications” and “actionable corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange) transmitted by electronic means, subject to reasonable authentication measures as the Board may from time to time determine.</u></p>

<p>N/A</p>	<p><u>UNCERTIFICATED SECURITIES AND ELECTRONIC PROCESSES</u></p> <p><u>Article 168.</u></p> <p><u>The Company shall comply with all applicable laws and regulations, including the Securities and Futures Ordinance and the USM Rules, to facilitate the holding, transfer, and registration of its shares or other prescribed securities in uncertificated form through electronic means, including via the UNSRT System or other systems approved by the SFC and the Designated 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” (as defined in the rules of the Designated Stock Exchange), 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.</u></p>
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Except for the clause as stated above, other clauses in the Memorandum and Articles of Association remain unchanged.