THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the course of action you should take, you should consult your licensed securities dealer, stockbroker, bank manager, solicitor, professional accountant or other professional advisor immediately.

If you have sold or transferred all your shares in Media Chinese International Limited, you should at once hand this circular to the purchaser(s) or the transferee(s), or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or the transferee(s).

MEDIA CHINESE INTERNATIONAL LIMITED
世界華文媒體有限公司

(Incorporated in Bermuda with limited liability)

(Malaysia Company No. 200702000044 (995098-A))

(Hong Kong Stock Code: 685, Malaysia Stock Code: 5090)

CIRCULAR TO SHAREHOLDERS IN RELATION TO PART A PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

PART B STATEMENT IN RELATION TO PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE, PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES, RE-ELECTION OF DIRECTORS, RE-APPOINTMENT OF AUDITOR, PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS AND PROPOSED ADOPTION OF THE NEW BYE-LAWS

The resolutions pertaining to the above proposals will be tabled at the Thirty-sixth Annual General Meeting of Media Chinese International Limited (the "Company"), which will be held at (i) Sin Chew Media Corporation Berhad, No. 78, Jalan Prof. Diraja Ungku Aziz, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia; and (ii) 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong on Friday, 14 August 2026 at 10:00 a.m. Notice of the AGM together with a proxy form are set out in the Annual Report 2025/26.

The Shareholders are requested to complete the proxy form in accordance with the instructions printed thereon and deposit the original proxy form at (i) the Malaysia share registrar office of the Company at Unit 32–01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or (ii) the Hong Kong head office and principal place of business of the Company at 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong, not less than 48 hours before the time stipulated for holding the meeting or any adjournment thereof. The lodging of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting should you subsequently wish to do so.

Last date and time for lodging the proxy form	:	12 August 2026 at 10:00 a.m.
Date and time of the Annual General Meeting	:	14 August 2026 at 10:00 a.m.

This circular is dated 16 July 2026

CONTENTS

Except where the context otherwise requires, the following definitions shall apply throughout this circular.

"Act"	the Malaysian Companies Act, 2016, as amended from time to time and any re-enactment thereof
"AGM"	the annual general meeting of the Company
"Announcement"	the announcement of the Company dated 2 July 2026 in relation to, among other things, the Proposed Bye-Laws Amendments and the proposed adoption of the New Bye-Laws
"Annual Report 2025/26"	the annual report of the Company for the financial year ended 31 March 2026
"Audit Committee"	the audit committee of the Board, comprised of all independent non-executive Directors, namely Mr Ip Koon Wing, Ernest, Ms Lim Seang Lee and Mr Yong Voon Kar during the financial year
"Board"	the board of Directors
"Bursa Securities"	Bursa Malaysia Securities Berhad (Malaysia Company No. 635998-W)
"Bye-Law(s)" or "Existing Bye-Laws"	the amended and restated Bye-Law(s) of the Company currently in force
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Charming"	Charming Holidays Limited, a company incorporated in Hong Kong
"Cheerhold"	Cheerhold (H.K.) Limited, a company incorporated in Hong Kong
"Company"	Media Chinese International Limited (Malaysia Company No. 200702000044 (995098-A)), a company incorporated in Bermuda with limited liability and the Shares of which are dual listed on Bursa Securities and the HKEX
"Conch"	Conch Company Limited, a company incorporated in the British Virgin Islands
"connected person(s)"	has the meaning ascribed to it under the Listing Rules

"Director(s)"	shall have the meaning given in Section 2(1) of the Malaysian Capital Markets and Services Act, 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director of the Company or any other company which is its subsidiary or holding company or a chief executive officer of the Company, its subsidiary or holding company
"EA"	Evershine Agency Sdn Bhd (Malaysia Company No. 168726-X)
"Ezywood"	Ezywood Options Sdn Bhd (Malaysia Company No. 604068-X)
"Group"	the Company and its subsidiaries
"HKEX"	The Stock Exchange of Hong Kong Limited
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Hong Kong Takeovers Code"	The Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
"Kinta Hijau"	Kinta Hijau Sdn Bhd (Malaysia Company No. 248170-H)
"Latest Practicable Date"	23 June 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
"Listing Requirements"	Main Market Listing Requirements of Bursa Securities (including any amendment that may be made from time to time)
"Listing Rules"	the Rules Governing the Listing of Securities on HKEX
"Madigreen"	Madigreen Sdn Bhd (Malaysia Company No. 305806-M)
"major shareholder"	as defined under the Listing Requirements, a person who has an interest or interests in one or more voting shares in a corporation and the number or aggregate number of those shares, is: (a) 10% or more of the total number of voting shares in the corporation; or

	(b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation.
	For the purpose of this definition, "interest" shall have the meaning of "interest in shares" given in Section 8 of the Act.
	For the purpose of the Proposed Shareholders' Mandate, a major shareholder (as defined above) includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company or any other corporation which is its subsidiary of holding company, in accordance with the definition in Chapter 10 of the Listing Requirements
"Malaysian Take-Overs and Merger Code"	the Malaysian Code on Take-overs and Mergers 2016, read together with the Rules on Take-Overs, Mergers and Compulsory Acquisitions, including any amendment from time to time
"Momawater"	Momawater Sdn Bhd (Malaysia Company No. 1033245-V)
"MPH"	Ming Pao Holdings Limited, a company incorporated in Hong Kong
"MPSB"	Mulu Press Sdn Bhd (Malaysia Company No. 137647-P)
"Nanyang"	Nanyang Press Holdings Berhad (Malaysia Company No. 3245-K)
"Nanyang Group"	Nanyang and its subsidiary companies, the subsidiaries of the Company
"New Bye-Laws"	the proposed new set of the amended and restated bye-laws of the Company, incorporating and consolidating all the Proposed Bye-Laws Amendments
"PAA"	Pertumbuhan Abadi Asia Sdn Bhd (Malaysia Company No. 67069-X)
"person"	as defined under the Listing Requirements, includes a body of persons, corporate or unincorporate (including a trust)

"person connected"	as defined under the Listing Requirements, in relation to a Director or a major shareholder, who falls under any one of the following categories: (a) a family member of the Director or major shareholder; (b) a trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the Director, major shareholder or a family member of the Director or major shareholder, is the sole beneficiary; (c) a partner of the Director, major shareholder or a partner of a person connected with that Director or major shareholder; (d) a person or where the person is a body corporate, the body corporate or its directors who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or major shareholder; (e) a person or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the Director or major shareholder is accustomed or is under an obligation, whether formal or informal, to act; (f) a body corporate in which the Director, major shareholder and/or persons connected with him are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or (g) a body corporate which is a related corporation.
"Proposed Bye-Laws Amendments"	the proposed amendments to the Existing Bye-Laws as set out in Appendix VI to this circular
"Proposed Shareholders' Mandate"	the proposed renewal of shareholders' mandate pursuant to paragraph 10.09 of the Listing Requirements in respect of the RRPT, details of which are set out in section 2 contained in Part A of this circular, for the Group to enter into recurrent related party transactions of a revenue or trading nature

"Related Party(ies)"	as defined under the Listing Requirements, Director(s), major shareholder(s) or person connected with such Director(s) or major shareholder(s)
"RHH"	Rimbunan Hijau Holdings Sdn Bhd (Malaysia Company No. 356773-H)
"RHS"	Rimbunan Hijau (Sarawak) Sdn Bhd (Malaysia Company No. 487227-D)
"RHSA"	Rimbunan Hijau Southeast Asia Sdn Bhd (Malaysia Company No. 487223-W)
"RHTT"	R.H. Tours & Travel Agency Sdn Bhd (Malaysia Company No. 156321-W)
"RRPT"	as defined under the Listing Requirements, related party transactions which are recurrent, of a revenue or trading nature and which are necessary for the Group's day-to-day operations
"SCMCB"	Sin Chew Media Corporation Berhad (Malaysia Company No. 98702-V)
"SCMCB Group"	SCMCB and its subsidiary companies, the wholly-owned subsidiaries of the Company
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share Buy-back Mandate"	the proposed general mandate to permit the Company to repurchase Shares up to a maximum of 10% of the total number of the issued Shares (excluding treasury Shares) of the Company as at the date of passing the Share Buy-back Resolution
"Share Buy-back Resolution"	the proposed ordinary resolution pertaining to the Share Buy-back Mandate, to be tabled at the forthcoming AGM
"Share(s)"	the share(s) with a par value of HK$0.10 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"substantial shareholder"	as defined under the Listing Rules, in relation to a company, means a person who is entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of the company

"TCB"	TC Blessed Holdings Sdn Bhd (Malaysia Company No. 388652-A)
"treasury Shares"	the Shares repurchased which are or will be retained in treasury by the Company and shall have the meaning given under the Listing Rules and/or the Listing Requirements
"TSL"	Teck Sing Lik Enterprise Sdn Bhd (Malaysia Company No. 057850-M)
"TSTHK"	The late Tan Sri Datuk Sir Diong Hiew King @ Tiong Hiew King
"TTS&S"	Tiong Toh Siong & Sons Sdn Bhd (Malaysia Company No. 18223-P)
"TTSE"	Tiong Toh Siong Enterprises Sdn Bhd (Malaysia Company No. 178305-K)
"TTSH"	Tiong Toh Siong Holdings Sdn Bhd (Malaysia Company No. 105159-U)
"%"	per cent

Currencies:

"CAD"	Canadian dollar(s), the lawful currency of Canada
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"RM" and "sen"	Malaysian Ringgit and sen respectively, the lawful currency of Malaysia
"RMB"	Renminbi, the lawful currency of the People's Republic of China
"TWD"	New Taiwan dollar(s), the lawful currency of Taiwan, the Republic of China
"US$"	United States dollar(s), the lawful currency of the United States of America

MEDIA CHINESE INTERNATIONAL LIMITED

世界華文媒體有限公司

(Incorporated in Bermuda with limited liability)

(Malaysia Company No. 200702000044 (995098-A))

(Hong Kong Stock Code: 685, Malaysia Stock Code: 5090)

Board of Directors:

Non-executive Director:
Ms Tiong Choon *(Chairman)*

Executive Directors:
Mr Tiong Kiew Chiong *(Group CEO)*
Mr Khoo Kar Khoon
Mr Wong Khang Yen
Mr Liew Sam Ngan
Ms Tiong Yijia

Independent Non-executive Directors:
Mr Ip Koon Wing, Ernest
Ms Lim Seang Lee
Mr Yong Voon Kar

Registered Office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

Registered Office in Malaysia:
12th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

Head Office and Principal Place of Business:
No. 78, Jalan Prof. Diraja Ungku Aziz
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

15th Floor, Block A
Ming Pao Industrial Centre
18 Ka Yip Street
Chai Wan
Hong Kong

16 July 2026

To: The Shareholders

Dear Sir/Madam,

PART A — PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1 INTRODUCTION

The Shareholders had on 15 August 2025 approved the existing shareholders' mandate for the Group to enter into RRPT set out in Section 2.5 below.

In accordance with the Listing Requirements, the mandate referred to above shall lapse at the conclusion of the forthcoming 36th AGM unless authority for its renewal is obtained from the Shareholders at the AGM.

Consequently, on 28 May 2026, the Board announced that the Company intends to seek Shareholders' approval for the Proposed Shareholders' Mandate at the forthcoming 36th AGM.

The purpose of Part A of this circular is to provide you with the relevant information of the Proposed Shareholders' Mandate and to seek your approval for the ordinary resolution to be tabled at the forthcoming AGM. Notice of the AGM and proxy form are enclosed in the Annual Report 2025/26 of the Company.

2 DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

Pursuant to Part E, paragraph 10.09 of Chapter 10 of the Listing Requirements, a listed issuer may seek its shareholders' mandate with regard to the recurrent related party transactions of a revenue or trading nature which are necessary for its day-to-day operations subject to, inter alia, the following:

(i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public;

(ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under paragraph 10.09(1) of the Listing Requirements;

(iii) the listed issuer's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;

(iv) in a meeting to obtain shareholders' mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder, and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution to approve the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and

(v) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular to shareholders by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Accordingly, the Board now proposes to procure the approval from the Shareholders for the Proposed Shareholders' Mandate which will apply to the RRPT as set out in Section 2.5 below.

2.2 Validity period of the Proposed Shareholders' Mandate

The authority to be conferred pursuant to the Proposed Shareholders' Mandate, if approved by the Shareholders at the forthcoming AGM will continue to be in force until:

(i) the conclusion of the next AGM following the forthcoming 36th AGM when the Proposed Shareholders' Mandate is granted, at which time it will lapse, unless by an ordinary resolution passed at the general meeting, the authority is renewed;

(ii) the expiration of the period within which the next AGM is required by applicable laws or the Bye-Laws of the Company (as amended from time to time) to be held; or

(iii) revoked or varied by an ordinary resolution passed by the Shareholders in a general meeting;

whichever is the earliest.

Thereafter, approval from the Shareholders for subsequent renewals will be sought at each subsequent AGM.

2.3 Principal activities of the Group

The Company is an investment holding company. The Group is principally engaged in the following core businesses while the principal activities of its subsidiaries are set out in Appendix II to this Circular:

(i) publishing, printing and distribution of newspapers, magazines, digital contents and books

(ii) travel and travel related businesses

(iii) investment holding

2.4 Classes of Related Party

The Proposed Shareholders' Mandate will apply to the following classes of Related Party:

(i) Directors or major shareholders; and

(ii) Persons connected with the Directors or major shareholders.

The Related Party and companies involved in the RRPT includes TTS&S, RHH, EA, RHTT, Momawater and Cheerhold.

The categories of transactions involving the abovementioned companies are stated in Section 2.5.

2.5 Nature of the RRPT and their estimated value

(A) Existing RRPT

The details of the RRPT in respect of which the Company is seeking renewal of mandate as contemplated under the Proposed Shareholders' Mandate are as follows:

	Related party	Principal activities	Nature of transaction	Estimated value disclosed in preceding year's circular to shareholders dated 17 July 2025		Actual value transacted from the date of last AGM on 15 August 2025 up to the Latest Practicable Date		Estimated value from 14 August 2026 (date of forthcoming AGM) up to next AGM (Note 1)		Transacting party	Nature of interest
				RM'000	*US$'000*	*RM'000*	*US$'000*	*RM'000*	*US$'000*		
1.	TTS&S	Equipment rental, investment holding and operations in agriculture businesses	MPSB's tenancy of office at No. 25, Ground Floor, Jalan Kampung Nyabor, 96000 Sibu, Sarawak, Malaysia (size of rented premises: 1,200 square feet) from TTS&S as landlord at a monthly rental of RM2,100	40	10	19	5	40	10	MPSB	TSTHK is a major shareholder of TTS&S and the Company (the ultimate holding company of MPSB). Dato' Sri Dr Tiong Ik King is both a director and a shareholder of TTS&S. He is a major shareholder of the Company. Ms Tiong Choon is both a shareholder and a director of the Company. She is a director of TTS&S and MPSB.

	Related party	Principal activities	Nature of transaction	Estimated value disclosed in preceding year's circular to shareholders dated 17 July 2025 *RM'000*	*US$'000*	Actual value transacted from the date of last AGM on 15 August 2025 up to the Latest Practicable Date *RM'000*	*US$'000*	Estimated value from 14 August 2026 (date of forthcoming AGM) up to next AGM *(Note 1)* *RM'000*	*US$'000*	Transacting party	Nature of interest
2.	RHH	Investment holding	MPSB's tenancy of various properties from RHH as landlord. Please refer to Appendix III for details of the properties	80	19	53	13	80	19	MPSB	TSL is a major shareholder of RHH and the Company. TSTHK is a major shareholder of TSL, RHH and the Company (the ultimate holding company of MPSB). Dato' Sri Dr Tiong Ik King is a major shareholder of RHH and the Company. Ms Tiong Choon is both a shareholder and a director of RHH and the Company. She is also a director of MPSB.

	Related party	Principal activities	Nature of transaction	Estimated value disclosed in preceding year's circular to shareholders dated 17 July 2025		Actual value transacted from the date of last AGM on 15 August 2025 up to the Latest Practicable Date		Estimated value from 14 August 2026 (date of forthcoming AGM) up to next AGM (Note 1)		Transacting party	Nature of interest
				RM'000	*US$'000*	*RM'000*	*US$'000*	*RM'000*	*US$'000*		
3.	RHTT	Tour operator & travel agent	Receipt of services i.e. to purchase air-tickets from RHTT	210	51	45	11	190	46	the Group	RHS is a shareholder of the Company and a major shareholder of RHTT. PAA is a major shareholder of RHS and a shareholder of the Company. TSL is a major shareholder of RHS and the Company. TTSE is a major shareholder of RHS and, pursuant to the Act, a substantial shareholder of the Company. TSTHK is a major shareholder of RHTT, RHS, PAA, TSL, TTSE and the Company. Dato' Sri Dr Tiong Ik King is a major shareholder of TTSE and the Company. He is a shareholder of RHTT. Ms Tiong Choon is both a shareholder and a director of the Company. She is a director of RHTT.

	Related party	Principal activities	Nature of transaction	Estimated value disclosed in preceding year's circular to shareholders dated 17 July 2025		Actual value transacted from the date of last AGM on 15 August 2025 up to the Latest Practicable Date		Estimated value from 14 August 2026 (date of forthcoming AGM) up to next AGM (Note 1)		Transacting party	Nature of interest
				RM'000	*US$'000*	*RM'000*	*US$'000*	*RM'000*	*US$'000*		
4.	Momawater	Manufacturing and trading of drinking water	Purchases of drinking water from Momawater	20	5	9	2	20	5	the Group	Momawater is a wholly-owned subsidiary of Subur Tiasa Holdings Berhad. TSTHK is a major shareholder of the Company. He is also a substantial shareholder of Subur Tiasa Holdings Berhad.
				HK$'000	*US$'000*	*HK$'000*	*US$'000*	*HK$'000*	*US$'000*		
5.	Cheerhold	Management services	Provision of air ticketing and accommodation arrangement services by Charming to Cheerhold	1,200	153	477	61	1,200	153	Charming	Charming is a wholly-owned subsidiary of the Company. TSTHK and Dato' Sri Dr Tiong Ik King are major shareholders of the Company. Ms Tiong Yijia is a director of the Company. A sister-in-law of both TSTHK and Dato' Sri Dr Tiong Ik King, and the parent of Ms Tiong Yijia is the ultimate sole shareholder of Cheerhold.

(B) Old RRPT

Save for the above, the Company does not intend to seek approval from Shareholders on the following RRPT that appeared in the preceding year's circular to Shareholders:

Related party	Principal activities	Nature of transaction	Estimated value disclosed in preceding year's circular to shareholders dated 17 July 2025		Actual value transacted from the date of last AGM on 15 August 2025 up to the Latest Practicable Date	
			RM'000	*US$'000*	*RM.000*	*US$.000*
EA	Insurance agent and providing handling service	Receipt of services i.e. MPSB purchases motor vehicle insurance from EA	5	1	—	—

Notes:

(1) The estimated transactions value, for the period from 14 August 2026 (date of forthcoming AGM) up to next AGM are based on information, budgets and forecast available at the point of estimation and the actual value of transactions may vary accordingly.

(2) The presentation currencies of this table are RM and HK$. Supplementary information in US$ is shown for reference only and has been made at the same exchange rate of US$1.00 to RM4.1475 and US$1.00 to HK$7.8400, being the middle exchange rate quoted by Bank Negara Malaysia at 5:00 p.m. on the Latest Practicable Date.

2.6 Deviation from the previous shareholders' mandate

The actual value of RRPT did not exceed the estimated value as approved under the previous shareholders' mandate granted to the Company at the last AGM.

2.7 Amount due and owing by Related Party

As at 31 March 2026, there were no amounts due and owing to the Group which exceeded the credit term.

2.8 Methods and procedures of determining the terms of RRPT

To ensure that the RRPT are undertaken at arm's length and on transaction prices and normal commercial terms that are consistent with the Group's usual business practices and policies, which are not more favourable to the Related Parties than those generally available to the public, where applicable, and are not, in the Group's opinion, detrimental to the minority shareholders, the following principles will apply:

(i) The purchase of materials or goods, receipt of services and provision of services shall be determined based on prevailing rates/prices of the goods or services (including where applicable, preferential rates/prices/discounts accorded to a class or classes of customers or for bulk sales) according to commercial terms, business practices and policies or otherwise in accordance with other applicable industry norms/considerations, or on a cost reimbursement basis;

(ii) Provision of management/support services are based on normal commercial terms; and

(iii) The tenancy/leasing/licensing/rental of properties shall be at the prevailing market rates for the same or substantially similar properties, and shall be on commercial terms.

At least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the Board and Audit Committee will rely on their market knowledge of prevailing industry norms bearing in mind the urgency and efficiency of transactions to be provided or required to ensure that the RRPT is not detrimental to the Group.

2.9 Review procedures of RRPT

To identify, track and monitor the RRPT, the following review procedures have been established and implemented:

(i) A list of Related Parties and a summary explaining what constitutes RRPT will be circulated to the Directors and management of the Group, to notify that all such RRPT are required to be undertaken on an arm's length basis and on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders.

The list of Related Parties will be continuously updated and circulated to the Directors and management of the Group, as and when the RRPT's status changes or additional RRPT are included or in any event, at least once a year if there is no change in the RRPT's status;

(ii) Records of RRPT will be retained and compiled for review by the Audit Committee;

(iii) The Audit Committee will review all RRPT at each quarterly meeting and will report and make necessary recommendation to the Board. Any member of the Audit Committee may as he deems fit, request for additional information pertaining to the transaction including from independent sources or advisors;

(iv) The annual internal audit plan shall incorporate a review of all RRPT entered into pursuant to the Proposed Shareholders' Mandate to ensure that the relevant approvals have been obtained and the review procedures in respect of such transactions are adhered to. Any divergence will be reported to the Audit Committee;

(v) The Board and the Audit Committee shall review the internal audit reports to ascertain that the guidelines and review procedures established to monitor RRPT have been complied with and the review shall be done at every quarter together with the review of quarterly results; and

(vi) The Board and the Audit Committee have reviewed the above guidelines and procedures, and shall continue to review the procedures as and when required, with the authority to sub-delegate such function to individuals or committees within the Group as they deem appropriate. If a member of the Board or Audit Committee has an interest in the transaction to be reviewed by the Board or the Audit Committee as the case may be, he will not participate in the deliberation of such transaction and will abstain from any decision making by the Board or the Audit Committee in respect of that transaction.

2.10 Threshold of authority

There are no specific thresholds for approval of RRPT within the Group. Nevertheless, all RRPT are subject to the approval of appropriate level of authority as determined by senior management and/or the Board from time to time, subject to the provisions in the Listing Requirements, where necessary.

In compliance with Paragraph 10.09(1)(a) of the Listing Requirements, the Group shall immediately announce a RRPT where:

(i) The consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more; or

(ii) The percentage ratio of such RRPT is 1% or more, whichever is higher.

2.11 Statement by Audit Committee

The Audit Committee has seen and reviewed the procedures as outlined in section 2.8 and 2.9 above and is of the view that:

(i) the Group has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner, and that these procedures and processes are reviewed annually;

(ii) the procedures are sufficient to ensure that the RRPT of a revenue or trading nature are conducted at arm's length and on normal commercial terms which are consistent with the Group's usual business practices and policies; and

(iii) on terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

2.12 Disclosure

Disclosure will be made in the annual report of the Company in accordance with paragraph 3.1.5 of Practice Note 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPT entered into during the financial year based on the following information:

(i) the type of the RRPT made; and

(ii) the names of the Related Parties involved in each type of the RRPT made and their relationships with the Company.

The above disclosure will be made in the Company's annual report for each subsequent financial year after the Proposed Shareholders' Mandate has been obtained.

3 RATIONALE AND BENEFITS FOR THE PROPOSED SHAREHOLDERS' MANDATE

The rationale and benefits of the Proposed Shareholders' Mandate to the Group are as follows:

(i) to facilitate transactions with Related Parties which are in the ordinary course of business of the Group undertaken at arm's length, normal commercial terms and on terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interests of minority shareholders;

(ii) to enable the Group to transact with the Related Parties in an expeditious manner to meet business needs for the supply and/or provision of goods and services which are necessary for its day-to-day operations particularly business needs which are time sensitive in nature;

(iii) for certain transactions where it is vital that confidentiality be maintained, it will not be viable for prior Shareholders' mandate to be obtained as this will entail the release of details of the transactions and may adversely affect the interests of the Group and place the Group at a disadvantage to its competitors who may not require shareholders' mandate to be obtained; and

(iv) will eliminate the need to announce and convene separate general meetings to seek shareholders' mandate for each transaction and as such, substantially reduce expenses, time and other resources associated with the making of announcements and convening general meetings on an ad hoc basis, improve administrative efficiency considerably and allow financial and manpower resources to be channeled to attain more productive objectives.

4 FINANCIAL EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will not have any effect on the share capital, dividend, gearing, net assets, earnings and the shareholdings of the Directors and major shareholders of the Company.

5 INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND PERSONS CONNECTED TO THEM

Save as disclosed below, none of the other Directors and major shareholders of the Company and/or persons connected with them has any interest, direct and indirect in the Proposed Shareholders' Mandate:

(i) Dato' Sri Dr Tiong Ik King and TSTHK are major shareholders of the Company. Mr Tiong Kiew Chiong and Ms Tiong Choon are Directors and shareholders of the Company. As such, they are deemed interested in the Proposed Shareholders' Mandate. Their respective shareholdings in the Company as at the Latest Practicable Date are as follows:

Name	**Direct**		**Indirect (as calculated under the Act)**	
	No. of Shares held	*%*[7]	*No. of Shares held*	*%*[7]
Dato' Sri Dr Tiong Ik King	35,144,189	2.17	253,987,700[1]	15.66
TSTHK	87,109,058	5.37	1,006,844,190[2]	62.09
Ms Tiong Choon	2,654,593	0.16	653,320[3]	0.04
Mr Tiong Kiew Chiong	5,228,039	0.32	—	—

(1) Deemed interested by virtue of his interest in Conch.

(2) Deemed interested by virtue of his interests in Conch, TTSH, Kinta Hijau, RHS, TSL, PAA, TTSE, Ezywood, Madigreen and RHSA.

(3) Deemed interested by virtue of her interest in TCB.

(ii) TTSH, Kinta Hijau, RHS, TSL, PAA, TTSE, Ezywood, Madigreen and RHSA are Shareholders and also persons connected to interested Directors and major shareholders of the Company ("Interested Persons Connected"). They are deemed interested in the Proposed Shareholders' Mandate. Their respective shareholdings in the Company as at the Latest Practicable Date are as follows:

Name	**Direct**		**Indirect (as calculated under the Act)**	
	No. of Shares held	%[7]	*No. of Shares held*	%[7]
TTSH	378,998,616	23.37	—	—
Kinta Hijau	129,424,143	7.98	—	—
RHS	15,536,696	0.96	—	—
TSL	65,319,186	4.03	190,575,768[4]	11.75
PAA	26,808,729	1.65	74,944,004[5]	4.62
TTSE	1,744,317	0.11	151,493,027[6]	9.34
Ezywood	75,617,495	4.66	—	—
Madigreen	52,875,120	3.26	—	—
RHSA	6,532,188	0.40	—	—

(4) Deemed interested by virtue of its interests in Kinta Hijau, TTSE, Madigreen and RHSA.

(5) Deemed interested by virtue of its interests in Madigreen, RHS and RHSA.

(6) Deemed interested by virtue of its interests in Kinta Hijau, RHS and RHSA.

(7) Based on the total voting shares of 1,621,521,441 Shares (after excluding 33,208,200 treasury Shares which were held by the Company) as at the Latest Practicable Date.

The interested Directors of the Company, namely, Ms Tiong Choon, Mr Tiong Kiew Chiong and Ms Tiong Yijia, have abstained and will continue to abstain from Board deliberations and voting on the Proposed Shareholders' Mandate. The interested major Shareholders and Directors, namely, Dato' Sri Dr Tiong Ik King, TSTHK, Ms Tiong Choon and Mr Tiong Kiew Chiong will abstain from voting in respect of their direct and/or indirect shareholdings in the Company on the Proposed Shareholders' Mandate at the forthcoming AGM.

The interested persons connected, namely, TTSH, Kinta Hijau, RHS, TSL, PAA, TTSE, Ezywood, Madigreen and RHSA will abstain from voting on the Proposed Shareholders' Mandate in respect of their direct and/or indirect shareholdings in the Company at the forthcoming AGM.

In addition, all the interested Directors and/or major shareholders of the Company have also undertaken to ensure that persons connected with them will abstain from voting on the Proposed Shareholders' Mandate in respect of their direct and/or indirect shareholdings in the Company at the forthcoming AGM.

6 CONDITION OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is conditional upon the approval of the Shareholders at the forthcoming AGM.

7 DIRECTORS' RECOMMENDATION

The Board, save for Ms Tiong Choon, Mr Tiong Kiew Chiong and Ms Tiong Yijia, having considered all aspects of the Proposed Shareholders' Mandate is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Company and the Shareholders. Accordingly, save for Ms Tiong Choon, Mr Tiong Kiew Chiong and Ms Tiong Yijia, the Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

8 AGM

The resolution to vote on the Proposed Shareholders' Mandate is set out as special business in the notice of AGM contained in the Annual Report 2025/26 which was sent to you together with this circular.

The notice convening the AGM to vote on the ordinary resolution and the proxy form are enclosed in the Annual Report 2025/26 accompanying this circular. The AGM will be held at (i) Sin Chew Media Corporation Berhad, No. 78, Jalan Prof. Diraja Ungku Aziz, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia; and (ii) 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong on Friday, 14 August 2026 at 10:00 a.m. for the purpose of considering, and if thought fit, passing, inter alia, the ordinary resolution on the Proposed Shareholders' Mandate under the agenda of special business as set out in the notice enclosed in the Annual Report 2025/26.

9 ACTION TO BE TAKEN

If you are unable to participate in the AGM, you are requested to complete and return the proxy form enclosed in the Annual Report 2025/26 in accordance with the instructions printed thereon as soon as possible, in any event, so as to arrive at (i) the Malaysia share registrar office of the Company at Unit 32–01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia; or (ii) the Hong Kong head office and principal place of business of the Company at 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong, not less than forty-eight (48) hours before the time fixed for the AGM or any adjournment thereof.

For Shareholders in Malaysia, the proxy form can also be submitted electronically via Vistra Share Registry and IPO (MY) portal at https://srmy.vistra.com.

10 FURTHER INFORMATION

Shareholders are requested to refer to the attached appendices for additional information.

Yours faithfully,
On behalf of the Board of
MEDIA CHINESE INTERNATIONAL LIMITED
Tiong Kiew Chiong
Executive Director

MEDIA CHINESE INTERNATIONAL LIMITED

世界華文媒體有限公司

(Incorporated in Bermuda with limited liability)

(Malaysia Company No. 200702000044 (995098-A))

(Hong Kong Stock Code: 685, Malaysia Stock Code: 5090)

Board of Directors:

Non-executive Director:
Ms Tiong Choon *(Chairman)*

Executive Directors:
Mr Tiong Kiew Chiong *(Group CEO)*
Mr Khoo Kar Khoon
Mr Wong Khang Yen
Mr Liew Sam Ngan
Ms Tiong Yijia

Independent Non-executive Directors:
Mr Ip Koon Wing, Ernest
Ms Lim Seang Lee
Mr Yong Voon Kar

Registered Office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

Registered Office in Malaysia:
12th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

Head Office and Principal Place of Business:
No. 78, Jalan Prof. Diraja Ungku Aziz
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

15th Floor, Block A
Ming Pao Industrial Centre
18 Ka Yip Street
Chai Wan
Hong Kong

16 July 2026

To: The Shareholders

Dear Sir/Madam,

PART B — STATEMENT IN RELATION TO PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE, PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES, RE-ELECTION OF DIRECTORS, RE-APPOINTMENT OF AUDITOR, PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS AND PROPOSED ADOPTION OF THE NEW BYE-LAWS

1 PROPOSED SHARE BUY-BACK MANDATE

At the Company's AGM held on 15 August 2025, a Shareholders' mandate was obtained for the Company to purchase up to a maximum of ten per cent (10%) of the total number of issued Shares.

The said mandate shall, in accordance with the Listing Requirements and the Listing Rules, lapse at the conclusion of the forthcoming AGM, which has been scheduled on 14 August 2026 unless the approval is renewed.

The Company had on 28 May 2026 announced that the Board proposes to seek from the Shareholders the approval for the renewal of Share Buy-back Mandate.

An explanatory statement which serves to provide you with the relevant information on the Share Buy-back Mandate is set out in Appendix IV to this circular.

2 PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

Furthermore, at the forthcoming AGM, two ordinary resolutions will be proposed which aim to grant to the Directors (i) a general mandate to allot, issue and deal with Shares not exceeding 10% of the total number of issued Shares of the Company (excluding treasury Shares) as at the date of passing the resolutions; and (ii) an extension to the general mandate so granted to the Directors, by the addition of any Shares representing the total number of issued Shares repurchased by the Company under the Share Buy-back Mandate.

3 PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Bye-Law 99(A) of the Company's Bye-Laws, Ms Tiong Choon, Mr Tiong Kiew Chiong and Mr Liew Sam Ngan will retire by rotation at the forthcoming AGM. Mr Tiong Kiew Chiong has expressed not to stand for re-election due to his intention to retire at the conclusion of forthcoming AGM. Ms Tiong Choon and Mr Liew Sam Ngan, being eligible, offer themselves for re-election. Mr Khoo Kar Khoon, will retire pursuant to Bye-Law 102(B) of the Company's Bye-Laws, and being eligible, offer himself for re-election at the coming AGM.

The Board, on the recommendation of the Nomination Committee, has proposed that the above retiring Directors, namely Ms Tiong Choon, Mr Liew Sam Ngan and Mr Khoo Kar Khoon stand for re-election as Directors at the forthcoming AGM.

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

4 RE-APPOINTMENT OF AUDITOR

At the 36th AGM, an ordinary resolution will be proposed to re-appoint PricewaterhouseCoopers as auditor and to authorise the Board to fix the remuneration of the auditor. The estimated audit fee for the upcoming reporting period is expected to be in the range of US$520,000 to US$570,000, based on the audit fee for the year ended 31 March 2026 of approximately US$519,000. This estimate is based on discussions between the Company and the auditor, taking into account the current audit fee, as well as the complexity of the Company's operations, the planned business activities for the period, the expected audit scope, the proposed audit timetable, and the auditors' resources required to perform the audit, which are expected to be similar to those for the year ended 31 March 2026. The estimated audit fee is a fair and reasonable estimation made after due consideration of the facts and circumstances known at the relevant time. It is provided for illustrative purposes only and may be subject to adjustment prior to the final determination of the audit fees.

5 PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS AND PROPOSED ADOPTION OF THE NEW BYE-LAWS

Reference is made to the Announcement in relation to, among other things, the Proposed Bye-Laws Amendments and the proposed adoption of the New Bye-Laws.

The Board proposed to (a) amend the Existing Bye-Laws for the purposes of, among other things, (i) allowing the Shareholders to virtually attend, participate and vote by means of specified conferencing application and/or communication facilities and making corresponding amendments on the related proceedings and procedures as regards the general meetings of the Company; (ii) bringing the Existing Bye-Laws in line with the latest regulatory requirements including the expanded paperless listing regime under the Listing Rules; (iii) facilitating the implementation of the uncertificated securities market regime; and (iv) incorporating certain minor consequential and housekeeping amendments; and (b) adopt the New Bye-Laws which incorporates and consolidates the Proposed Bye-Laws Amendments in substitution for, and to the exclusion of, the Existing Bye-Laws in their entirety.

Details of the Proposed Bye-Laws Amendments to the Existing Bye-Laws are set out in Appendix VI to this circular. A special resolution will be proposed at the AGM to approve the Proposed Bye-Laws Amendments to the Existing Bye-Laws and the adoption of the New Bye-Laws. The Proposed Bye-Laws Amendments and the adoption of the New Bye-Laws shall be subject to the approval of the Shareholders by way of a special resolution at the AGM. The New Bye-Laws shall become effective upon the passing of such special resolution at the AGM.

The Company's legal advisers as to Malaysia laws, Hong Kong laws and Bermuda laws have confirmed that the Proposed Bye-Laws Amendments conform with the requirements of the Listing Requirements and Listing Rules and do not violate the Bermuda laws, respectively. The Company also confirms that there is nothing unusual about the Proposed Bye-Laws Amendments for a company listed in Malaysia and Hong Kong.

The Proposed Bye-Laws Amendments are prepared in English. The Chinese translation of the New Bye-Laws is for reference only. In case there are any inconsistencies between the English version and the Chinese version of the New Bye-Laws, the English version shall prevail.

6 DIRECTORS' RECOMMENDATION

The Directors are of the opinion that the Share Buy-back Mandate, the general mandate to issue new Shares, the extension of the general mandate to issue additional Shares, the re-election of the retiring Directors, re-appointment of auditor, the Proposed Bye-Laws Amendments and the proposed adoption of the New Bye-Laws are in the best interests of the Company and the Shareholders as a whole. Accordingly, they recommend that you vote in favour of all the relevant resolutions to be tabled at the forthcoming AGM.

7 AGM

The notice convening the AGM to vote on the relevant resolutions and the proxy form are enclosed in the Annual Report 2025/26 accompanying this circular. The AGM will be held at (i) Sin Chew Media Corporation Berhad, No. 78, Jalan Prof. Diraja Ungku Aziz, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia; and (ii) 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong on Friday, 14 August 2026 at 10:00 a.m. for the purpose of considering, and, if thought fit, passing, inter alia, (a) the ordinary resolutions pertaining to the re-election of Directors and re-appointment of auditor, under the agenda of ordinary business as set out in the notice of the forthcoming AGM enclosed in the Annual Report 2025/26, and (b) the Share Buy-back Resolution, the ordinary resolutions pertaining to the general mandate to issue new Shares and the extension of the general mandate to issue additional Shares, and the special resolution pertaining to the Proposed Bye-Laws Amendments and the proposed adoption of the New Bye-Laws, under the agenda of special business as set out in the notice of the forthcoming AGM enclosed in the Annual Report 2025/26.

8 ACTION TO BE TAKEN

If you are unable to participate in the AGM, you are requested to complete and return the proxy form enclosed in the Annual Report 2025/26 in accordance with the instructions printed thereon as soon as possible, in any event, so as to arrive at (i) the Malaysia share registrar office of the Company at Unit 32–01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia; or (ii) the Hong Kong head office and principal place of business of the Company at 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong, not less than forty-eight (48) hours before the time fixed for the AGM or any adjournment thereof.

For Shareholders in Malaysia, the proxy form can also be submitted electronically via Vistra Share Registry and IPO (MY) portal at https://srmy.vistra.com.

9 FURTHER INFORMATION

Shareholders are requested to refer to the attached appendices for additional information.

Yours faithfully,
On behalf of the Board of
MEDIA CHINESE INTERNATIONAL LIMITED
Tiong Choon
Non-Executive Chairman

1 RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Requirements and the Listing Rules for the purpose of giving information with regard to the Group. The Directors have seen and approved this circular and they collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this circular misleading.

2 VOTING BY POLL

As required under Rule 13.39(4) of the Listing Rules and Paragraph 8.29A of the Listing Requirements, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

3 LITIGATION

As at the Latest Practicable Date, save as disclosed below, the Group is not engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, which has a material effect on the financial position of the Group and the Directors are not aware of any proceedings, pending or threatened, against the Group or of any fact likely to give rise to any proceedings which might materially and adversely affect the position or business of the Group.

(i) Chang Lee Kwan was the previous editor of Ming Pao Daily News (明報) from January 1986 to August 2015 and Ming Pao Newspapers Limited, were respectively named as the 2nd and 3rd defendant in Court of First Instance Action No. 1053 of 2017, whereby the plaintiff, Ma Siu Siu Vivian, commenced proceedings on 2 May 2017 for alleged defamatory article in Ming Pao Daily News published on 5 May 2011. The statement of claim was filed on 2 May 2017 and the defence was filed on 26 July 2017. The plaintiff filed her reply to the defence on 3 October 2017, and the case was dormant since then.

(ii) The plaintiff, ST Productions Limited commenced proceedings on 27 September 2016 against Leung Hiu Yan as the defendant under the Court of First Instance Action No. 2496 of 2016 for the contractual dispute in relation to the artiste management agreement between the plaintiff and the defendant dated 1 June 2015. On 6 January 2017, the plaintiff obtained an interlocutory judgment against the defendant as a result of the defendant's failure to file and serve her defence within the prescribed time limit. On 16 May 2017, the defendant filed a summons application to the Court to set aside the interlocutory judgment. The plaintiff has prepared a reply to such application and has until 22 June 2017 to do so, which has been extended for 28 days up to 20 July 2017. After the plaintiff's reply, a hearing date for the summons application has been fixed by the Court on 23 November 2017. During the summons hearing on 23 November 2017, the Court set aside the interlocutory judgment dated 6 January 2017 and the matter would need to proceed to trial. The parties have filed their timetabling questionnaires and the parties have attempted mediations on 13 and 30 June 2018 respectively, but were unsuccessful. The case was dormant since then.

(iii) Ming Pao Magazines Limited and Lung King Cheong (former editor-in-chief of Ming Pao Weekly), were named as the first and second defendants under Court of First Instance Action No. 2389 of 2013, whereby the plaintiff, Cheung Pak Chi, Cecilia, commenced proceedings on 9 December 2013 for defamation in relation to an article published in Ming Pao Weekly on 21 September 2013. On 27 September 2016, the plaintiff filed a notice of intention to proceed indicating her intention to proceed the action, but as at the date hereof, the plaintiff has not yet taken any further steps to proceed with the action, and the case was dormant since then.

The Company or the Group has received a number of complaints and letters of demand, some of which have not yet resulted in proceedings being issued, and the Company believes that these are not likely to be pursued. Other matters have involved proceedings being issued but further recent action has not been taken, and the Company believes it is unlikely that the plaintiff will take further action in these inactive cases.

4 MATERIAL CONTRACTS

As at the Latest Practicable Date, save as disclosed below, the Group has not entered into any material contracts, not being contracts in the ordinary course of business, within two years immediately preceding the date of this circular, and are or may be material.

(i) On 27 March 2026, Ming Pao Holdings (Canada) Limited, an indirect wholly-owned subsidiary of the Company, entered into a Sale and Purchase Agreement with Cyclone Range Hoods Inc. to dispose of a property in Canada, for a total consideration of CAD9,900,000 (equivalent to approximately US$6,980,000 or RM28,954,000 based on the exchange rate at the Latest Practicable Date, subject to the terms as stipulated in the Sale and Purchase Agreement. Details of the transaction were disclosed in the announcements dated 30 March 2026 and 31 March 2026, respectively.

5 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal office hours on any weekday (except public holidays) at (i) the registered office of the Company in Malaysia at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia; and (ii) the Hong Kong head office and principal place of business of the Company at 15th Floor, Block A, Ming Pao Industrial Centre, 18 Ka Yip Street, Chai Wan, Hong Kong for a period from the date of this circular to the date of the AGM:

(i) the memorandum of association and Bye-Laws of the Company;

(ii) the audited consolidated financial statements of the Company for the past two financial years ended 31 March 2025 and 31 March 2026 and the latest unaudited results since the last audited accounts;

(iii) the Annual Report 2025/26; and

(iv) cause papers of the litigation as referred to in the paragraphs headed "Litigation" in this appendix.

SUBSIDIARIES OF THE COMPANY

In compliance with the Listing Requirements, details of the subsidiaries of the Company as at the Latest Practicable Date are as follows:

Name of company	Date and place of incorporation	Paid-up issued/ registered capital	Effective equity interest %	Principal activities
Subsidiaries of the Company in Hong Kong				
Charming Holidays Limited	13.01.1987; Hong Kong	HK$1,000,000	100.00	Provision of travel and travel related services
Charming Holidays (North America) Limited	01.06.1993; Hong Kong	HK$2	100.00	Investment holding
Dream Button Limited	10.10.2025; Hong Kong	HK$10	73.81	Information technology service
Holgain Limited	11.02.1992; Hong Kong	HK$20	100.00	Property investment
Kin Ming Printing Company Limited	26.11.1964; Hong Kong	HK$10,000	100.00	Provision of printing services
WAW Creation Limited	07.08.2015; Hong Kong	HK$1	100.00	Provision of creative and marketing solutions
Media2U Company Limited	29.09.1994; Hong Kong	HK$101	73.01	Magazines advertising & operation
MediaNet Advertising Limited	27.03.2002; Hong Kong	HK$100	73.01	Media operation
Mingpao.com Limited	24.03.1994; Hong Kong	HK$2	100.00	Dormant
Ming Pao Education Publications Limited	11.12.2007; Hong Kong	HK$1	100.00	Digital multimedia business and books publishing
Ming Pao Holdings Limited	26.11.1964; Hong Kong	HK$1,000,000	100.00	Investment holding and provision of management services

Name of company	Date and place of incorporation	Paid-up issued/ registered capital	Effective equity interest %	Principal activities
Ming Pao Magazines Limited	02.05.1991; Hong Kong	HK$1,650,000	73.01	Publication and distribution of magazines
Ming Pao Newspapers Limited	26.05.1987; Hong Kong	HK$2	100.00	Publication and distribution of newspapers and periodicals and operating multimedia business
Ming Pao Publications Limited	16.09.1986; Hong Kong	HK$10	100.00	Publication and distribution of books
M Technology Limited	19.09.2025; Hong Kong	HK$1	73.01	Information technology service
Rezet eSports Limited	22.04.2026; Hong Kong	HK$1,000	43.81	Advertising and event marketing
ST Film Productions Limited	03.10.2022; Hong Kong	HK$10	58.41	Film production and artiste management
ST Productions Limited	27.03.2015; Hong Kong	HK$4,000,003	58.41	Artiste and events management
Yazhou Zhoukan Limited	25.11.1993; Hong Kong	HK$9,500	100.00	Publication and distribution of magazines
Subsidiaries of the Company in Malaysia				
The China Press Berhad	15.05.1947; Malaysia	RM3,931,052	100.00	Publication of newspapers and provision of printing and advertising services
Guang-Ming Ribao Sdn Bhd	26.10.1984; Malaysia	RM4,000,000	100.00	Dormant
Malaysia Daily News Sdn Bhd	20.11.1968; Malaysia	RM2,499,934	100.00	Dormant

Name of company	Date and place of incorporation	Paid-up issued/ registered capital	Effective equity interest %	Principal activities
Mulu Press Sdn Bhd	29.03.1985; Malaysia	RM500,000	100.00	Distribution of newspapers and provision of editorial and advertising services
Nanyang Press Holdings Berhad	23.07.1958; Malaysia	RM79,466,375	100.00	Publication and distribution of newspapers and magazines, investment holding and letting of properties
Nanyang Press Marketing Sdn Bhd	04.09.1963; Malaysia	RM1,000,000	100.00	Dormant
Nanyang Siang Pau Sdn Bhd	23.09.1965; Malaysia	RM60,000,000	100.00	Publication of newspaper and periodicals
Sinchew-i Sdn Bhd	31.05.2000; Malaysia	RM25,000,000	100.00	Investment holding
Sin Chew Media Corporation Berhad	15.03.1983; Malaysia	RM151,467,497	100.00	Publication and distribution of newspapers and magazines, provision of printing services, operating multimedia business, letting of properties and organising events
Subsidiaries of the Company outside Hong Kong and Malaysia				
Beijing OMG M2U Advertising Company Limited(ii)	20.05.2005; The People's Republic of China	RMB50,000,000	73.01	Magazines operation
Charming Holidays (Canada) Inc.	23.10.1990; Canada	CAD15,000	100.00	Dormant

Name of company	Date and place of incorporation	Paid-up issued/ registered capital	Effective equity interest %	Principal activities
Charming Holidays Holdings Limited	15.08.2012; British Virgin Islands	US$1	100.00	Investment holding
Comwell Investment Limited	30.08.2007; British Virgin Islands	HK$1	100.00	Investment holding
Delta Tour & Travel Services (Canada), Inc.	25.11.1987; Canada	CAD530,000	100.00	Provision of travel and travel related services
Delta Tour & Travel Services, Inc.	09.03.1981; The United States of America	US$300,500	100.00	Provision of travel and travel related services
First Collection Limited	21.12.1994; British Virgin Islands	US$1	100.00	Investment holding
Media2U (BVI) Company Limited	02.01.2004; British Virgin Islands	US$1	73.01	Investment holding
Media Chinese International Holdings Limited	24.10.2007; British Virgin Islands	HK$1	100.00	Investment holding
Ming Pao Enterprise Corporation Limited	29.09.2008; Cayman Islands	US$1	100.00	Investment holding
Ming Pao Finance Limited	24.01.1991; British Virgin Islands	US$10	73.01	Licensing of trademarks
Ming Pao Holdings (Canada) Limited	22.01.1993; Canada	CAD1	100.00	Investment holding
Ming Pao International Investment Limited	23.01.1991; British Virgin Islands	US$100	100.00	Dormant

Name of company	Date and place of incorporation	Paid-up issued/ registered capital	Effective equity interest %	Principal activities
Ming Pao Investment (Canada) Limited	16.03.2007; Canada	CAD1	100.00	Investment holding
Ming Pao Newspapers (Canada) Limited	04.01.1993; Canada	CAD11	100.00	Dormant
One Media Group Limited	11.03.2005; Cayman Islands	HK$400,900	73.01	Investment holding
One Media Holdings Limited	16.01.2004; British Virgin Islands	US$200	73.01	Investment holding
Polyman Investment Limited	02.01.2013; British Virgin Islands	HK$1	73.01	Investment holding
Shenzhen MediaNet Internet Services Company Limited(ii)	08.11.2012; The People's Republic of China	RMB1,000,000	100.00	Provision of information technology services
Sinchew (USA) Inc.	31.08.2012; The United State of America	US$200	100.00	Letting of property
Sky Success Enterprises Limited	17.03.2011; British Virgin Islands	US$1	73.01	Investment holding
Sueur Investments Limited	20.12.1989; British Virgin Islands	US$1	100.00	Investment holding
Taiwan One Media Group Limited	04.09.2015; Taiwan	TWD1,000,000	73.01	Magazine publishing
Tronix Investment Limited	02.01.2013; British Virgin Islands	HK$1	73.01	Investment holding

Name of company	Date and place of incorporation	Paid-up issued/ registered capital	Effective equity interest %	Principal activities
Yazhou Zhoukan Holdings Limited	15.01.2001; British Virgin Islands	HK$12,000	100.00	Investment holding

Notes:

(i) All companies operate in their respective places of incorporation, except for Charming Holidays Holdings Limited, Comwell Investment Limited, First Collection Limited, Media2U (BVI) Company Limited, Media Chinese International Holdings Limited, Ming Pao Enterprise Corporation Limited, Ming Pao Finance Limited, Ming Pao International Investment Limited, One Media Group Limited, One Media Holdings Limited, Polyman Investment Limited, Sky Success Enterprises Limited, Sueur Investments Limited, Tronix Investment Limited and Yazhou Zhoukan Holdings Limited, which operate principally in Hong Kong.

(ii) These subsidiaries were established in the People's Republic of China in the form of wholly-owned foreign enterprises.

(iii) PT Sinchew Indonesia is a subsidiary company incorporated in Republic of Indonesia. The company has commenced a members' voluntary winding-up on 25 January 2022.

(iv) MCIL Multimedia Sdn Bhd is a subsidiary company incorporated in Malaysia. The company has commenced a member's voluntarily winding-up on 25 October 2023.

This appendix sets out MPSB's tenancy of the following properties from RHH as landlord:

	Location of properties	Type of property	Size of premises rented *(square feet)*	Monthly rental *(RM)*
1.	Lot 235–236, Kemena Commercial Centre, Jalan Tanjung Batu, 97000 Bintulu, Sarawak, Malaysia.	Office	1,728	1,500
2.	Lot 9950, No. 103, Ground Floor & 2nd Floor, RH Commercial Centre, Lorong Lapangan Terbang 1, 93250 Kuching, Sarawak, Malaysia.	Office	2,400	3,800
				5,300

This appendix serves as an explanatory statement, as required by the Listing Requirements and the Listing Rules, to provide you with the relevant information for your consideration of the proposal to permit the Company to repurchase Shares up to a maximum of 10% of the total number of the issued Shares (excluding treasury Shares) of the Company as at the date of passing the Share Buy-back Resolution.

1 DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE

The Board proposes to seek a renewal of the authority from its Shareholders to purchase up to 10% of the total number of issued Shares (excluding treasury Shares) as at the date of passing the Share Buy-back Resolution.

As at the Latest Practicable Date, the number of issued Shares of the Company was 1,654,729,641 Shares and the number of Shares repurchased by the Company and held as treasury Shares was 33,208,200 Shares. Subject to the passing of the Share Buy-back Resolution and on the basis that no further Shares are issued or repurchased prior to the forthcoming AGM, the maximum number of Shares which the Company may repurchase is or will be either (i) not more than 10% of the total number of the issued Shares (excluding the Shares repurchased by the Company which were held as treasury Shares) under Rule 10.06(1)(c) of the Listing Rules, or (ii) the Company must not repurchase its own Shares or hold any of its own shares as treasury Shares if it results in the aggregate of the Shares purchased or held exceeding 10% of its total number of issued Shares pursuant to Paragraph 12.09 of the Listing Requirements, whichever that is stricter. In this case, as the stricter Listing Requirements prevail over the Listing Rules, therefore, the maximum number of Shares may be repurchased by the Company is 132,264,764.

The authorisation from the Shareholders for the Share Buy-back Mandate will be effective immediately after the passing of the Share Buy-back Resolution to be tabled at the forthcoming AGM and will continue to be in full force until:

(a) the conclusion of the next AGM of the Company following the passing of the Share Buy-back Resolution, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed, either unconditionally or subject to conditions;

(b) the expiration of the period within which the next AGM of the Company is required by applicable laws or the Bye-Laws of the Company (as amended from time to time) to be held; or

(c) revoked or varied by ordinary resolution passed by the Shareholders in general meeting,

whichever occurs first.

The proposed renewal of Share Buy-back Mandate does not impose an obligation on the Company to purchase its own Shares but, rather, it will allow the Board to exercise the power of the Company to purchase its own Shares at any time within the abovementioned time period.

The actual number of Shares to be purchased, the total amount of funds involved for each purchase and the funding of the purchase will depend on the market conditions and sentiments of the stock market as well as the financial resources of the Company.

If the Company purchases any Shares pursuant to the Share Buy-back Mandate, the purchased shares may be cancelled or retained as treasury Shares or a combination of both. Where the purchased Shares were held as treasury Shares, the Board may: (a) distribute the shares as dividends to shareholders; (b) resell the shares or any of the shares on the market in accordance with the relevant rules of the Bursa Securities; (c) transfer the Shares, or any of the shares for the purposes of or under an employees' share scheme; (d) transfer the Shares; or any of the shares as purchase consideration; (e) cancel the Shares or any of the shares; or (f) deal in such other manner as Bursa Securities and such other relevant authorities may allow from time to time.

To the extent that any treasury Shares are deposited with CCASS pending resale on the HKEX, 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 would not (or would 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.

The distribution of treasury Shares as share dividends may be applied as a reduction of the retained profits of the Company. The Company will make an immediate announcement(s) to Bursa Securities, HKEX and the relevant authorities in respect of the Board's decision on the treatment of the purchased Shares to comply with the Listing Requirements, Listing Rules and the Act.

In accordance with Section 127(8) of the Act, if such purchase shares were held as treasury shares, it shall not confer:

(a) the right to attend and vote at meetings and any purported exercise of such right is void; and

(b) the right to receive dividends and other distribution, whether cash or otherwise, of the Company's assets including any distribution of assets upon winding-up of the Company.

In accordance with Section 127(9) of the Act, if such purchased Shares were held as treasury Shares, the said treasury shares shall not be taken into account in calculating the percentage of shares or a class of shares in the Company for any purposes including, without limiting the generality of the provisions, of any law or requirements of the Constitution or the Listing Requirements on substantial shareholdings, takeovers, notices, the requisitioning of meetings, the quorum for meetings and the result of a vote on resolution(s) at meetings.

Nonetheless, Section 127(11) of the Act states that the purchased Shares shall not be taken to prevent: (a) an allotment of purchased Shares as fully paid bonus Shares in respect of the treasury Shares; or (b) the subdivision or consolidation of the treasury Shares.

2 FUNDING FOR SHARE BUY-BACK

In repurchasing Shares, the Company may only apply funds which will be legally available for such purpose in accordance with the Company's memorandum of association, the Bye-Laws and the Companies Act 1981 of Bermuda (as amended from time to time). The Companies Act 1981 of Bermuda provides that the amount of capital repayable in connection with a repurchase of Shares may only be paid out of the capital paid up on such Shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of Shares made for the purpose. The Companies Act 1981 of Bermuda further provides that the amount of premium payable on repurchase may only be paid out of the funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased.

The Board proposes to allocate a maximum amount not exceeding the retained profits and/or share premium account of the Company for the repurchase of Shares pursuant to the Share Buy-back Mandate, subject to compliance with the Act, and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by relevant authorities at the time of the purchase. Based on the latest audited financial statements for the financial year ended 31 March 2026, the retained profits and share premium account of the Company were approximately US$126,080,000 and US$54,664,000 respectively.

The repurchase of Shares pursuant to the Share Buy-back Mandate shall be funded from internally generated funds and/or external borrowings, the proportion of which will only be determined later depending on the available internally generated funds, actual number of Shares to be repurchased and other relevant cost factors. In the event the Company decides to use external borrowings, the Company will ensure that it has sufficient financial capability to repay such borrowings and that the external borrowings are not expected to have any adverse effects on the cash flow of the Company.

3 ADVANTAGES/RATIONALE FOR THE SHARE BUY-BACK MANDATE

The Share Buy-back Mandate will enable the Company to utilise its surplus financial resources to repurchase Shares as and when the Board deems fit in the interest of the Shareholders during the proposed mandate period. It may stabilise the supply and demand of Shares traded on HKEX and Bursa Securities and thereby support the fundamental value of the Shares if required.

The Share Buy-back Mandate would effectively reduce the number of Shares carrying voting and participation rights. As such, in arriving at the earning per share of the Company, the earnings of the Company would be divided by a reduced number of Shares. Based on among other things, the current market price of the Shares, Shareholders may enjoy an increase in the value of their investment in the Company arising from the consequent increase in earnings per Share.

4 POTENTIAL DISADVANTAGES OF THE SHARE BUY-BACK MANDATE

The Share Buy-back Mandate is not expected to have any potential material disadvantages to the Group and Shareholders.

The Share Buy-back Mandate, if implemented, would reduce the financial resources of the Group. This may result in the Group having to forego future investment opportunities and/or any income that may be derived from the deposit of such funds in interest bearing instruments. The Share Buy-back Mandate may also result in a reduction of financial resources available for distribution in the form of cash dividends to Shareholders.

Nevertheless, the Board is mindful of the interest of the Company and its shareholders and will be prudent in implementing the Share Buy-back Mandate.

5 EFFECTS OF THE SHARE BUY-BACK MANDATE

5.1 Issued Share Capital

The Share Buy-back Mandate will result in the reduction of the total number of issued share capital of the Company if the Shares repurchased are cancelled. The pro forma effects of the Share Buy-back Mandate on the issued share capital of the Company as at the Latest Practicable Date are illustrated below:

	Number of Shares
Number of issued Shares as at the Latest Practicable Date	1,654,729,641
Treasury Shares as at the Latest Practicable Date	(33,208,200)
Maximum number of Shares which may be repurchased pursuant to the Share Buy-back Mandate	(132,264,764)
Resulting issued Shares upon repurchase and cancellation of maximum number of Shares under the Share Buy-back Mandate (including treasury Shares retained by the Company)	1,489,256,677

For the avoidance of doubt, if the Shares are repurchased and held in treasury Shares by the Company, there will not be a reduction of the total number of issued share capital of the Company.

5.2 Net Assets ("NA")

The effects of the Share Buy-back Mandate on the NA of the Company will depend on the purchase price and number of Shares purchased. The Share Buy-back Mandate will reduce the consolidated NA per Share if the purchase price exceeds the consolidated NA per Share at the time of the purchase. Conversely, it would increase the consolidated NA per Share if the purchase price is less than the consolidated NA per Share of the Company at the time of the purchase.

5.3 Earnings

The impact on the earnings of the Company and the Group depends on the purchase prices, the number of Shares purchased and the effective funding cost of the purchase or loss in interest income to the Group. The Shares purchased by the Company may be held as treasury shares or cancelled, hence the net earnings per Share may increase.

5.4 Working Capital

The Share Buy-back Mandate is likely to reduce funds available for working capital purposes of the Group, the quantum depends on the purchase prices and the actual number of Shares repurchased. The cash flow of the Company will be reduced relatively to the number of Shares eventually purchased and the purchase prices of the Shares.

5.5 Dividends

Assuming the proposed Share Buy-back Mandate is implemented in full, the proposed Share Buy-back Mandate will have the effect of increasing the dividend rate of the Company as a result of the reduction in the number of issued share capital of the Company. Any future dividend would be paid on the remaining total issued ordinary share capital of the Company (excluding the Shares already repurchased).

5.6 Shareholding of Directors and Substantial Shareholders

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company under the Share Buy-back Mandate.

No core connected persons (as defined under the Listing Requirements and Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Share Buy-back Mandate is approved by the Shareholders.

In the event that the Share Buy-back Mandate is exercised in full and all the Shares repurchased are cancelled, and on the assumption and that the Company will repurchase Shares from Shareholders other than the Directors and substantial shareholders, the pro forma effects of the Share Buy-back Mandate on the shareholdings of the Directors and substantial shareholders of the Company as at the Latest Practicable Date, are set out as follows:

	As at Latest Practicable Date				After full exercise of Share Buy-back Mandate			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	*%(9)*	*No. of Shares*	*%(9)*	*No. of Shares*	*%(10)*	*No. of Shares*	*%(10)*
Director(7)								
Ms Tiong Choon	2,654,593	0.16%	653,320(1)	0.04%	2,654,593	0.18%	653,320(1)	0.04%
Mr Tiong Kiew Chiong	5,228,039	0.32%	—	—	5,228.039	0.35%	—	—
Mr Wong Khang Yen	83	—*	—	—	83	—*	—	—
Substantial Shareholder(8)								
TTSH	378,998,616	23.37%	—	—	378,998,616	25.45%	—	—
Conch	253,987,700	15.66%	—	—	253,987,700	17.05%	—	—
Kinta Hijau	129,424,143	7.98%	—	—	129,424,143	8.69%	—	—
TSTHK	87,109,058	5.37%	1,007,078,756(2)	62.11%	87,109,058	5.85%	1,007,078,756(2)	67.62%
Dato' Sri Dr Tiong Ik King	35,144,189	2.17%	253,987,700(3)	15.66%	35,144,189	2.36%	253,987,700(3)	17.05%
TSL	65,319,186	4.03%	131,168,460(4)	8.09%	65,319,186	4.39%	131,168,460(4)	8.81%
TTSE	1,744,317	0.11%	129,424,143(5)	7.98%	1,744,317	0.12%	129,424,143(5)	8.69%
Seaview Global Company Limited	—	—	253,987,700(6)	15.66%	—	—	253,987,700(6)	17.05%

* *negligible*

Notes:

(1) Deemed interested by virtue of her interest in TCB.

(2) Deemed interested by virtue of his spouse's interest and his interests in TTSH, Conch, Kinta Hijau, TTSE, Ezywood, TSL, Madigreen, RHS, RHSA and PAA.

(3) Deemed interested by virtue of his interests in Seaview Global Company Limited and Conch.

(4) Deemed interested by virtue of its interests in TTSE and Kinta Hijau.

(5) Deemed interested by virtue of its interest in Kinta Hijau.

(6) Deemed interested by virtue of its interest in Conch.

(7) The interests of the directors of the Company presented in the above are based on information set out in the register of interests of the directors, chief executives and their associates in the shares, underlying shares or debentures of the Company maintained under Section 352 of the SFO as at the Latest Practicable Date.

(8) The interests of the substantial shareholders of the Company presented in the above are based on information set out in the register of interests and short positions maintained under Section 336 of the SFO as at the Latest Practicable Date.

(9) Based on the total voting shares of 1,621,521,441 Shares (after excluding 33,208,200 treasury Shares which were held by the Company) as at the Latest Practicable Date.

(10) Based on the total voting shares of 1,489,256,677 Shares (after excluding 33,208,200 treasury Shares which were held by the Company, and the maximum number of Shares of 132,264,764 which may be repurchased pursuant to the Share Buy-back Mandate) as at the Latest Practicable Date.

6 PUBLIC SHAREHOLDINGS SPREAD

As at the Latest Practicable Date, approximately 465,902,070 Shares were held by public shareholders and the public shareholding spread of the Company was approximately 28.73% of the issued share capital of the Company (excluding treasury Shares).

The public shareholding spread would be reduced to approximately 22.40% pursuant to the Share Buy-back Mandate, assuming the Company implements the Share Buy-back Mandate in full and that the Shares purchased are from public shareholders.

In this regard, the Board will exercise the power of the Company to make repurchases pursuant to the Share Buy-back Mandate in accordance with the Listing Requirements, the Listing Rules, and the laws of Bermuda prevailing at the time of the repurchase including compliance with the public shareholding spread requirement under the Listing Requirements and the Listing Rules. As required by the Listing Rules and the Listing Requirements, at least 25% of the Company's total number of issued Shares (excluding treasury Shares) must at all times be held by the public.

The Directors have confirmed that the explanatory statement set out in this circular relating to the Share Buy-back Mandate contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement in this appendix nor the proposed Share Buy-back Mandate has any unusual features.

7 IMPLICATIONS RELATING TO THE HONG KONG TAKEOVERS CODE AND MALAYSIAN TAKE-OVERS AND MERGER CODE

As it is not intended for the Share Buy-back Mandate to trigger the obligation to undertake a mandatory general offer under the Hong Kong Takeovers Code or the Malaysian Take-Overs and Merger Code for any of the substantial shareholders and parties acting in concert with them, the Board will ensure that only such number of Shares will be repurchased so that neither the Hong Kong Takeovers Code nor the Malaysian Take-Overs and Merger Code will be triggered. In this connection, the Board is mindful of the requirements when making any repurchase of Shares pursuant to the Share Buy-back Mandate. The Directors are not aware of any consequences which will arise under the Hong Kong Takeovers Code or the Malaysian Take-Overs and Merger Code as a result of any repurchases made under the Share Buy-back Mandate. The Board has reasonable grounds to believe that there is no implication relating to the Hong Kong Takeovers Code or the Malaysian Take-Overs and Merger Code arising from the authority given under the Share Buy-back Mandate.

8 INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS' INTERESTS AND PERSONS CONNECTED TO THEM

Save for the consequential increase in the percentage shareholdings of the Directors and the substantial shareholders as a result of the Share Buy-back Mandate, none of the Directors and/or substantial shareholders of the Company and persons connected to them have any interest, direct or indirect, in the Share Buy-back Mandate.

9 HISTORICAL PRICES OF SHARES

The monthly highest and lowest prices of the Shares as traded on HKEX and Bursa Securities for the past twelve (12) months before the Latest Practicable Date are as follows:

	Highest price		**Lowest price**	
	HKEX *(HK$)*	**Bursa Securities** *(RM)*	**HKEX** *(HK$)*	**Bursa Securities** *(RM)*
June 2026 (up to the Latest Practicable Date)	0.215	0.085	0.178	0.075
May 2026	0.242	0.085	0.200	0.075
April 2026	0.210	0.085	0.196	0.075
March 2026	0.250	0.090	0.200	0.080
February 2026	0.216	0.095	0.199	0.090
January 2026	0.216	0.100	0.202	0.090
December 2025	0.285	0.105	0.191	0.090
November 2025	0.345	0.110	0.203	0.090
October 2025	0.219	0.110	0.188	0.090
September 2025	0.210	0.100	0.183	0.095
August 2025	0.208	0.110	0.188	0.095
July 2025	0.200	0.110	0.152	0.095
June 2025	0.210	0.110	0.181	0.090

(source: HKEX and Bursa Securities)

10 SHARE BUY-BACKS/REPURCHASES MADE BY THE COMPANY

During the previous twelve (12) months up to Latest Practicable Date (i.e. 25 June 2025 to 23 June 2026), the Company had purchased 7,278,500 Shares and retained all of them as treasury Shares. Details were as follows:

	Shares repurchased on Bursa Malaysia					Shares repurchased on HKEX				
Date	Number of Shares repurchased	Highest price paid per Share	Lowest price paid per Share	Aggregate purchase price paid	Average price per Share	Number of Shares repurchased	Highest price paid per share	Lowest price paid per share	Aggregate purchase price paid	Average price per Share
		RM	*RM*	*RM*	*RM*		*HK$*	*HK$*	*HK$*	*HK$*
25-Jun-25	90,000	0.100	0.100	9,000.00	0.100	11,000	0.194	0.181	2,030.00	0.185
26-Jun-25	8,700	0.100	0.100	870.00	0.100	–	–	–	–	–
30-Jun-25	797,300	0.100	0.095	76,278.50	0.096	–	–	–	–	–
2-Jul-25	400,000	0.100	0.100	40,000.00	0.100	–	–	–	–	–
3-Jul-25	50,000	0.105	0.105	5,250.00	0.105	–	–	–	–	–
4-Jul-25	300,000	0.105	0.105	31,500.00	0.105	–	–	–	–	–
7-Jul-25	250,000	0.105	0.105	26,250.00	0.105	–	–	–	–	–
8-Jul-25	200,000	0.105	0.105	21,000.00	0.105	–	–	–	–	–
10-Jul-25	200,000	0.105	0.105	21,000.00	0.105	–	–	–	–	–
11-Jul-25	657,500	0.105	0.100	65,800.00	0.100	–	–	–	–	–
14-Jul-25	200,000	0.105	0.105	21,000.00	0.105	41,000	0.193	0.192	7,890.00	0.192
15-Jul-25	100,000	0.105	0.105	10,500.00	0.105	–	–	–	–	–
16-Jul-25	100,000	0.105	0.105	10,500.00	0.105	–	–	–	–	–
17-Jul-25	250,000	0.105	0.105	26,250.00	0.105	–	–	–	–	–
18-Jul-25	420,000	0.105	0.105	44,100.00	0.105	–	–	–	–	–
21-Jul-25	100,000	0.105	0.105	10,500.00	0.105	100,000	0.190	0.187	18,988.00	0.190
23-Jul-25	250,000	0.105	0.105	26,250.00	0.105	37,000	0.190	0.190	7,030.00	0.190
25-Jul-25	200,000	0.105	0.105	21,000.00	0.105	–	–	–	–	–
27-Aug-25	517,000	0.100	0.095	49,200.00	0.095	51,000	0.196	0.189	9,795.00	0.192
2-Sep-25	136,000	0.100	0.095	12,932.50	0.095	30,000	0.195	0.195	5,850.00	0.195
3-Sep-25	20,000	0.095	0.095	1,900.00	0.095	–	–	–	–	–
4-Sep-25	452,000	0.095	0.095	42,940.00	0.095	–	–	–	–	–
10-Sep-25	100,000	0.100	0.095	9,625.00	0.096	–	–	–	–	–
18-Sep-25	50,000	0.100	0.100	5,000.00	0.100	–	–	–	–	–
19-Sep-25	100,000	0.100	0.100	10,000.00	0.100	–	–	–	–	–
22-Sep-25	100,000	0.100	0.100	10,000.00	0.100	–	–	–	–	–
26-Sep-25	100,000	0.100	0.100	10,000.00	0.100	–	–	–	–	–
29-Sep-25	100,000	0.100	0.100	10,000.00	0.100	–	–	–	–	–
17-Oct-25	500,000	0.100	0.100	50,000.00	0.100	–	–	–	–	–
28-Nov-25	59,700	0.095	0.095	5,671.50	0.095	–	–	–	–	–
1-Dec-25	100,300	0.095	0.095	9,528.50	0.095	–	–	–	–	–
3-Dec-25	100,000	0.095	0.095	9,500.00	0.095	–	–	–	–	–

11 APPROVALS REQUIRED

The Share Buy-back Mandate is subject to approval of the Share Buy-back Resolution being obtained from the Shareholders at the forthcoming AGM.

The following are the particulars of the Directors proposed to be re-elected and retained at the forthcoming AGM in accordance with Bye-Laws and the Malaysian Code on Corporate Governance:

1. **Ms Tiong Choon**, Malaysian, aged 57, was appointed as a non-executive director of the Company on 31 March 2013 and became an executive director of the Company on 17 July 2017. She was then re-designated as a non-executive director and appointed as the Chairman of the Company on 1 December 2022. Ms Tiong has been the Chairman of One Media Group Limited ("One Media") since 1 April 2018, a subsidiary of the Company which is listed on the Main Board of HKEX. She is a director of SCMCB, a wholly-owned subsidiary of the Company in Malaysia and sits on the board of several subsidiaries of the Company. She started her career with Rimbunan Hijau Group in 1991 and served in various managerial and senior positions in the plantation and hospitality sectors. She holds a Bachelor of Economics Degree from Monash University, Australia. She is currently a non-independent non-executive director of Jaya Tiasa Holdings Berhad, a listed company in Malaysia, and a Trustee of Yayasan Sin Chew.

   Ms Tiong is a daughter of the late Tan Sri Datuk Sir Tiong Hiew King, a niece of Dato' Sri Dr Tiong Ik King, a cousin of Ms Tiong Yijia and a distant relative of Mr Tiong Kiew Chiong. Both Dato' Sri Dr Tiong Ik King and the late Tan Sri Datuk Sir Tiong Hiew King are substantial shareholders of the Company. In addition, Mr Tiong Kiew Chiong and Ms Tiong Yijia are directors of the Company.

   Save as disclosed above, Ms Tiong has not held any directorship in other public listed companies in the past three years and does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other positions with any members of the Group.

   As at the Latest Practicable Date, Ms Tiong has personal interest in 2,654,593 Shares and corporate interest in 653,320 Shares within the meaning of Part XV of the SFO.

   Ms Tiong has entered into a letter of appointment with the Company for a term of 2 years commencing on 1 April 2026 to 31 March 2028. The appointment as a Director of Ms Tiong is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-Laws. The remuneration to be received by Ms Tiong will be determined with reference to her experience and responsibilities in the Company. For the year ended 31 March 2026, total emoluments paid by the Group to Ms Tiong amounted to US$90,000.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders of the Company and there is no other information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in connection with her re-election.

2. **Mr Liew Sam Ngan**, Malaysian, aged 68, was appointed as an executive director of the Company on 1 July 2021. He is a member of the Group Executive Committee and Sustainability Committee. He is a director of Nanyang and its subsidiaries. He also sits on the board of SCMCB and Yayasan Nanyang Press.

   Mr Liew joined Nanyang in 1994. He is a Chartered Accountant by profession, a member of the Malaysian Institute of Accountants and a Fellow of the Association of Chartered Certified Accountants, United Kingdom. He started his career in one of the major public accounting firms after graduation in 1983. He joined the media industry in 1987 and has since then gained extensive working experience in the media industry. He had worked in New Strait Times Press, Life Publishers and Nanyang. Prior to taking up the operating role in China Press in 2001, he was the Group Financial Controller of Nanyang.

   Save as disclosed above, Mr Liew has not held any directorship in other public listed companies in the past three years and does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other positions with any members of the Group.

   As at the Latest Practicable Date, Mr Liew was not interested in any Shares within the meaning of Part XV of the SFO.

   Mr Liew has entered into a letter of appointment with the Company for a term of 2 years commencing on 1 April 2025 to 31 March 2027. The appointment as Director of Mr Liew is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-Laws. The remuneration to be received by Mr Liew will be determined with reference to his experience and responsibilities in the Company. For the year ended 31 March 2026, total emoluments paid by the Group to Mr Liew amounted to US$153,000.

   Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders of the Company and there is no other information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in connection with his re-election.

3. **Mr Khoo Kar Khoon**, Malaysian, aged 61, was appointed as an executive director of the Company and Chief Executive Officer of the Malaysian operations of the Group on 1 September 2025. He is a member of the Group Executive Committee and Sustainability Committee. Prior to this, he served as an independent non-executive director of the Company from 23 June 2016 to 31 May 2025. Mr Khoo has extensive experience in the media and advertising industry and is an Associate Member of the Chartered Institute of Management Accountants, United Kingdom. Mr Khoo started his career with Coopers & Lybrand in 1990 after graduation. He built his career in the advertising industry and joined Bates Advertising from 1991 to 1995, holding the position of Cost Accountant. He was one of the key founders of Zenith Media, which was established in 1995 and is the first and one of the largest media specialists in Malaysia principally engages in providing advertising and marketing services in Malaysia. Mr Khoo then joined Nestle Products Sdn Bhd in 2000 as Media Manager. From 2009 up to June 2016, he was promoted and acted as the Communications Director of the company. In January 2020, Mr Khoo has been appointed the Senior Advisor (Branding & Marketing) to Ekuiti Nasional Berhad (Ekuinas) — a private equity company owned by the Government of Malaysia.

   Mr Khoo is a veteran and active player in the advertising scene in Malaysia where he was also the President and Advisor to the Malaysian Advertisers Association (MAA), Executive Member of the Asian Federation of Advertising Association (AFAA), Board of Advisor to School of Marketing, University Utara Malaysia (UUM), Board Member of Audit Bureau of Circulation (ABC), Board Member of Communication and Multimedia Content Forum (CMCF) and Advisor to Artem Ventures Neo Consumer Ventures Fund in Malaysia. He was formerly the Industry advisor for the Bachelor of Communication (Honours) PR Programme under the Faculty of Arts and Science (FAS), Universiti Tunku Abdul Rahman, Malaysia. Mr Khoo was appointed as an independent director of RH Petrogas Limited, a listed company in Singapore on 8 February 2023, he subsequently served as a non-executive non-independent Director of the company from 29 August 2025 to 28 April 2026.

   Save as disclosed above, Mr Khoo has not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

   As at the Latest Practicable Date, Mr Khoo was not interested in any Shares within the meaning of Part XV of the SFO.

   Mr Khoo has entered into a letter of appointment with the Company for a term commencing on 1 September 2025 to 31 March 2027. The appointment as Director of Mr Khoo is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-Laws. The remuneration to be received by Mr Khoo will be determined with reference to his experience and responsibilities in the Company. For the year ended 31 March 2026, total emoluments paid by the Group to Mr Khoo amounted to US$128,000.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders of the Company and there is no other information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in connection with his re-election.

Details of the Proposed Bye-Laws Amendments are set out as follows:

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
1.	The marginal notes to these Bye-Laws shall not be deemed to be part of these Bye-Laws and shall not affect their interpretation and in the interpretation of these Bye-Laws, unless there be something in the subject or context inconsistent therewith: "appointed newspaper" shall have the meaning as defined in the Companies Act. "actionable corporate communication" shall have the meaning as defined in the Listing Rules. "address" shall have the ordinary meaning given to it and, for the purposes of these Bye-Laws, include an electronic address unless the Companies Act, Companies Act 2016, Listing Rules or Listing Requirements require a postal address. "~~associates~~ approved securities registrar" shall have the meaning ~~attributed~~ given to it ~~in the rules of the Designated Stock Exchange.~~ by section 1 of Part 1 of Schedule 1 to the Securities and Futures Ordinance. "ASR Code" shall mean the Code of Conduct for Approved Securities Registrars issued by the SFC, as amended from time to time. "ASR Rules" shall mean the Securities and Futures (Approved Securities Registrars) Rules (Chapter 571AT of the laws of Hong Kong) as amended from time to time. "Auditors" shall mean the persons for the time being performing the duties of that office. "authenticated message" has the meaning given to it by rule 15 of the USM Rules. "Bermuda" shall mean the Islands of Bermuda. "business day" shall have the meaning ascribed to it under Rule 1.01 of the Listing Rules. "the Board" shall mean the Directors from time to time of the Company or (as the context may require) the majority of Directors present voting at a meeting of the Directors at which a quorum is present. "these Bye-Laws" or "these presents" shall mean these Bye-Laws in their present form and all supplementary, amended or substituted Bye-Laws for the time being in force. "call" shall include any instalment of a call. "capital" shall mean the share capital from time to time of the Company. "CCASS" shall mean the Central Clearing and Settlement System operated by HKSCC. "certificated form" shall have the meaning given to it by section 1AB of Part 1 of Schedule 1 to the Securities and Futures Ordinance. "CDS" shall mean the Central Depository System owned and operated by the Depository.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
	"the Chairman" shall mean the Chairman presiding at any meeting of members or of the Board.
	"clear days" shall mean in relation to the period of notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
	"Clearing House" shall mean a clearing house ~~or authorised share depositary~~ recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction, including but not limited to HKSCC and Bursa Malaysia Securities Clearing Sdn Bhd.
	"close associate" in relation to any Director, shall have the same meaning as defined in the Listing Rules and, where applicable, the meaning ascribed to "associate" under the Listing Requirements, each as modified from time to time, except that for purposes of Bye-Law 98 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to "associate" in the Listing Rules.
	"the Companies Act" shall mean the Companies Act 1981 of Bermuda as may from time to time be amended.
	"Companies Act 2016" shall mean the Malaysian Companies Act 2016 as may from time to time be amended.
	"Companies Ordinance" shall mean the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time.
	"the Company" or "this Company" shall mean MEDIA CHINESE INTERNATIONAL LIMITED (世界華文媒體有限公司)* incorporated in Bermuda on the 23rd day of January, 1991.
	"corporate communication" shall have the meaning ascribed to it in the Listing Rules.
	"corporate representative" means any person appointed to act in that capacity pursuant to Bye-Laws 87(A) or 87(B).
	The expressions "debenture" and "debenture holder" shall respectively include "debenture stock" and "debenture stockholder".
	"dematerialization" means conversion from certificated form to uncertificated form (and dematerialize is to be construed accordingly).
	"dematerialization request" has the meaning given to it by rule 2(1) of the USM Rules.
	"Depositor" shall mean a holder of a securities account established by the Depository.
	"Depository" shall mean Bursa Malaysia Depository Sdn Bhd.
	"Depository Rules" shall mean the rules of the Depository made pursuant to the Securities Industry (Central Depositories) Act 1991, as may from time to time be amended.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
	"Designated Stock Exchange" shall mean a stock exchange which is an appointed stock exchange for the purposes of the Companies Act in respect of which the shares of the Company are listed or quoted and where such appointed stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company. "dividend" shall include scrip dividends, distributions in specie or in kind, capital distributions and capitalisation issues, if not inconsistent with the subject or context. "electronic communication" shall mean a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other electron magnetic means in any form through any medium. "electronic meeting" shall mean a general meeting held and conducted wholly and exclusively by virtual attendance and participation by shareholders and/or proxies by means of electronic facilities. "Electronic System" shall mean any system for holding and transferring securities in electronic form approved by applicable law or regulation or under the Securities and Futures Ordinance, the USM Rules, the Securities Industry (Central Depositories) Act 1991 and/or the Depository Rules, including but not limited to UNSRT System, CDS and any other clearing or settlement system. "Head Office" shall mean such office of the Company as the Directors may from time to time determine to be the principal office of the Company. "HK$" shall mean Hong Kong dollars or other lawful currency of Hong Kong. "HK Branch Register" shall mean the branch register of members that is kept in Hong Kong. "HKSCC" shall mean Hong Kong Securities Clearing Company Limited. "HK Stock Exchange" shall mean The Stock Exchange of Hong Kong Limited. "hybrid meeting" shall mean a general meeting held and conducted by (i) physical attendance and participation by shareholders and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Location(s) and (ii) virtual attendance and participation by shareholders and/or proxies by means of electronic facilities. The expressions "holding company" and "subsidiary" shall have the meanings ascribed to them by the Companies Act. "in the process of delisting" has the meaning given to it by rule 2(2) of the USM Rules. "Listing Requirements" shall mean the Bursa Malaysia Securities Berhad Main Market Listing Requirements including any amendment to the Listing Requirements that may be made from time to time.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
	"Listing Rules" shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as may from time to time be amended. "market day" shall have the meaning ascribed to it under paragraph 1.01 of the Listing Requirements. "Meeting Location(s)" shall have the meaning given to it in Bye-Law 69A. "month" shall mean a calendar month. "Newspaper", in relation to any newspaper circulating in the Relevant Territory, shall mean a newspaper published daily and circulating generally in the Relevant Territory and specified for this purpose by the stock exchange in the Relevant Territory. "Notice" or "notice" shall mean written notice unless otherwise specifically stated in these Bye-Laws and, where the context so requires, shall include any other document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued or given by the Company under these Bye-Laws or pursuant to applicable laws, rules and regulations, including the Listing Rules and/or Listing Requirements. For the avoidance of doubt, notice may be provided in physical or electronic form. "operating rules of the Company's approved securities registrar" means such approved securities registrar's operating rules (by whatever name called) for using any facilities provided by it, including in particular any facilities for evidencing and transferring legal title to the shares or for sending and receiving authenticated messages. "paid up" shall mean paid up or credited as paid up. "participating securities" shall have the meaning given to it by rule 2(1) of the USM Rules. "prescribed securities" shall have the meaning given to it by section 101AA of the Securities and Futures Ordinance. "physical meeting" shall mean a general meeting held and conducted by physical attendance and participation by shareholders and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Location(s). "Principal Meeting Place" shall have the meaning given to it in Bye-Law 61. "the Principal Register" shall mean the register of members of the Company maintained in Bermuda.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
	"the register" shall mean the Principal Register and any branch register of members of the Company, and it shall include, any branch register maintained in Hong Kong and/or Malaysia to be kept pursuant to the provisions of the Statutes, where relevant, the register of holders as defined in the USM Rules or Depository Rules. "Registered Office" shall mean the registered office of the Company for the time being. "Registration Office" shall mean in respect of any class of share capital, such place or places in the Relevant Territory or elsewhere where the Directors from time to time determine to keep a branch register of shareholders in respect of that class of share capital and where (except in cases where the Directors otherwise agree) transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered. "Relevant Territory" shall mean Hong Kong and Malaysia or such other territory as the Directors may from time to time decide if the issued ordinary share capital of the Company is listed on a stock exchange in such territory. "rematerialization" means conversion from uncertificated form to certificated form (and rematerialize is to be construed accordingly). "Seal" shall mean any one or more common seals from time to time of the Company for use in Bermuda or in any place outside Bermuda. "Secretary" shall mean the person or corporation for the time being performing the duties of that office. "Securities and Futures Ordinance" shall mean the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended from time to time. "SFC" shall mean the Securities and Futures Commission of Hong Kong. "Securities Industry (Central Depositories) Act 1991" shall mean the Malaysian Securities Industry (Central Depositories) Act 1991 as may from time to time be amended. "Securities Seal" shall mean a seal for use for sealing certificates for shares or other securities issued by the Company which is a facsimile of the Seal of the Company with the addition on its face of the words "Securities Seal". "share" shall mean share in the capital of the Company. "shareholder" or "member" shall mean the duly registered holder from time to time of the shares in the capital of the Company. "specified request" shall have the meaning given to it by rule 2(1) of the USM Rules.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
	"Statutes" shall mean the Companies Act and every other act (as amended from time to time) for the time being in force of the Legislature of the Islands of Bermuda applying to or affecting the Company, the Memorandum of Association and/or these presents. "substantial shareholder" shall have the meaning ascribed to it in the Listing Rules and/or the Listing Requirements. "system-member" shall have the meaning given to it by rule 2(1) of the USM Rules. "Transfer Office" shall mean the place where the Principal Register is situate for the time being. "Treasury Share" shall mean a share of the Company that was or is treated as having been repurchased or acquired and held by the Company as authorised by the Companies Act and has been held continuously by the Company since it was so acquired and has not been cancelled, and shall be interpreted in accordance with the meaning as prescribed in the Listing Rules and the Listing Requirements. "uncertificated form" shall have the meaning given to it by section 1AB of Part 1 of Schedule 1 to the Securities and Futures Ordinance. "UNSRT System" shall mean an uncertificated securities registration and transfer system in relation to any prescribed securities of the Company, a computer-based system, together with procedures and other facilities, that (a) enables title to the prescribed securities to be evidenced and transferred without an instrument; and (b) facilitates supplementary and incidental matters. "USM Rules" shall mean the Securities and Futures (Uncertificated Securities Market) Rules (Chapter 571AS of the Laws of Hong Kong), as amended from time to time. "written" and "in writing" shall mean printed or printed by ~~lithorgraphy~~lithography, printed by photography, typewritten, photocopied, telecopied messages or produced by any other modes of representing or reproducing words or figures in a legible and non-transitory ~~in a visible~~ form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication, specified request or authenticated message), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the member's election comply with all applicable Statutes, rules and regulations.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
	words denoting the singular shall include the plural and words denoting the plural shall include the singular. words importing any gender shall include every gender. words importing a person shall include partnerships, firms, companies and corporations Subject as aforesaid, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Bye-Laws become binding on the Company) shall, if not inconsistent with the subject and/or context, bear the same meaning in these Bye-Laws, save that "company" shall where the context permits include any company incorporated in Bermuda or elsewhere. References to any statute or statutory provision shall be construed as relating to any statutory modification or reenactment thereof for the time being in force. References to a meeting (a) shall mean a meeting convened and held in any manner permitted by these Bye-Laws and any shareholder, proxies and/or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Bye-Laws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly; and (b) 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 Bye-law 69. References to the right of a shareholder 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. Subject to Bye-law 69C, 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. 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 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 Statutes or these Bye-Laws to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
	References to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise). References to votes cast or taken at a general meeting shall include all votes taken (in such manner as may be directed by the Directors or 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 shareholders attending in person, by corporate representative or by proxy at that meeting. All voting rights referred to in these Bye-Laws shall exclude the voting rights attached to Treasury Shares. The rights of the Company as holder of any Treasury Shares under these Bye-Laws shall be subject to any applicable requirements and restrictions under the Statutes and the Listing Rules applicable to the Company from time to time. Where a shareholder is a corporation, any reference in these Bye-laws to a shareholder shall, where the context requires, refer to a duly authorised representative of such shareholder. Any reference to the term "place" within these Bye-Laws shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a "place" for the delivery, receipt, or payment of monies, whether by the Company or by members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a "place" in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws, rules and regulations. Notices of meetings, adjournments, postponements, or any other references to a "place" shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term "place" is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision. Unless the context otherwise requires, any reference to "print", "printed", "printed copy" and "printing" shall be deemed to include electronic versions or electronic copies. A resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths of the votes cast by such Members as, being entitled so to do, vote in person or, by a duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting or who are entitled to sign on a written resolution of which notice of specifying the intention to propose the resolution as a special resolution has been duly given in accordance with Bye-Law 63(A).

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
	A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such members as, being entitled so to do, vote in person or, by a duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting held or who are entitled to sign on a written resolution in accordance with these presents and of which notice has been duly given in accordance with Bye-Law 63(A). A resolution shall be an Extraordinary Resolution when it has been passed by a majority of not less than two thirds of votes cast by such members as, being entitled so to do, vote in person or, by a duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting held or who are entitled to sign on a written resolution in accordance with these presents and of which notice has been duly given in accordance with Bye-Law 63(A). A Special Resolution shall be effective for any purpose for which an Ordinary Resolution<ins> or an Extraordinary Resolution</ins> is expressed to be required under any provision of these Bye-Laws or the Statutes. References to a document <ins>(including, without limitation, a resolution in writing)</ins> being <ins>signed or </ins>executed include references to it being<ins> signed or</ins> executed under hand or under seal or by electronic signature or<ins> by electronic communication or</ins> by any other method; and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not. To the extent any provision in these Bye-Laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) ("ETA") or Section 2AA of the Companies Act, the provisions in these Bye-Laws shall prevail; they shall be deemed as an agreement between the Company and the members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Companies Act, as applicable. <ins>If any provision of these Bye-Laws conflicts or is inconsistent with any provision of the uncertificated securities market regime (and irrespective of whether the provision is mandatory or enabling in nature), the latter will prevail to the extent of the conflict or inconsistency, to the maximum extent permissible under the laws, rules and regulations of Bermuda.</ins> <ins>If these Bye-Laws are silent in respect of any matter provided for under any provision of the uncertificated securities market regime (and irrespective of whether the matter is required or permitted under such provision), the matter will be regarded as required or permitted (as the case may be) under these Bye-Laws, to the maximum extent permissible under the laws, rules and regulations of Bermuda.</ins>

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
	For the purposes of the two paragraphs aforesaid, the provisions of the uncertificated securities market regime refers to all laws, rules or regulations governing the evidencing, transfer, dematerialization, rematerialization, or registration of prescribed securities, and includes: (i) the Securities and Futures Ordinance; (ii) any rules made under the Securities and Futures Ordinance, including the USM Rules and the ASR Rules; (iii) the ASR Code; (iv) any rules made by the HK Stock Exchange pursuant to the Securities and Futures Ordinance, including the Listing Rules; (v) any rules made by HKSCC pursuant to section 40 of the Securities and Futures Ordinance, including the General Rules of HKSCC and Operational Procedures of HKSCC; and (vi) the operating rules of the Company's approved securities registrar. For the avoidance of doubt, any reference in these Bye-Laws to the register being updated or having any particulars or matters entered or included therein, in respect of any shares that are registered on a branch register (including a branch register maintained in Hong Kong), shall be construed as a reference to such update, entry or inclusion being made in that branch register.
5.	(A) For the purposes of Section 47 of the Companies Act, if at any time the capital is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated either with the consent in writing of the holders of not less than three-fourths ~~in nominal value~~ of the issued shares of that class (excluding Treasury Shares) or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of these Bye-Laws relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be not less than two persons holding or representing by proxy one-third ~~in nominal value~~ of the issued shares of that class (excluding Treasury Shares), and that any holder of shares of the class (excluding any shares of that class held as Treasury Shares) present in person or by proxy may demand a poll. .... (D) For the avoidance of doubt, shares do not constitute a separate class solely by virtue of being in certificated form or uncertificated form.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
6.	~~*~~(A) The authorised share capital of the Company at the date on which these Bye-Laws come into effect is HK$250,000,000 divided into 2,500,000,000 shares of HK$0.10 each. (B) Subject to the Statutes, the power contained in the Memorandum of Association for the Company to purchase its own shares for cancellation or the power to otherwise acquire its shares to be held as Treasury Shares in accordance with the Statutes, Listing Rules and Listing Requirements, shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit. Subject to the Statutes, these Bye-Laws, the Listing Rules and Listing Requirements, any Treasury Shares held by the Company may, at the discretion of the Board, be held in whole or in part, disposed of or transferred in whole or in part for cash or other consideration, or canceled in whole or in part. Furthermore, the holding of Treasury Shares by the Company shall at all times comply with any restrictions or requirements imposed by the Listing Rules and/or the rules of any competent regulatory authority. .... (C) (ii) Subject to the Listing Rules and Listing Requirements, the Company may in accordance with the Statutes give such financial assistance for the purpose of an acquisition of its shares and other securities and any derivative securities on the Company's securities in such manner and on such terms as the Board shall think fit~~give financial assistance on such terms as the Directors think fit to directors and bona fide employees of the Company, any of its subsidiaries, any holding company of the Company and/or any subsidiary of any such holding company, in each such case whether incorporated in Bermuda or elsewhere and whether or not a wholly-owned subsidiary of the Company in order that they may buy shares (fully or partly paid) in the Company or any holding company of the Company and such terms may include a reference that, when a director ceases to be a director of, or an employee ceases to be employed by, the Company or such other company, shares bought with such financial assistance shall or may be sold to the Company or such other company on such terms as the Directors think fit~~. ~~* *Please refer to the notes on alteration in the authorised share capital of the Company set out on page 2 of the Memorandum of Association.*~~

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
14.	(A) The Board shall cause to be kept a register of the members and there shall be entered therein the following particulars ~~required under the Companies Act.~~: (i) the name and address of each shareholder, the number and class of shares held by him and the amount paid or agreed to be considered as paid on such shares; (ii) the date on which each person was entered in the register; (iii) the date on which any person ceased to be a shareholder; and (iv) if applicable, such matters as are required by the USM Rules to be included in it. (B) Subject to the provisions of the Companies Act, if the Board considers it necessary or appropriate, the Company may establish and maintain a local or branch register at such location outside Bermuda as the Board thinks fit and, while the issued share capital of the Company is, with the consent of the Board, listed on any stock exchange in Hong Kong, the Company shall keep a branch register in Hong Kong. (C) This paragraph applies (a) to shares for so long as they are prescribed securities; and (b) in respect of that portion of the HK Branch Register relating to such shares: (i) the Company shall keep a HK Branch Register in accordance with the USM Rules, and include in it such matters as are required by those rules to be included in it; (ii) where any share is issued in uncertificated form, or is dematerialized, the share will be recorded in the HK Branch Register as being in uncertificated form and such record will not be amended or removed except in accordance with the USM Rules; (iii) entries in the HK Branch Register shall have such evidential value and other effect as provided in the USM Rules. Changes to any entry in the HK Branch Register relating to the shareholder will be notified to the shareholder in accordance with the USM Rules and the ASR Code. (iv) A person may, in accordance with the USM Rules, inspect, make copies of, and request to be provided with copies of, entries in the HK Branch Register.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
	~~(C~~(D) Except where the register is closed in accordance with the Companies Act and the Companies Ordinance ~~(Chapter 622 of the Laws of Hong Kong)~~, the register and branch register of shareholders in Hong Kong, as the case may be, shall be open for inspection ~~between 10:00 a.m. and 12:00 noon~~ for at least two (2) hours on every business day by shareholders and holders of prescribed securities without charge or by any other person, upon a maximum payment of five Bermuda dollars, at the Registered Office or such other place in Bermuda at which the register is kept in accordance with the Companies Act or, if appropriate, upon a maximum payment of ten dollars at the Registration Office. For so long as the shares are participating securities, this Bye-Law 14(D) applies subject to the USM Rules. (E) Subject to the Companies Act, the register including any overseas or local or other branch register of shareholders may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means and in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods in accordance with the terms equivalent to section 632 of the Companies Ordinance ~~(Chapter 622 of the Laws of Hong Kong)~~ and in any event 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. For so long as the shares are participating securities, this Bye-Law 14(E) applies subject to the USM Rules.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
15.	~~Every~~ Subject to Bye-laws 19B and 19D, every person whose name is entered as a member in the register shall be entitled without payment to receive within such period as may be prescribed by the Companies Act, the ASR Code or the rules of the Designated Stock Exchange after allotment or lodgment of a transfer (or, in the case of any capital listed on a stock exchange, such shorter period as may be prescribed by the rules, regulations or codes of the stock exchange in the Relevant Territory from time to time) one certificate for all his shares, or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange on which the shares are listed, upon payment, in the case of a transfer, of such sum (not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, HK$2.50 or such other sum as may from time to time be permitted under the rules, regulations or codes prescribed by the stock exchange in the Relevant Territory and the ASR Code, and in the case of any other capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for shares in stock exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. The Company shall comply with all applicable laws and regulations to facilitate the holding, transfer, and registration of its shares in uncertificated form, including electronic processes for corporate actions, as required by the uncertificated securities market regime.
15A.	Subject to Bye-Laws 19B and 19D, where share certificates are issued, they shall be issued within any time limit prescribed in the Companies Act, the ASR Code, the Listing Rules or the rules and relevant requirements of the Designated Stock Exchange, whichever is the shorter, if such a time limit is applicable, 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.
16.	~~Every~~ Subject to Bye-Laws 19B and 19D, any share certificate hereafter issued, for shares, warrants or debentures or representing any other form of securities of the Company, it shall be issued under the Seal of the Company, which for this purpose may be a Securities Seal.

Bye-Law no.	**Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)**
17.	~~Every~~ Subject to Bye-Laws 19B and 19D, every share certificate, if hereafter issued, shall specify the number and class of shares in respect of which it is issued and the amount paid thereon and may otherwise be in such form as the Board may from time to time prescribe. ~~A~~ Subject to Bye-Laws 19B and 19D, a share certificate shall relate to only one class of shares.
19.	~~If~~ Subject to Bye-Law 19A, (a) if a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, (not exceeding, in the case of any share capital listed on a stock exchange in Hong Kong, HK$2.50 or such other sum as may from time to time be ~~permitted~~allowed or not prohibited under the ASR Code and rules~~, regulations or codes prescribed by~~ of the relevant stock exchange in ~~the Relevant Territory~~Hong Kong, and, in the case of any other capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant ~~register~~Register is ~~situate~~situated, or ~~otherwise~~ such other sum as the Company may by Ordinary Resolution determine) as the Board shall from time to time determine and on such terms and conditions, if any, as to publication of notices, evidence and indemnity as the Board thinks fit and in the case of wearing out or defacement, after delivery up of the old certificate~~. In~~; and (b) in the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company ~~any exceptional~~all costs and ~~the reasonable~~ out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity.
19A.	This Bye-Law applies to shares for so long as they are participating securities and not in the process of delisting, and save as otherwise permitted or required under the USM Rules: (a) If a share certificate is defaced, damaged, lost or destroyed, and no replacement certificate is issued prior to the day on which the shares become participating securities: (i) the shareholder will not be entitled to be issued with a replacement certificate in respect of the same shares; and (ii) subject to paragraph (b) of this Bye-Law 19A, the shares may instead be dematerialized in accordance with the USM Rules. (b) Shares that are evidenced by a certificate that is defaced, damaged, lost or destroyed may not be dematerialized unless the shareholder has complied with such conditions as to evidence, indemnity and the payment of a reasonable fee as the Board may decide.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
19B.	This Bye-Law applies to shares for so long as they are participating securities and not in the process of delisting, and save as otherwise permitted or required under the USM Rules: (a) With effect from (and including) the day on which the shares become participating securities ("participation date"), no certificate will be issued in respect of any such shares. (b) For the avoidance of doubt, paragraph (a) of this Bye-Law 19B applies (without limitation) in the following circumstances: (i) following any issue, allotment, transfer, transmission, consolidation or subdivision of the shares, if the issue, allotment, transfer, transmission, consolidation or subdivision is registered in the HK Branch Register on or after the participation date; or (ii) where, for whatever reason, the shareholder requests to replace an existing certificate for the share, and the replacement certificate is not issued before the participation date. (c) Nothing in this Bye-Law 19B affects the validity of any certificate issued by the Company in respect of a share prior to the participation date, and not cancelled.
19C.	This Bye-Law applies to the shares for so long as they are participating securities and not in the process of delisting, and save as otherwise permitted or required under the USM Rules: (a) any share issued on or after the day on which the shares become participating securities will be issued in uncertificated form and no certificate will be issued in respect of it; and (b) with effect from (and including) the day on which the shares become participating securities, the 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 approved securities registrar 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.
19D.	If the shares are participating securities, (a) the shares which are in uncertificated form may be rematerialized in accordance with the USM Rules; (b) as soon as reasonably practicable after any rematerialization, the Company must issue, free of charge, to each shareholder whose shares are rematerialized, such number of certificates in respect of those shares as is required under the USM Rules; and (c) if more than one person holds a share, only one certificate may be issued in respect of it.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
35.	The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and upon all or any of the moneys so advanced the Company may pay interest at such rate (if any) not exceeding twenty per cent per annum as the Board may decide but a payment in advance of a call shall not whilst carrying interest, confer a right to participate in profits and shall not entitle the member to receive any dividend or to exercise any other rights or privileges as a member in respect of the share or the due portion of the shares upon which payment has been advanced by such member before it is called up. The Board may at any time repay the amount so advanced upon giving to such member not less than one month's notice in writing of ~~their~~its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced.
35A.	(1) This Bye-Law 35A applies (a) to the shares for so long as they are prescribed securities and not in the process of delisting; and (b) save as otherwise permitted or required under the USM Rules. (2) With effect from (and including) the day on which the shares become participating securities, they may be transferred as follows: (a) if the shares are held by the transferor in certificated form, by means of an instrument of transfer that complies with Bye-Laws 36 and 37 and the USM Rules; and (b) if the shares are held by the transferor in uncertificated form, by means of a specified request from the transferor and transferee that complies with the USM Rules. (3) Notwithstanding paragraph (2)(b) of this Bye-Law 35A, shares 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. (4) A reasonable fee (not exceeding any applicable limits prescribed under the ASR Code) may be charged by the Company's approved securities registrar for registering any instrument of transfer, specified request or other document relating to or affecting the title to any share.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
36.	(A) Subject to the Companies Act, the Securities and Futures Ordinance, the USM Rules, the Securities Industry (Central Depositories) Act 1991, the Depository Rules and Bye-Law 35A, all transfers of shares may be effected by an instrument of transfer in writing in the usual or common form or in such other form as prescribed by the Designated Stock Exchange or in such form as the Board may accept and may be ~~under hand~~ signed by the transferor and the transferee or, if the transferor or transferee is a Clearing House or its nominee(s), ~~by hand~~signed by a representative of the Clearing House (or its nominee(s)) or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time. (B) Notwithstanding the provisions of subparagraph (A) above but subject to Bye-Law 35A, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the applicable laws, the Listing Rules and the Listing Requirements that are or shall be applicable to such listed shares. Subject to Bye-Law 14(C), the register of members of the Company in respect of its listed shares (whether the Principal Register or a branch register) may be kept by recording the particulars required by Section 65 of the Companies Act in a form otherwise than legible if such recording otherwise complies with the applicable laws and the Listing Rules and the Listing Requirements that are or shall be applicable to such listed shares. ~~(B)~~(C) The transfer of the beneficial ownership in any listed securities or class of listed securities of the Company deposited with the Depository (that are being held by and registered in the name of the Depository or its nominee holding as bare trustee for the Depositors), shall be by way of book entry by the Depository in accordance with the ~~Rules of the~~ Depository Rules and, notwithstanding sections 105, 106 and 110 of the Companies Act 2016, but subject to subsection 148(2) of the Companies Act 2016 and any exemption that may be made from compliance with subsection 148(1) of the Companies Act 2016, the Company shall be precluded from registering and effecting in the register, any transfer of the listed securities deposited with the Depository.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
	~~(C)~~(D) The Company is entitled but not obligated to (a) do all acts and things with, to or for a Depositor whose name appears in the record of Depositors maintained by the Depository pursuant to section 34 of the Securities Industry (Central Depositories) Act 1991 in respect of the beneficial ownership in the shares of the Company which have been deposited with the Depository as if such Depositor is a member of the Company instead of the Depository, and (b) subject to the provisions of the Securities Industry (Central Depositories) Act 1991 (including any amendment that may be made from time to time) and any regulations made thereunder, regard such Depositor as being entitled to all voting and other rights as if such Depositor were an individual member (including the right to vote individually on a show of hands notwithstanding any other provisions in these Bye-Laws), benefits, powers and privileges and be subject to all liabilities, duties and obligations (whether conferred or imposed by the Companies Act or the Bye-Laws) in respect of, or arising from, the number of shares of the Company standing to the credit of the securities account of such Depositor as stated in the record of Depositors maintained by the Depository.
37.	~~The~~ Subject to the Companies Act and all applicable laws and regulations, including the Securities and Futures Ordinance and USM Rules, Bye-Law 35A, the Securities Industry (Central Depositories) Act 1991 and the Depository Rules, (a) the instrument of transfer of any share shall be executed by or on behalf of the transferor and by or on behalf of the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferor or by the transferee or accept mechanically executed transfers in any case in which it thinks fit, in its absolute discretion, to do so~~. The~~; and (b) 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 Bye-Laws 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.
38.	.... (D) Where: (a) the shares of the Company are listed on a stock exchange other than Bursa Malaysia Securities Berhad; and (b) the Company is exempted from compliance with section 14 of the Securities Industry (Central Depositories) Act 1991 or section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the ~~Rules of the~~ Depository Rules in respect of such shares, the Company shall, upon request of a shareholder, permit a transfer of shares held by such shareholder from the branch register of members maintained by the branch registrar of the Company in the jurisdiction of the other stock exchange, to the branch register of members maintained by the branch registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such shares.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
	(E) For so long as the shares are participating securities and not in the process of delisting and save as otherwise permitted or required under the USM Rules, the Board may refuse to register the transfer or transmission of a share (including any transfer from the Principal Register or any branch register to the HK Branch Register) in the circumstances set out in Bye-Law 47A.
39.	Subject to Bye-Law 40(2), the ~~The~~ Board may, in its absolute discretion, and without assigning any reason, refuse to register a transfer of any share (not being a fully paid up share) to a person of whom it does not approve and it may also refuse to register any transfer of any share (whether fully paid or not) to more than four joint holders or any transfer of any share (not being a fully paid up share) on which the Company has a lien.
40.	(1) Subject to Bye-Law 40(2), the ~~The~~ Board may also decline to recognise any instrument of transfer unless: (i) such sum, if any, (not exceeding, in the case of any share capital listed on a stock exchange in Hong Kong, HK$2.50 or such other sum as may from time to time be permitted under the ASR Code, the rules, regulations or codes prescribed by the stock exchange in the Relevant Territory, and, in the case of any other capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise such other sum as the Company may by Ordinary Resolution determine) as the Board shall from time to time determine is paid to the Company in respect thereof; (ii) where a written instrument of transfer is required or permitted by applicable law, the instrument of transfer is lodged at the relevant Registration Office or, as the case may be, the Transfer Office accompanied by ~~the~~any certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); (iii) if applicable, the instrument of transfer is in respect of only one class of share; (iv) the shares concerned are free of any lien in favour of the Company; (v) if applicable, the instrument of transfer is properly stamped; and (vi) where applicable, the permission of the Bermuda Monetary Authority with respect thereto has been obtained.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
	(2) Without prejudice to Bye-Law 39 and Bye-Law 40(1), the Board may refuse to register the transfer of a share: (a) if the share is in certificated form and a specified request is sent; (b) if the share is in uncertificated form, and (i) the specified request is not sent in accordance with the operating rules of the Company's approved securities registrar or (ii) subject to Bye-Law 35A(3), an instrument of transfer is lodged; (c) if the Board is entitled to do so under Bye-Law 47A; or (d) on any other ground provided under the USM Rules.
42.	If the Board shall refuse to register a transfer of any share, it shall, within two months after the date on which the transfer was lodged with the Company (or where Bye-Law 35A applies, within such other period as may be required by the ASR Code, the Listing Rules and/or any other rules and regulations of any competent regulatory authority), send to each of the transferor and the transferee notice of such refusal.
43.	~~Upon~~Subject to Bye-Laws 19B, 19D and 35A, (a) upon every transfer of shares ~~the~~, any certificate held by the transferor shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall be issued at a sum not exceeding the maximum fees prescribed by the rules, regulations or codes of the stock exchange in the Relevant Territory from time to time to the transferee in respect of the shares transferred to him, and if any of the shares included in the certificate so given up shall be retained by the transferor a new certificate in respect thereof shall be issued to him at a sum not exceeding the maximum fees prescribed by the rules, regulations or codes of the stock exchange in the Relevant Territory from time to time~~. The~~; and (b) the Company shall also retain the instrument of transfer (if applicable).
44.	The registration of transfers may be suspended and the register ~~closed~~ may be closed at such times and for such periods as the Board may from time to time determine and either generally or in respect of any class of shares. The register shall not be closed for more than thirty days in any year. For so long as the shares are participating securities, this Bye-Law applies subject to the USM Rules.
47.	If the person becoming entitled to a share pursuant to Bye-Law 46 shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him, at (unless the Board otherwise agrees) the Registration Office, stating that he so elects. If he shall elect to have his nominee registered, he shall testify his election by (a) executing ~~a~~ an instrument of transfer of such share to his nominee~~.~~, or (b) if Bye-Law 35A applies and so permits, send a specified request in respect of such share. All the limitations, restrictions and provisions of these presents relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death, bankruptcy or winding-up of the member had not occurred and the notice or transfer were a transfer executed by such member.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
47A.	This Bye-Law applies to shares for so long as they are participating securities and not in the process of delisting and save as otherwise permitted or required under the USM Rules. The Board may refuse to register the transfer or transmission of a share if: (a) 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 (i) is not received; or (ii) is refused under the USM Rules; (b) 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; or (c) the transferor, transferee or transmittee (as applicable) of the share is not a system-member of the UNSRT system operated by the Company's approved securities registrar.
53.	A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the shares, together with (if the Board shall in its discretion so require) interest thereon from the date of forfeiture until the date of actual payment at such rate not exceeding twenty per cent. per annum as the Board may prescribe, and the Board may enforce the payment thereof if it thinks fit, and without any deduction or allowance for the value of the shares, at the date of forfeiture, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares. For the purposes of this Bye-Law any sum which, by the terms of issue of a share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, whether on account of the nominal value of the share or by way of premium, shall notwithstanding that that time has not yet arrived be deemed to be payable at the date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment. If the relevant shares are held in uncertificated form, the Company shall take such steps as may be required under the uncertificated securities market regime to give effect to the forfeiture.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
54.	A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share in the Company has been duly forfeited or surrendered on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share (or if applicable, send a specified request) in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
58. (B)	In the event of a forfeiture of shares the member shall be bound to deliver and shall forthwith deliver to the Company any~~the~~ certificate(s) ~~or certificates~~ held by him for the shares so forfeited and in any event any~~the~~ certificate(s) issued in respect of~~representing~~ shares so forfeited shall be void and of no further effect.
60.	Subject to the Companies Act, the Company shall ~~in~~for each financial year hold a general meeting as its annual general meeting and shall specify the meeting as such in the notice calling it, and such annual general meeting shall be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any). The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint.
61.	All general meetings other than annual general meetings shall be called special general meetings. All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) shall have their principal place of meeting in Malaysia (the "Principal Meeting Place"), and may be held at one or more locations as provided in Bye-Law 63(A), as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion, subject to the Listing Requirements.
62.	The Board may, whenever it thinks fit, convene a special general meeting, and shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (excluding Treasury Shares) carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Directors or the Secretary, to require a special general meeting to be called by the Directors 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 requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act, and all reasonable expenses incurred by the requisitionists by reason of the failure of the Directors duly to convene a meeting shall be repaid to the requisitionists by the Company in accordance with the provisions of Section 74(5) of the Companies Act.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
63.	(A) The notices convening general meetings shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify (a) the ~~place, day~~date and ~~hour~~time of the meeting, (b) the place of the meeting and if there is more than one Meeting Location as determined by the Board pursuant to Bye-Law 69A, the Principal Meeting Place, (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the Notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (d) particulars of resolutions to be considered at the meeting. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all shareholders other than to such shareholders as, under the provisions of these Bye-laws 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 shareholder and to each of the Directors and the Auditors, and shall be given to all shareholders at least 21 clear days before any ~~meetings including~~ annual general meeting or where any ~~ordinary and~~ special resolution is to be proposed, or ~~where it is an annual~~ at least 14 clear days before any other general meetings (including a special general meeting). Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. Every such meeting must be given by advertisement in at least 1 nationally circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed. (B) (1) The Company shall request the Depository in accordance with the ~~Rules of the~~ Depository Rules, to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. (2) The Company shall also request the Depository in accordance with the ~~Rules of the~~ Depository Rules, to issue a Record of Depositors, as at the latest date which is reasonably practicable which shall in any event be not less than 3 market days before the general meeting (hereinafter referred to as "the General Meeting Record of Depositors").

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
65.	All business shall be deemed special that is transacted at a special general meeting, and also all business that is transacted at an annual general meeting with the exception of sanctioning dividends, the reading, considering and adopting of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet, the election of Directors and the appointment and removal of Auditors and other officers in the place of those retiring, whether by rotation or otherwise, the fixing of the remuneration of the Auditors, and the voting of remuneration or extra remuneration to the Directors.
65A.	All shareholders (including a shareholder which is a ~~clearing~~ Clearing ~~house~~ House (or its nominee(s))) shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a shareholder is required, by the Listing Rules, the rules, codes or regulations of any competent regulatory authority and/or the Listing Requirements, to abstain from voting to approve the matter under consideration.
66.	For all purposes the quorum for a general meeting shall be two members present in person or by a duly authorised corporate representative or by proxy or, for quorum purposes only, two persons appointed by the Clearing House as authorised representative or proxy, and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the meeting.
68.	(A) The Chairman (if any) of the Board (or if there is more than one Chairman of the Board, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present at a general meeting) or, if he is absent or declines to take the chair at such meeting, the Deputy Chairman (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Deputy Chairman, or, if at any general meeting neither of such Chairman or Deputy Chairman is present within fifteen minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as Chairman, and if no Director be present or if all the Directors present decline to take the chair or if the Chairman chosen shall retire from the chair, then the members present shall choose one of their own number to be Chairman. (B) If the Chairman is participating in the general meeting using an electronic facility or facilities and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Bye-law 68(A) 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.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
69.	~~The~~ Subject to Bye-law 69C, the Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time (or indefinitely) and from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine. Whenever a meeting is adjourned for fourteen days or more, at least seven clear days' notice, specifying the ~~place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting~~details at set out in Bye-law 63(A) but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
69A.	(A) 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 shareholder or any proxy attending and participating in such way or any shareholder or 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. (B) All general meetings are subject to the following and, where appropriate, all references to a "shareholder" or "shareholders" in this sub-paragraph (B) shall include a duly authorised representative or duly authorised representatives or a proxy or proxies respectively: (a) where a shareholder is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place; (b) shareholders present in person or by proxy at a Meeting Location and/or shareholders attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to 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 shareholders at all Meeting Locations and shareholders 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;

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
	(c) where shareholders attend a meeting by being present at one of the Meeting Locations and/or where shareholders 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, or the inability of one or more shareholders or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting, and (d) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Bye-Laws 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.
69B.	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, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a shareholder who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any shareholder so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
69C.	If it appears to the chairman of the general meeting that: (a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Bye-law 69A or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting; then, without prejudice to any other power which the chairman of the meeting may have under these Bye-Laws or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.
69D.	The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Shareholders shall also comply with all requirements or restrictions imposed by the owner of or operator of the premises at which the meeting is held. Any decision made under this Bye-law 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.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
69E.	If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the Notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the shareholders. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Bye-Law shall be subject to the following: (a) when a meeting is so postponed, the Company shall endeavour to post a Notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a Notice shall not affect the automatic postponement of a meeting); (b) when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board shall notify the shareholders of details of such change in such manner as the Board may determine; (c) when a meeting is postponed or changed in accordance with this Bye-law, subject to and without prejudice to Bye-law 69, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the shareholders of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Bye-laws not less than 48 hours before the time of the postponed meeting; and (d) Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the shareholders.
69F.	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 Bye-law 69C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.

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69G.	Without prejudice to other provisions in Bye-law 69, a physical meeting may also be held by means of such telephone, electronic facilities or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.
70.	(A) At any general meeting a resolution put to the vote of the meeting shall be decided by a poll save that the Chairman may in good faith, allow a matter which relates purely to a procedural or administrative matter (which shall not constitute the passing of a resolution) to be voted on by a show of hands in which case every shareholder present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-Law, 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 shareholders; 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 shareholders a reasonable opportunity to express their views. 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. ~~on~~ (B) Where a show of hands ~~unless a poll is taken as may from time to time be required under the rules of the Designated Stock Exchange or unless a poll is (~~is allowed, before or on the declaration of the result of the show of hands, a poll may be ~~or on the withdrawal of any other demand for a poll)~~ demanded: ~~(i) by the Chairman of the Meeting; or~~ ~~(ii)~~(i) by at least three members present in person or by a duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or ~~(iii)~~(ii) by any member or members present in person or by a duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or ~~(iv)~~(iii) by a member or members present in person or by a duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right~~; or~~.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
	~~(v) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights of all the members having the right to vote at the meeting.~~ A demand by a person as proxy for a shareholder or in the case of a shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the shareholder. Unless a poll be so taken as required under the rules of the Designated Stock Exchange or unless a poll be so demanded and the demand is not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.
71.	~~If a poll is demanded as aforesaid, it shall (subject as provided in Bye-Law 72) be taken in Poll such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was demanded, as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn, with consent of the Chairman, at any time before the close of the meeting or the taking of the poll, whichever is the earlier. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange~~Intentionally deleted.
74.	~~The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded~~Intentionally deleted.
77.	Any person entitled under Bye-Law 46 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least 48 hours before the time of the holding of the meeting, the postponed meeting or adjourned meeting (as the case may be) at which he proposes to vote, he shall satisfy the Board of his right to be registered as the holder of such shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.

Bye-Law no.	**Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)**
80. (B)	No objection shall be raised to the qualification of any voter except at the meeting, the postponed meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive.
81.	Any member of the Company (including a ~~clearing~~ Clearing ~~house~~House) entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy or representative (if such member is a corporation) to attend and vote instead of such member. A member which is a corporation may execute a form of proxy under the hand of a duly authorised corporate representative. Votes may be given either personally or by a duly authorised corporate representative or by proxy. A member who is the holder of two or more shares may appoint not more than two proxies to attend and vote instead of him on the same occasion. A proxy or representative need not be a member. In addition, a proxy/proxies or representative/representatives representing either an individual member or a member which is a corporation, shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise as if it were an individual shareholder present in person at any general meeting, including the right to speak and vote at the meeting and to vote individually on a show of hands.
82.	The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised, or (subject to any limitations imposed by the Company's approved securities registrar) that is an authenticated message (as defined in Bye-Law 173A) which is attributable and addressed as described in Bye-Law 173A. In the case of an instrument of proxy purporting to be signed on behalf of a corporation under the hand of a duly authorised officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
83.	(A) The Company may, at its absolute discretion, or, where the applicable laws, rules or regulations mandatorily requires the provisions of an electronic address for the receipt of any document or information, the Company shall, 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 Bye-laws) 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 Bye-law 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 Bye-law or if no electronic address is so designated by the Company for the receipt of such document or information. (B) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than forty-eight hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
84.	Every instrument of proxy, whether for a specified meeting or otherwise, shall be in such form as the Board may from time to time approve. The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Bye-laws has not been received in accordance with the requirements of these Bye-laws. Subject to aforesaid, if the proxy appointment and any of the information required under these Bye-laws is not received in the manner set out in these Bye-laws, the appointee shall not be entitled to vote in respect of the shares in question.
85.	The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit. Provided that any form issued to a member for use by him for appointing a proxy to attend and vote at a special general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the member, according to his intention, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business; and (ii) unless the contrary is stated therein, be valid as well for any adjournment or postponement of the meeting as for the meeting to which it relates.
86.	A vote given in accordance with the terms of an instrument of proxy or power of attorney or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Bye-Law 83, at least two hours before the commencement of the meeting, postponed meeting or adjourned meeting at which the proxy is used. Subject to any limitations imposed by the Company's approved securities registrar, such intimation in writing or notice may be sent by means of an authenticated message (as defined in Bye-Law 173A) that is attributable and addressed as described in Bye-Law 173A.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
91.	~~An alternate Director shall (except when absent from the territory in which the Head Office is for the time being situate) be entitled to receive notices of meetings of the Board and shall be entitled to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor a s a Director and for the purposes of the proceedings a t such meeting the provisions of these presents shall apply as if he (instead of his appointor) were a Director. If his appointor is for the time being absent from the territory in which the Head Office is for the time being situate or otherwise not available or unable to act, his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. To such extent as the Board may from time to time determine in relation to any committee of the Board, the foregoing provisions of this paragraph shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member. An alternate Director shall not, save as aforesaid, have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Bye-Laws.~~ No alternate Director shall by virtue of that position be a director for the purposes of the Statutes, but shall nevertheless be subject to the provisions of the Statutes in so far as they relate to the duties and obligations of directors (other than the obligation, if any, to hold any qualifying share in the Company) when performing the functions of a director.
98.	.... (H) A Director shall not vote on any Board resolution approving any contract or proposed contract or arrangement or any other proposal in which he is, directly or indirectly, interested or any of his close associate(s) has a material interest nor shall he be counted in the quorum present at the meeting, but this prohibition shall not apply to any of the following matters: (i) the giving of any security or indemnity either: (a) to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security; (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;

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	(iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including: (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; (iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company. ~~the giving of any security or indemnity either:~~ ~~(a) to the Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or~~ ~~(b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;~~ ~~(ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;~~ ~~(iii) any proposal concerning any other company in which the Director's associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director's associate(s) is/are beneficially interested in shares of that company, provided that the Director's associate(s) is/are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which the interest of his associate(s) is derived) or of the voting rights;~~

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	~~(iv) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:~~ ~~(a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit; or~~ ~~(b) the adoption, modification or operation of a pension fund or retirement, death or disability benefit scheme which relates both to the Directors, his associate(s) and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his associate(s) as such any privilege or advantage not generally accorded to the class of persons to whom such scheme or fund relates; and~~ ~~(v) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.~~ ~~(I) A company shall be deemed to be a company in which a Director and/or his associate(s) own 5% or more if and so long as (but only if and so long as) he and/or his associate(s) is/are (either directly or indirectly) the holder(s) of or beneficially interested in 5% or more of any class of the equity share capital of such company (or of any third company through which his interest or that of his associate(s) is derived) or of the voting rights available to members of such company. For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or his associate(s) has/have no beneficial interest, any shares comprised in a trust in which the Director's or his associates' interest is in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder.~~ ~~(J) Where a company in which a Director and/or his associate(s) hold 5% or more is materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.~~

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
	~~(K)~~(l) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director and/or his close associate(s) (other than the Chairman of the meeting) or as to the entitlement of any Director (other than such Chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not be counted in the quorum, such question shall be referred to the Chairman of the meeting and his ruling in relation to such Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director and/or his close associate(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman of the meeting and/or his close associates such question shall be decided by a resolution of the Board (for which purpose such Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman and/or his close associate(s) as known to such Chairman has not been fairly disclosed to the Board.
103.	No person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless a member intending to propose him for election has, at least 11 clear days before the meeting, send to or left at the registered office of the Company or such other place(s) the Board shall appoint a notice in writing duly signed by the nominee, giving his consent to the nomination as a Director and signifying his candidature for the office, or the intention of such member to propose him for election, provided that in the case of a person recommended by the Directors for election, 9 clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board shall be served on the registered holders of shares at least 7 days prior to the meeting at which the election is to take place.
104.	The ~~Company~~ shareholders may by Ordinary Resolution at a general meeting called for the purpose remove any Director (including a Managing Director or other Executive Director) before the expiration of his term of office notwithstanding anything in these Bye-Laws or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company). Provided that notice of any such meeting shall be served on the Director concerned not less than 14 days before the meeting and such Director shall be entitled to be heard at such meeting. The Members may elect another person in place of any Director removed hereby and hereunder. Any person so elected shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at the meeting, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
129.	A resolution in writing signed by all the Directors except such as are absent from the territory in which the Head Office is for the time being situate or temporarily unable to act through ill-health or disability (or their alternate Directors) shall (so long as such a resolution shall be signed by at least two Directors or their alternates and provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings) be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. <u>A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of this Bye-Law.</u> Any such resolution in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. <u>Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.</u>
134. (B)	Every instrument to which a Seal shall be affixed shall be signed autographically by one Director and the Secretary or by two Directors or some other person appointed by the Board for the purpose provided that<u>, subject to Bye-Laws 19B and 19D,</u> as regards any certificates for shares or debentures or other securities of the Company the Directors may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature other than autographic as specified in such resolution or that such certificates need not be signed by any person.
134. (C)	<u>Subject to Bye-Laws 19B and 19D, the</u> ~~The~~ Company may have a Securities Seal for use for sealing certificates for shares or other securities issued by the Company and no signature of any Director, officer or other person and no mechanical reproduction thereof shall be required on any such certificates or other document and any such certificates or other document to which such Securities Seal is affixed shall be valid and deemed to have been sealed and executed with the authority of the Board notwithstanding the absence of any such signature or mechanical reproduction as aforesaid.

Bye-Law no.	**Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)**
140. (B)	Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the reserves or profits and undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, debentures, or other securities and generally shall do all acts and things required to give effect thereto. For the purpose of giving effect to any resolution under this Bye-Law, the Board may settle any difficulty which may arise in regard to a capitalisation issue as it thinks fit, and in particular may disregard fractional entitlements or round the same up or down and may determine that cash payments shall be made to any members in lieu of fractional entitlements or that fractions of such value as the Board may determine may be disregarded in order to adjust the rights of all parties or that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the members concerned. The Board may appoint any person to sign on behalf of the persons entitled to share in a capitalisation issue a contract for allotment and such appointment shall be effective and binding upon all concerned, and the contract may provide for the acceptance by such persons of the shares, debentures or other securities to be allotted and distributed to them respectively in satisfaction of their claims in respect of the sum so capitalised. To the extent necessary, the Board may make arrangements to calculate a shareholder's rights separately in respect of the portion of shares held by the shareholder in certificated form and the portion held in uncertificated form where it is impracticable to do otherwise.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
146.	Whenever the Board or the Company in general meeting have resolved that a dividend be paid or declared, the Board may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of the Company or any other company, or in any one or more of such ways, with or without offering any rights to shareholders to elect to receive such dividend in cash, and where any difficulty arises in regard to the distribution the Board may settle the same as they think expedient, and in particular may disregard fractional entitlements or round the same up or down, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may determine that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the members concerned, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents <u>or send a specified request if required or permitted by applicable laws, rules, regulations or procedures </u>on behalf of the persons entitled to the dividend and such appointment shall be effective. Where requisite, the Board may appoint any person to sign a contract on behalf of the persons entitled to the dividend and such appointment shall be effective. The Board may resolve that no such assets shall be made available or made to shareholders with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable and in such event the only entitlement of the shareholders aforesaid shall be to receive cash payments as aforesaid. Shareholders affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of shareholders for any purpose whatsoever.
154.	~~Unless~~<u>Subject to Bye-Laws 19B and 19D, (a) unless </u>otherwise directed by the Board, any dividend~~ or~~<u>,</u> bonus <u>or other moneys payable in respect of any share</u> may be paid by cheque or warrant <u>or certificate or other documents or evidence of title </u>sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of that one whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct~~. Every~~<u>; and (b) every</u> cheque or warrant<u>, certificate or other document or evidence of title </u>so sent shall be made payable to the order of the person to whom it is sent, and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend~~ and/or bonus~~<u>, bonus or other moneys payable in respect of any share </u>represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. <u>For the avoidance of doubt, subject to and to such extent permitted by the Listing Rules and the Listing Requirements, any dividend, bonus or other sum payable in cash by the Company to its securities holders 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.</u>

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
155.	All dividends, ~~or~~ bonuses or other moneys payable in respect of any share unclaimed for one year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof. All dividends, ~~or~~ bonuses or other moneys payable in respect of any share unclaimed for six years after having been declared may be forfeited by the Board and shall revert to the Company.
163.	.... (B) The Company shall at each annual general meeting appoint one or more Auditors to hold office until the conclusion of the next annual general meeting, but if an appointment is not made, the Auditor or Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be capable of being appointed Auditor of the Company. The Board may fill any casual vacancy in the office of Auditor, but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act. Subject as otherwise provided by the Companies Act, the remuneration of the Auditor or Auditors shall be fixed by the shareholders in general meeting by an Ordinary Resolution or, unless prohibited by the Listing Rules, in such manner as the ~~Shareholders~~shareholders may determine. (C) Subject to the Companies Act, the shareholders may, at any general meeting convened and held in accordance with these Bye-Laws, by Extraordinary Resolution remove the Auditor at any time before the expiration of his term of office and shall by Ordinary Resolution at that meeting appoint another Auditor in his stead of the remainder of this term.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
167.	(A) Any notice or document (including any "corporate communication" and "actionable 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 Bye-Laws 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~~;~~, subject to the compliance with the Listing Rules and the Listing Requirements, 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, or to the Depository or the relevant authorised depository agent 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 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 appointed newspapers (as defined in the Companies Act) or in newspapers published daily and circulating generally in the territory of and 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 giving to the member a notice stating that the notice or other documents are available there (a "notice of availability"). The notice of availability may be given to the member by any of the means set out above. The contact details of a member as provided to the Depository shall be deemed as the last known address provided by the member to the Company for the purposes of giving of notices to him. 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.~~given or issued by any one or more of the following means, as may be required by the Listing Rules and the Listing Requirements: (a) by serving it personally on the relevant person; (b) 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; (c) by delivering or leaving it at such address as aforesaid; (d) by placing an advertisement in appointed newspapers or other publication and where applicable, (as defined in the Companies Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange; (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-Law 167(D), without the need for any additional consent or notification;

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
	(f) by publishing it on the Company's website or the website of the Designated Stock Exchange without the need for any additional consent or notification; and/or (g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations. (B) 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. (C) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share. (D) Every member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which notices can be served upon him. (E) Subject to any applicable laws, rules and regulations and the terms of these Bye-laws, any notice, document or publication, including but not limited to the documents referred to in Bye-Laws 162 and 167 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such member.
168.	A member shall be entitled to have notices served on him at any address within the Relevant Territory or electronic address (in the event that the shareholder concerned has elected for service of any notice or document at his electronic address or website pursuant to Bye-law 167(D)). Any member whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the member is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
169.	(A) Any notice or other document (including any corporate communication) given or issued by the Company: ~~sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is put into a post office situated within the Relevant Territory and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice was so addressed and put into such post office shall be conclusive evidence thereof.~~ ~~(B) Any notice or document or corporate communication from the Company 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 unless written notification of delivery failure is received. In the event of receipt of such written notification, the notice or document will be given by the Company to the member either personally or sending by post or by courier to him. A notice or document or corporate communication placed on the Company's website 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.~~ (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof; (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; (c) if published on the Company's website or the website of the Designated Stock Exchange, shall be deemed to have been given or served on the day on which the notice, document or publication first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
	(d) if served or delivered in any other manner contemplated by these Bye laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and (e) if published as an advertisement in a newspaper or other publication permitted under these Bye-laws and/or in accordance with the Listing Requirements, shall be deemed to have been served on the day on which the advertisement first so appears. ~~(C) Any notice or document or corporate communication from the Company may be given to a member either in English or Chinese only or in both English and Chinese, subject to due compliance with all applicable Statutes, rules and regulations.~~ ~~(D)~~(B) The accidental omission to give any notice of any meeting to or the non-receipt of any such notice by any of the members shall not invalidate the proceedings at any general meeting or any resolution passed thereat. For the purposes of these Bye-Laws, a notice includes any document.
172.	Any notice or document delivered or sent via electronic means or by post to, or left at the electronic address or registered address of any member in pursuance of these presents, shall notwithstanding that such member be then deceased or bankrupt and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any electronic address or registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.
173.	The signature to any notice or document to be given by the Company may be written, printed or in electronic form.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
173A.	Subject to any limitations imposed by the Company's approved securities registrar, (a) anything sent or supplied by the Company to any holder or transferee of the shares; and (b) anything sent or supplied by any holder or transferee of the shares to the Company, may be sent or supplied by means of an authenticated message. The provisions of the USM Rules relating to the effect of an authenticated message apply if, in accordance with the USM Rules, (a) the message is attributable to the person sending or supplying it; and (b) the person receiving the message is the addressee of the message. For the purpose of this Bye-Law 173A, "authenticated message" bears the meaning given under the USM Rules, except that such message may relate to all the shares that are prescribed securities, and not only those that are participating securities.
179.	Without prejudice to the rights of the Company under Bye-Law 155 and the provisions of Bye-Law 180, the Company may cease ~~sending such cheques~~making distributions for dividend entitlements or dividend warrants ~~by post if such cheques or warrants have been left uncashed on~~if any two consecutive ~~occasions.~~ distributions sent to the relevant shareholder have been rejected, returned or otherwise not completed by the paying bank or payment system or through the approved securities registrar's system. However, the Company may ~~exercise the power to cease sending cheques for dividend entitlements or dividend warrants~~, after the first ~~occasion on which such a cheque or warrant is returned undelivered~~such occurrence, suspend further attempts to effect payment by electronic means until the shareholder has provided to the Company or the approved securities registrar updated payment instructions. For the avoidance of doubt, distributions shall resume once such details have been duly updated and validated.
180.	The Company shall have the power to sell, in such manner as the Board thinks fit, any shares of a member who is untraceable, but no such sale shall be made unless: (i) ~~all cheques or warrants, being not less than~~ three consecutive distributions are returned, rejected, or otherwise uncompleted by the paying bank or payment system (including electronic funds transfers) or remain unclaimed in ~~total number~~the Company's designated facility or otherwise are not completed through the approved securities registrar's system, for any sum payable in cash to the holder of such shares ~~in respect of them sent~~ during the relevant period in the manner authorised by the Bye~~-Laws of the Company have remained uncashed;~~laws; (ii) so far as it is aware at the end of the relevant period, the Company has not at any time during the relevant period received any indication of the existence of the member who is the holder of such shares or of a person entitled to such shares by death, bankruptcy or operation of law;

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
	(iii) the Company has caused an advertisement to be inserted in the Newspapers or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as provided in these Bye-Laws, of its intention to sell such shares and a period of three months has elapsed since the date of such advertisement or such electronic communication; and (iv) the Company has notified the stock exchange in the Relevant Territory of its intention of such sale. For the purpose of the foregoing, "relevant period" means the period commencing twelve years before the date of publication of the advertisement referred to in paragraph (iii) of this Bye-Law and ending at the expiry of the period referred to in that paragraph. For the avoidance of doubt, for shares in uncertificated form, all steps (including tracing efforts and notices) may be carried out through the approved securities registrar's platform in accordance with the ASR Code and the USM Rules. To give effect to any such sale the Board may authorise ~~any person~~the approved securities registrar to transfer the said shares ~~and the~~by means of an electronic instruction through the Electronic System (including the UNSRT System) without the need for a written instrument of transfer ~~signed or otherwise executed~~. Any electronic instruction given by or on behalf of ~~such person~~the approved securities registrar shall be as effective as if it had been executed by the registered holder or the person entitled by transmission to such shares, and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale. The net proceeds of the sale will belong to the Company and upon receipt by the Company of such proceeds it shall become indebted to the former member for an amount equal to such net proceeds. No trusts shall be created in respect of such debt and no interest shall be payable in respect of it and the Company shall not be required to account for any money earned from the net proceeds which may be employed in the business of the Company or as it thinks fit. Any sale under this Bye-Law shall be valid and effective notwithstanding that the member holding the shares sold is dead, bankrupt or otherwise under any legal disability or incapacity.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
181.	Subject to the provisions of Statutes, the Company may destroy: (a) any share certificate which has been cancelled at any time after the expiry of one year from the date of such cancellation; (b) any dividend mandate or any variation or cancellation thereof or any notification of change of name or address at any time after the expiry of two years from the date on which such mandate, variation, cancellation or notification was recorded by the Company; (c) any document, instruction or instrument of transfer of Shares relating to the transfer of shares which has been registered at any time after the expiry of six years from the date of registration; and (d) any other document, on the basis of which any entry in the register is made, at any time after the expiry of six years from the date on which an entry in the register was first made in respect of it; and it shall conclusively be presumed in favour of the Company that every share certificate so destroyed was a valid certificate duly and properly cancelled and that every document, instruction or instrument of transfer relating to the transfer of Shares so destroyed was a valid and effective document, instruction or instrument duly and properly registered and that every other document destroyed hereunder was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company. Provided always that: (i) the foregoing provisions of this Bye-Law shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document was relevant to a claim; (ii) nothing contained in this Bye-Law shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of proviso (i) above are not fulfilled; and (iii) references in this Bye-Law to the destruction of any document include reference to its disposal in any manner.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
185.	(A) If, so long as any of the rights attached to any warrants issued by the Company to subscribe for shares of the Company shall remain exercisable, the Company does any act or engages in any transaction which, as a result of any adjustments to the subscription price in accordance with the provisions applicable under the terms and conditions of the warrants, would reduce the subscription price to below the par value of a share, then the following provisions shall apply: .... (iv) if upon the exercise of the subscription rights represented by any warrant the amount standing to the credit of the Subscription Right Reserve is not sufficient to pay up in full such additional nominal amount of shares equal to such difference as aforesaid to which the exercising warrantholder is entitled, the Board shall apply any profits or reserves then or thereafter becoming available (including, to the extent permitted by law, contributed surplus account, share premium account and capital redemption reserve fund) for such purpose until such additional nominal amount of shares is paid up and allotted as aforesaid and until then no dividend or other distribution shall be paid or made on the fully paid shares of the Company then in issue. Pending such payment up and allotment, the exercising warrantholder shall ~~be issued by~~receive from the Company, subject to Bye-Laws 19B and 19D, with a certificate evidencing his right to the allotment of such additional nominal amount of shares. The rights represented by any such certificate shall be in registered form and shall be transferable in whole or in part in units of one share in the like manner as the shares for the time being are transferable, and the Company shall make such arrangements in relation to the maintenance of a register therefor and other matters in relation thereto as the Board may think fit and adequate particulars thereof shall be made known to each relevant exercising warrantholder upon the issue of such certificate. ....

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
	PAYMENT OF CORPORATE ACTION PROCEEDS AND ELECTRONIC INSTRUCTIONS
188.	To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules and the Listing Requirements, the Company shall: (a) accept instructions from members and its securities holders (including but not limited to dividend election instructions, payment choice instructions, responses to “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules, and instructions regarding any meeting of the securities holders such as meeting attendance indications, proxy appointments, revocations and voting directions) transmitted by electronic means, in such manner and subject to reasonable authentication measures as the Board may from time to time determine; (b) accept payment from shareholders and its securities holders by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate, if the Company makes an offer to shareholders and its securities holders to subscribe for any new securities; and (c) pay any corporate action proceeds (including proceeds paid by the Company to members and its securities holders in connection with its corporate actions, such as the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers, and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations) by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means or system operated or recognised by the Designated Stock Exchange or in the Relevant Territory as the Board considers appropriate.

Bye-Law no.	Proposed Bye-Laws Amendments (showing changes to the Existing Bye-Laws)
UNCERTIFICATED SECURITIES AND ELECTRONIC PROCESSES	
189.	The Company shall comply with all applicable laws and regulations, including the Securities and Futures Ordinance, the USM Rules, the Securities Industry (Central Depositories) Act 1991 and the Depository Rules to facilitate the holding, transfer, and registration of its shares or other prescribed securities in uncertificated form through electronic means, including via the Electronic System. The Company may adopt any technology, system, or method for the issuance, holding, and transfer of shares or securities, whether currently existing or developed in the future, provided such adoption complies with applicable law and regulations. The Company is authorised to take all reasonably practicable steps to support electronic communication with securities holders, including but not limited to electronic voting, proxy instructions, and distribution of corporate action proceeds, and to maintain compatibility with the uncertificated securities market regime.