
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Easy Smart Group Holdings Limited (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Easy Smart Group Holdings Limited

怡俊集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2442)

**(1) PROPOSALS FOR GRANT OF GENERAL MANDATES TO
ISSUE NEW SHARES AND REPURCHASE SHARES,
(2) RE-APPOINTMENT OF AUDITOR,
(3) RETIREMENT OF DIRECTORS AND
RE-ELECTION OF RETIRING DIRECTORS,
(4) PROPOSED AMENDMENTS TO THE
EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND THE
ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION,
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held on Monday, 14 December 2026 at 10:30 a.m. at Conference Room 1&2, 9/F, Henley Building, 5 Queen’s Road Central, Central, Hong Kong is set out on pages 50 to 55 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting, or any adjournment thereof (as the case may be), should you so wish.

23 October 2026

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on Monday, 14 December 2026 at 10:30 a.m. at Conference Room 1&2, 9/F, Henley Building, 5 Queen’s Road Central, Central, Hong Kong;
“AGM Notice”	the notice convening the AGM set out on pages 50 to 55 of this circular;
“Board”	the board of Directors;
“close associate(s)”	has the meaning ascribed to this term under the Listing Rules;
“Companies Act”	the Companies Act (As Revised) of the Cayman Islands as amended from time to time;
“Company”	Easy Smart Group Holdings Limited (怡俊集團控股有限公司), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange;
“core connected person”	has the same meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Existing Articles of Association”	the amended and restated articles of association of the Company;
“Existing Memorandum and Articles”	the amended and restated memorandum and articles of association of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution numbered 5 in the AGM Notice;
“Latest Practicable Date”	14 October 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“New Memorandum and Articles”	the second amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments, proposed to be adopted by the Company at the AGM;
“Proposed Amendments”	the proposed amendments to the Existing Memorandum and Articles as set out in Appendix III to this circular;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution numbered 6 in the AGM Notice;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Buy-backs;
“treasury shares”	has the meaning ascribed to it under the Listing Rules; and
“%”	per cent.

LETTER FROM THE BOARD

Easy Smart Group Holdings Limited

怡俊集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2442)

Executive Directors:

Dr. Tang Tian-Shen (*Chairman of the Board*)

Mr. Ng Wing Woon Dave (*Chief Executive Officer*)

Independent non-executive Directors:

Ms. To Sau Man

Dr. Gong Bin

Mr. Lo Chi Wang

Registered office:

PO Box 500

Suite 210, 2nd Floor

Windward III, Regatta Office Park

Grand Cayman KY1-1106

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Unit G, 7th Floor

Kingsway Industrial Building, Phase II

Nos. 167-175 Wo Yi Hop Road

Kwai Chung, New Territories

Hong Kong

23 October 2026

To the Shareholders

Dear Sir or Madam

**(1) PROPOSALS FOR GRANT OF GENERAL MANDATES TO
ISSUE NEW SHARES AND REPURCHASE SHARES,
(2) RE-APPOINTMENT OF AUDITOR,
(3) RETIREMENT OF DIRECTORS AND
RE-ELECTION OF RETIRING DIRECTORS,
(4) PROPOSED AMENDMENTS TO THE
EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND THE
ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION,
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with details of the resolutions to be proposed at the AGM relating to (i) the proposed Issue Mandate and the proposed Repurchase Mandate; (ii) the proposed re-appointment of auditor; (iii) the proposed re-election of retiring Directors; (iv) the Proposed Amendments and the adoption of the New Memorandum and Articles; and (v) to give you notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by the Shareholders at its annual general meeting of the Company held on 3 November 2025. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general and unconditional mandates:

- (a) to allot, issue and otherwise deal with new Shares (including any sale or transfer of treasury shares) with a total number of not exceeding 20% of the total number of the issued Shares (excluding treasury shares) as at the date of passing the proposed resolution at the AGM; and
- (b) to repurchase Shares with a total number of not exceeding 10% of the total number of the issued Shares (excluding treasury shares) as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if so granted to the Directors at the AGM).

As at the Latest Practicable Date, the issued share capital of the Company comprised 408,000,000 Shares and the Company did not hold any treasury shares.

Subject to the passing of the relevant ordinary resolutions to approve the general and unconditional mandates to issue Shares and repurchase Shares and on the basis of 408,000,000 Shares in issue as at the Latest Practicable Date with no treasury shares and that no further Shares are issued or repurchased and no Shares are held as treasury shares between the Latest Practicable Date and the date of AGM, the Directors would be authorised to exercise the powers of the Company to allot, issue and otherwise deal with a maximum of 81,600,000 new Shares under the Issue Mandate (representing 20% of the total number of the issued Shares (excluding treasury shares) as at the date of the AGM), and the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 40,800,000 Shares (representing 10% of the total number of the issued Shares (excluding treasury shares) as at the date of the AGM).

An explanatory statement required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular containing requisite information regarding the Repurchase Mandate to the Shareholders.

LETTER FROM THE BOARD

EXTENSION TO ISSUE MANDATE

In addition, if the Issue Mandate and the Repurchase Mandate are granted, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the number of the Shares which may be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the Directors pursuant to the Issue Mandate of an amount representing the number of the issued Shares repurchased by the Company pursuant to the Repurchase Mandate.

Details of the extension of the Issue Mandate are set out in the ordinary resolution as referred to in resolution numbered 7 of the notice of the AGM.

RETIREMENT OF DIRECTORS AND RE-ELECTION OF RETIRING DIRECTORS

According to Article 112 of the Existing Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a director either to fill a casual vacancy or as an additional director. Any director appointed by the Board as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Any director appointed under the Existing Articles of Association shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting. Hence, Dr. Tang Tian-Shen, who was appointed as an executive Director with effect from 11 May 2026, Ms. To Sau Man, who was appointed as an independent non-executive Director with effect from 21 January 2026, and Dr. Gong Bin, who was appointed as an independent non-executive Director with effect from 2 July 2026, shall each hold office until the first annual general meeting of the Company after his or her appointment and shall be eligible for re-election. Accordingly, Dr. Tang Tian-Shen, Ms. To Sau Man and Dr. Gong Bin will retire at the AGM.

Further, in accordance with Article 108 of the Existing Articles of Association, Mr. Lo Chi Wang, will retire from office as Director at the AGM and offers himself for re-election as a Director.

Details of the retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

RE-APPOINTMENT OF THE AUDITOR

SHINEWING (HK) CPA Limited (“SHINEWING”) will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment as the auditor of the Company. Based on the recommendation of the Audit Committee, the Board has resolved to propose at the AGM an ordinary resolution to approve the re-appointment of SHINEWING as the auditor of the Company with effect from the conclusion of the AGM and to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration for the financial year ending 30 June 2027.

The estimated audit fee as preliminarily agreed with and payable to SHINEWING for the audit of the consolidated financial statements of the Company and its subsidiaries for the financial year ending 30 June 2027 is expected to be approximately HK\$900,000 to HK\$950,000 (exclusive of disbursements).

LETTER FROM THE BOARD

The estimated audit fee has been determined after due consideration and arm's length negotiations between the Company and SHINEWING taking into account, among others, the business operation of the Group, expected audit scope, expected audit timetable, expected auditors' resources involved and the level of audit specialist required, taking into account the facts and circumstances known to the Company as at the Latest Practicable Date.

The Board considered that the estimated audit fee represents a fair and reasonable estimation after due consideration, and did not expect the final audit fee would substantially deviate from the aforementioned estimate, unless there is a material change in the basis or assumptions.

PROPOSED AMENDMENTS AND THE ADOPTION OF THE NEW MEMORANDUM AND ARTICLES

The Board proposes to make certain amendments to the Existing Memorandum and Articles, in order to, (i) permit the Company to hold repurchased shares of the Company as treasury shares and to cancel or transfer treasury shares, in accordance with the Companies Act and the Listing Rules; (ii) enable the Company to hold general meetings as physical meetings, hybrid meetings or electronic meetings, and permit the Shareholders to attend, speak and vote at general meetings by electronic means, in each case as required by the expanded paperless listing regime under the Listing Rules; (iii) facilitate the electronic dissemination of corporate communications by the Company and its acceptance of electronic instructions from the Shareholders, in accordance with the Listing Rules; (iv) prepare for the uncertificated securities market regime; and (v) incorporate various housekeeping and consequential amendments. Accordingly, the Board proposes to adopt the New Memorandum and Articles in substitution for, and to the exclusion of, the Existing Memorandum and Articles. The Proposed Amendments brought about by the adoption of the New Memorandum and Articles are subject to the approval of the Shareholders by way of a special resolution to be proposed in the AGM.

Full details of the Proposed Amendments brought about by the adoption of the New Memorandum and Articles (marked-up against the Existing Memorandum and Articles) are set out in Appendix III to this circular. The New Memorandum and Articles are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the New Memorandum and Articles is purely a translation only. Should there be any discrepancy, the English version shall prevail.

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

ANNUAL GENERAL MEETING

A notice convening the AGM to be held on Monday, 14 December 2026 at 10:30 a.m. at Conference Room 1&2, 9/F, Henley Building, 5 Queen's Road Central, Central, Hong Kong is set out on pages 50 to 55 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

LETTER FROM THE BOARD

For the purpose of determining entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 9 December 2026 to Monday, 14 December 2026 (both days inclusive), during which period no transfer of the Shares can be registered. In order to be eligible to attend and vote at the AGM, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 8 December 2026. The record date for determining the eligibility of the Shareholders for attending and voting at the AGM is Monday, 14 December 2026.

You will find enclosed a form of proxy for use at the AGM. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or any adjournment thereof (as the case may be), should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate and the extension to the Issue Mandate, the re-appointment of the auditor, the re-election of retiring Directors, and the Proposed Amendments and the adoption of the New Memorandum and Articles are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of all resolutions as set out in the AGM Notice at the AGM.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the 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. Therefore, all resolutions to be proposed at the AGM and contained in the AGM Notice will be voted by way of a poll by the Shareholders. At the conclusion of the AGM, the poll results will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.easysmart.com.hk as prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

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

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By order of the Board
Easy Smart Group Holdings Limited
Dr. Tang Tian-Shen
Chairman

This appendix includes an explanatory statement required by the Stock Exchange to be presented to Shareholders providing the requisite information to Shareholders for consideration of the Repurchase Mandate proposed to be granted to the Directors.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution in a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the Memorandum and Articles, the Listing Rules and the applicable laws of the Cayman Islands. As compared with the financial position of the Company as at 30 June 2026 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there might be an adverse impact on the working capital and on the gearing position of the Company in the event the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

The Listing Rules permit the Company to cancel any Shares it repurchases and/or to hold them as treasury shares, subject to the Companies Act, the Memorandum and Articles and the Listing Rules.

The Directors have no present intention to repurchase any Shares or, if any Shares are repurchased, to hold them as treasury shares. If the Repurchase Mandate is exercised, the Directors will decide whether to cancel the repurchased Shares or to hold them as treasury shares in the light of the circumstances at the time, taking into account the then funding arrangements, market conditions and the interests of the Company and the Shareholders as a whole.

Treasury shares may subsequently be cancelled, sold or transferred on the Stock Exchange, or used to satisfy awards under a share scheme, in each case subject to the Listing Rules. While held in treasury, those Shares will not be counted towards the public float and will carry no voting rights and no right to dividend or other distribution.

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 408,000,000 Shares and the Company did not hold any treasury shares. Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis of 408,000,000 Shares in issue as at the Latest Practicable Date and that no further Shares are issued or repurchased and no Shares are held as treasury shares between the Latest Practicable Date and the date of AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 40,800,000 Shares.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Memorandum and Articles.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Ever Genius International Group Limited, a controlling shareholder of the Company, was interested in approximately 39.57% of the issued Shares. If the Repurchase Mandate were exercised in full (assuming no other change in the issued share capital), that interest would increase to approximately 43.97%. Such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not intend to exercise the Repurchase Mandate to such an extent as would (i) give rise to a mandatory offer obligation under the Takeovers Code or (ii) result in the number of Shares held by the public falling below 25% of the total number of issued Shares (excluding treasury shares, if any).

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) for the year ended 30 June 2026 and up to the Latest Practicable Date, and the Company has not held or sold any treasury shares, for the year ended 30 June 2026 and up to the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date were as follows:

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
October	2.95	2.74
November	5.67	3.34
December	19.46	4.82
2026		
January	26.24	18.50
February	19.69	9.03
March	28.40	9.70
April	40.82	28.72
May	47.50	30.28
June	78.95	45.60
July	77.50	57.60
August	120.00	59.25
September	155.00	60.65
October (up to the Latest Practicable Date)	54.00	37.16

The following are the particulars of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

EXECUTIVE DIRECTOR**Dr. Tang Tian-Shen (湯天申)**

Dr. Tang Tian-Shen (湯天申) (“**Dr. Tang**”), aged 69, is an executive Director, chairman of the Board and a member of the Nomination Committee. He was appointed as an executive Director and chairman of the Board on 11 May 2026.

Dr. Tang has over 30 years of experience in the semiconductor and integrated circuit industry. He has held senior positions including executive vice president of Semiconductor Manufacturing International Corporation (stock code: 688981), vice president of Shanghai Huahong NEC Electronics Co., Ltd., president and chief executive officer of Solantro Semiconductor Corporation, and senior design manager of Intel Corporation in the United States. Prior to his commercial roles, he served as a tenured associate professor at Texas A&M University-Kingsville in the United States. From 2015 to 2027, he served as the representative of China Semiconductor Industry Association to the World Semiconductor Council. Dr. Tang is an executive director of Moffett AI Technology (Shenzhen) Co., Ltd., which is principally engaged in the manufacturing of special equipment, and an independent director of Anji Microelectronics Technology (Shanghai) Co., Ltd. (stock code: 688019), which is principally engaged in the research, development, manufacture and sale of semiconductor materials. He previously served as a director of United Nova Technology Co., Ltd. (stock code: 688469), Whirlpool (China) Co., Ltd. (stock code: 600983) and Brite Semiconductor (Shanghai) Co., Ltd. (stock code: 688691). Save as disclosed above, Dr. Tang has not held any other directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Dr. Tang has entered into a service contract with the Company for an initial term of one year commencing on 11 May 2026, which shall automatically renew for successive one-year periods unless terminated earlier. The appointment may be terminated by either party giving not less than one month’s prior written notice or such shorter period as may be mutually agreed. Dr. Tang is subject to retirement by rotation and re-election at the first annual general meeting of the Company following his appointment and at least once every three years thereafter in accordance with the Existing Articles of Association and the Listing Rules. The director’s fee of Dr. Tang is HK\$400,000 per annum. He is also entitled to a discretionary bonus as determined by the Board with reference to his performance, qualifications, experience, duties and prevailing market benchmarks, subject to review by the Remuneration Committee from time to time.

Save as disclosed above, Dr. Tang does not hold any other position with the Company or other members of the Group or have other major appointments and professional qualifications.

Dr. Tang does not have any relationship with any other Director, senior management, substantial Shareholder or controlling Shareholder of the Company, and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to Dr. Tang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters concerning Dr. Tang that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. To Sau Man (杜秀雯)

Ms. To Sau Man (杜秀雯) (“**Ms. To**”), aged 47, is an independent non-executive Director, and the chairperson of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. She was appointed as an independent non-executive Director on 21 January 2026.

Ms. To holds a Bachelor of Arts degree in Accountancy from The Hong Kong Polytechnic University and a Master of Science degree in Information Technology Management from The Chinese University of Hong Kong. She is a member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants.

Ms. To has over 20 years of experience in finance, accounting, auditing, financial reporting, risk management and internal controls. She is currently group assistant accounting manager of AP Capital Limited, a licensed corporation under the Securities and Futures Commission of Hong Kong. From 2004 to July 2020, she was group accounting general manager of Pacific Basin Shipping Limited (stock code: 2343). From 2000 to 2004, she was a senior auditor at an international audit firm.

Ms. To has entered into a letter of appointment with the Company for an initial term of two years commencing on 21 January 2026, which shall automatically renew for successive periods of one year each thereafter unless terminated earlier. The appointment may be terminated by either party giving not less than one month’s prior written notice or by payment of one month’s director’s fee in lieu of notice. Ms. To is subject to retirement by rotation and re-election at the first annual general meeting of the Company following her appointment and at least once every three years thereafter in accordance with the Existing Articles of Association and the Listing Rules. The director’s fee of Ms. To is HK\$180,000 per annum, payable monthly in arrears, which is determined by the Board with reference to the recommendation of the Remuneration Committee having regard to her qualifications, experience and market conditions, and is subject to periodic review.

Ms. To has confirmed her independence pursuant to Rule 3.13 of the Listing Rules.

Save as disclosed above, Ms. To does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or have other major appointments and professional qualifications.

Ms. To does not have any relationship with any other Director, senior management, substantial Shareholder or controlling Shareholder of the Company, and she has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to Ms. To that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters concerning Ms. To that need to be brought to the attention of the Shareholders.

Dr. Gong Bin (龔斌)

Dr. Gong Bin (龔斌) (“**Dr. Gong**”), aged 45, is an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. He was appointed as an independent non-executive Director on 2 July 2026.

Dr. Gong holds a Doctor of Management degree in Administrative Management from Huazhong University of Science and Technology (華科技大學) and a Master’s degree in Software Engineering from Wuhan University (武漢大學). He has nearly 20 years of experience in the semiconductor industry, with expertise in industrial policy, technology consulting, research institute operations and think tank development.

Dr. Gong currently serves as chairman and dean of Zhuhai Advanced Integrated Circuit Research Institute Co., Ltd.* (珠海先進集成電路研究院有限公司), vice-president and secretary-general of Hengqin Guangdong-Macao Deep Cooperation Zone Semiconductor Industry Association* (橫琴粵澳深度合作區半導體行業協會), a member of the Macao Science and Technology Committee* (澳門科學技術委員會), an expert of the Zhuhai Integrated Circuit Industry Development Expert Advisory Committee (High-End Think Tank)* (珠海市集成電路產業發展專家諮詢委員會(高端智庫)) under the Zhuhai Municipal People’s Government, chief expert of Hubei Provincial Development Planning Research Co., Ltd.* (湖北省發展規劃研究有限公司), and an adjunct professor at Zhongnan University of Economics and Law (中南財經政法大學).

Save as disclosed above, Dr. Gong has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Dr. Gong has entered into a letter of appointment with the Company for an initial term of two years commencing on 2 July 2026, which shall automatically renew for successive periods of one year each thereafter unless terminated earlier. The appointment may be terminated by either party giving not less than one month's prior written notice or by payment of one month's director's fee in lieu of notice. Dr. Gong is subject to retirement by rotation and re-election at the first annual general meeting of the Company following his appointment and at least once every three years thereafter in accordance with the Existing Articles of Association and the Listing Rules. The director's fee of Dr. Gong is HK\$180,000 per annum, payable monthly in arrears, which is determined by the Board with reference to the recommendation of the Remuneration Committee having regard to his qualifications, experience and market conditions, and is subject to periodic review.

Dr. Gong has confirmed his independence pursuant to Rule 3.13 of the Listing Rules.

Save as disclosed above, Dr. Gong does not hold any other position with the Company or other members of the Group or have other major appointments and professional qualifications.

Dr. Gong does not have any relationship with any other Director, senior management, substantial Shareholder or controlling Shareholder of the Company, and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to Dr. Gong that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters concerning Dr. Gong that need to be brought to the attention of the Shareholders.

Mr. Lo Chi Wang (羅智弘)

Mr. Lo Chi Wang (羅智弘) (“**Mr. Lo**”), aged 48, is an independent non-executive Director and a member of each of the Audit Committee and the Remuneration Committee. He was appointed as an independent non-executive Director on 12 April 2023.

Mr. Lo holds a Bachelor of Arts (Honours) degree in Accounting from Manchester Metropolitan University in the United Kingdom. He is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and CPA Australia.

Mr. Lo has over 20 years of experience in accounting and finance. He is currently the group financial controller and the general manager of the Hong Kong factory of Hung Fook Tong Group Holdings Limited (stock code: 1446), a company listed on the Main Board of the Stock Exchange, and he joined as a financial controller in May 2015. Mr. Lo's experience in auditing and tax advisory services was gained from his various positions in Deloitte Touche Tohmatsu from February 2002 to June 2009. He was the financial controller of Hanyu China Holdings Limited from June 2009 to October 2013, and of Sino Grandness Food Industry Group Limited (stock code: T4B, a company listed on the Singapore Stock Exchange) from November 2013 to February 2015.

Mr. Lo is currently an independent non-executive director of Daido Group Limited (stock code: 0544), a company listed on the Main Board of the Stock Exchange, since May 2023. He was an independent non-executive director of Novacon Technology Group Limited (stock code: 8635), a company listed on GEM of the Stock Exchange, from March 2019 to April 2025, and of Dragon Rise Group Holdings Limited (stock code: 6829), a company listed on the Main Board of the Stock Exchange, from January 2018 to September 2021.

Mr. Lo has entered into a letter of appointment with the Company. The appointment may be terminated by either party giving not less than one month's prior written notice. Mr. Lo is subject to retirement by rotation and re-election at least once every three years in accordance with the Existing Articles of Association and the Listing Rules. The director's fee of Mr. Lo is HK\$180,000 per annum, payable monthly in arrears, which is determined by the Board with reference to the recommendation of the Remuneration Committee having regard to his qualifications, experience and market conditions, and is subject to periodic review.

Mr. Lo has confirmed his independence pursuant to Rule 3.13 of the Listing Rules.

Save as disclosed above, Mr. Lo does not hold any other position with the Company or other members of the Group or have other major appointments and professional qualifications.

Mr. Lo does not have any relationship with any other Director, senior management, substantial Shareholder or controlling Shareholder of the Company, and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to Mr. Lo that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters concerning Mr. Lo that need to be brought to the attention of the Shareholders.

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

SECOND AMENDED AND RESTATED
MEMORANDUM
AND
ARTICLES
OF ASSOCIATION
OF

Easy Smart Group Holdings Limited

怡俊集團控股有限公司

(as adopted by a Special Resolution passed on ~~12 April 2023~~ and effective on ~~9 May 2023~~[•••] 2026)

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THE COMPANIES ACT (AS REVISED)

OF THE CAYMAN ISLANDS

EXEMPTED COMPANY LIMITED BY SHARES

SECOND AMENDED AND RESTATED

MEMORANDUM OF ASSOCIATION

OF

Easy Smart Group Holdings Limited

怡俊集團控股有限公司

(Company)

(as adopted by a Special Resolution passed on ~~12 April 2023~~ and effective on ~~9 May 2023~~ [•••] 2026)

2. The registered office is situated at the offices of Appleby Global Services (Cayman) Limited, ~~74 Fort Street, PO Box 500, George Town~~ Suite 210, 2nd Floor, Windward III, Regatta Office Park, Grand Cayman, KY1-1106, Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide.

THE COMPANIES ACT (AS REVISED)

OF THE CAYMAN ISLANDS

EXEMPTED COMPANY LIMITED BY SHARES

SECOND AMENDED AND RESTATED

ARTICLES OF ASSOCIATION

OF

Easy Smart Group Holdings Limited

怡俊集團控股有限公司

(Company)

(as adopted by a Special Resolution passed on ~~12 April 2023~~ and effective on ~~9 May 2023~~[•••] 2026)

- 1 (b) Any marginal notes, titles or lead in references to Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum or Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith:
- Marginal
Notes

Articles: means these Second Amended and Restated Articles of Association in their present form and all supplementary, amended or substituted articles for the time being in force;

ASR: shall have the same meaning as in the SFO;

ASR Code: means the Code of Conduct for Approved Securities Registrars published by the SFC as from time to time in effect and includes any amendments thereof and any other codes or guidelines incorporated therewith, supplementary thereto or substituted therefor;

ASR Rules: means the Securities and Futures (Approved Securities Registrar) Rules (Cap. 571AT), as amended from time to time;

Authenticated Message: shall have the meaning given under the USM Rules;

Certificated Form: a Share is in a Certificated Form where, under the USM Rules, it is not recorded in the Hong Kong Register as being held in Uncertificated Form;

Communication Facilities: means video, video-conferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities by means of which all persons participating in a meeting are capable of hearing and being heard by each other and all Shareholders' rights to speak and vote at the meeting are maintained;

Company's Website: means the website of the Company, the address or domain name of which has been notified to the Shareholders;

Dematerialisation: means conversion from Certificated Form to Uncertificated Form (and "Dematerialise" shall be construed accordingly);

Dematerialisation Request: shall have the meaning given under the USM Rules;

Electronic Means: means sending or otherwise making the communication available to the intended recipients in electronic format;

HKSCC: means Hong Kong Securities Clearing Company Limited;

Hong Kong Register: means the branch register of Members holding Shares in the Company that is maintained in Hong Kong in accordance with the Companies Act and the USM Rules;

In the Process of Delisting: shall have the meaning given under the USM Rules;

Listing Rules: ~~shall mean~~ means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);

Memorandum: means the second amended and restated memorandum of association of the Company in their present form and all supplementary, amended or substituted memorandum for the time being in force;

Operating Rules: means the operating rules of the Company's ASR (by whatever name called) for using any facilities provided by it, including in particular any facilities for evidencing and transferring legal title to Shares in the Company or for sending and receiving Authenticated Messages;

person: means any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires;

Participating Securities: shall have the meaning given under the USM Rules;

Prescribed Securities: shall have the meaning ascribed to it in the SFO;

Present: means, in respect of any person, such person's presence at a general meeting of Shareholders, which may be satisfied by means of such person or, if a corporation or other non-natural person, its duly authorised representative (or, in the case of any Shareholder, a proxy which has been validly appointed by such Shareholder in accordance with these Articles), being:

- (a) physically present at the meeting; or
- (b) in the case of any meeting at which Communication Facilities are permitted, in accordance with these Articles, including any Virtual Meeting, connected by means of the use of such Communication Facilities;

Rematerialisation: means conversion from Uncertificated Form to Certificated Form (and "Rematerialise" shall be construed accordingly);

Securities and Futures Ordinance or SFO: means the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) as amended from time to time and includes every other rule or subsidiary legislation incorporated therewith or substituted therefor;

SFC: means the Securities and Futures Commission of Hong Kong;

Shareholder or Member: means the person who is duly registered in the Register as holder for the time being of any Share and includes persons who are jointly so registered;

Specified Request: shall have the meaning given under the USM Rules;

System-member: shall have the meaning given under the USM Rules;

Transfer Office: means the place where the principal register of Shareholders is located for the time being;

Uncertificated Form: a Share is in Uncertificated Form if it is recorded in the Hong Kong Register as being held in uncertificated form in accordance with the USM Rules;

UNSRT System: shall have the meaning given under the SFO;

USM Rules: means the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) made under the Securities and Futures Ordinance, as in force from time to time and any amendments thereto or re-enactments thereof for the time being in force and includes every other rule or subsidiary legislation incorporated therewith or substituted therefor;

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

- (c) In these Articles, unless there be something in the subject or context inconsistent General herewith:
- (i) words denoting the singular number shall include the plural number and vice versa;
 - (ii) words importing any gender shall include every gender and words importing persons shall include partnerships, firms, companies and corporations;
 - (iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; ~~and~~
 - (iv) references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force; ~~;~~
 - (v) references to “address” in the context of any communication pursuant to the Articles shall, where applicable, include an electronic address unless the Companies Act or the Listing Rules require a postal address; and
 - (vi) sections 8 and 19(3) of the Electronic Transactions Act (As Revised) of the Cayman Islands shall not apply.

App.3 2 To the extent that the same is permissible under Cayman Islands law and subject to Article When Special
App.A1 13, a Special Resolution shall be required to alter the Memorandum of Association of the Resolution is
Para 16 Company, to approve any amendment of the Articles or to change the name of the Company. required

SHARES, WARRANTS AND MODIFICATION OF RIGHTS

- App.3
App.A1
Para 15
- 5
- (a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated either with the consent in writing of the holders of not less than $\frac{3}{4}$ in nominal value of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be two Shareholders ~~present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy~~Present (whatever the number of Shares held by them) and that any holder of Shares of the class ~~present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy~~Present may demand a poll.
- (b) The provisions of this Article shall apply to the variation or abrogation of the rights attached to the Shares of any class as if each group of Shares of the class differently treated formed a separate class the rights whereof are to be varied or abrogated. For the avoidance of doubt, Shares in the Company do not constitute a separate class solely by virtue of being in Certificated Form or Uncertificated Form.
- How rights of shares may be modified

- 15 (a) Subject to the Companies Act, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of Shares, the Company shall have the power to purchase or otherwise acquire all or any of its own Shares (which expression as used in this Article includes redeemable Shares) provided that the manner and terms of purchase have first been authorised by an Ordinary Resolution of the Shareholders, and to purchase or otherwise acquire warrants and other securities for the subscription or purchase of its own Shares, and shares and warrants and other securities for the subscription or purchase of any shares in any company which is its Holding Company and may make payment therefor in any manner and terms authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any Shares or warrants or other securities in the Company or any company which is a Holding Company of the Company and should the Company purchase or otherwise acquire its own Shares or warrants or other securities neither the Company nor the Board shall be required to select the Shares or warrants or other securities to be purchased or otherwise acquired rateably or in any other manner and terms as between the holders of Shares or warrants or other securities of the same class or as between them and the holders of Shares or warrants or other securities of any other class or in accordance with the rights as to Dividends or capital conferred by any class of Shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with the relevant code, rules or regulations issued from time to time by the HK Stock Exchange and/or the ~~Securities and Futures Commission of Hong Kong~~ SFC from time to time in force.
- (d) The holder of the Shares being purchased or redeemed shall be bound to deliver up to the Company at the Head Office or such other place as the Board shall specify the certificate(s) thereof, if any issued, for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.

Company to
purchase its
own securities
and to finance
the same

REGISTER OF SHAREHOLDERS AND SHARE CERTIFICATES

- 17 (b) Subject to the provisions of the Companies Act and the USM Rules, if the Board considers it necessary or appropriate, the Company may establish and maintain a principal or branch register of Shareholders at such location as the Board thinks fit and, during the Relevant Period, the Company shall keep its principal or a branch register of Shareholders in Hong Kong. For so long as, in respect of the Hong Kong Register, any class of Shares are Prescribed Securities, in accordance with the USM Rules, and shall include in it such matters as are required by the Companies Act and the USM Rules to be included in the Hong Kong Register.

Local or
branch
register

App.3
App.A1
Para 20

- (c) During the Relevant Period and subject to the USM Rules (except when the Register is closed), any Shareholder may inspect during business hours any Register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance. For the avoidance of doubt, any holder of Prescribed Securities is entitled, on request and without charge, to inspect any entry made in relation to that person in the Register and to make a copy of any such entries during the course of inspection in accordance with this Article and the USM Rules.

App.3
App.A1
Para 20

- (d) The Register may be closed at such time or for such period ~~not exceeding in the whole 30 days in each year~~ as the Board may determine, subject to and in compliance with the USM Rules (in respect of the Hong Kong Register) and other rules and regulations relevant to the Company (including any waiver or exemption granted thereunder); provided that, subject to the foregoing, the Register shall not be closed for more than 30 days in aggregate in any year. For so long as any Shares in the Company are Participating Securities, the Hong Kong Register may not be closed for more than two consecutive Business Days at a time, or any longer period during which trading of the Shares on the HK Stock Exchange is suspended, except as otherwise permitted under the USM Rules.

18

For so long as any class of Shares are Prescribed Securities, and to the extent not inconsistent with the Companies Act, the following provisions shall apply in respect of the Hong Kong Register relating to such Shares that are Prescribed Securities:

- (a) where any Share is in issue in Uncertificated Form, or is Dematerialised, the Share will be recorded in the Hong Kong Register as being in Uncertificated Form and such record will not be amended or removed except in accordance with the USM Rules;
- (b) entries in the Hong Kong Register will have such evidential value and other effect as provided in the Companies Act and the USM Rules;
- (c) changes to any entry in the Hong Kong Register relating to the holder of a Share will be notified to the holder in accordance with the USM Rules and the ASR Code; and
- (d) a person may, in accordance with the USM Rules, inspect, make copies of, and request to be provided with copies of, entries in the Hong Kong Register.

- 1948 (a) Every person whose name is entered as a ~~Shareholder~~Member in the Register shall be entitled to ~~receive within the relevant time limit as prescribed in the Companies Act or as the HK Stock Exchange may from time to time determine, whichever is shorter, after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide or is required by the applicable rules of the stock exchange of the Relevant Territory) one certificate for all his Shares, or, if he shall so request, in a case where the allotment or transfer is of a number of Shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange of the Relevant Territory on which the Shares are listed upon payment of such sum (in the case of a transfer, not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, HK\$2.50 or such other sum as may from time to time be allowed or not prohibited under the Listing Rules, and in the case of any other Shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for Shares in stock exchange board lots or whole multiples thereof as he shall request and one for the balance (if any) of the Shares in question, provided that inhold their Shares in Uncertificated Form in accordance with the USM Rules and in compliance with the Listing Rules and other relevant regulations applicable to the Company. Subject to Article 23, a Member shall only be entitled to a share certificate if the Directors resolve that share certificates shall be issued. Share certificates representing Shares, if any, shall be in such form as the Directors may determine. In respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders.~~ Share certificates
- 2049 Every certificate for Shares, warrants or debentures or representing any other form of securities of the Company shall be ~~issued~~undersigned by one or more Directors or other person authorised by the Directors and/or affixed with the Seal of the Company, which for this purpose may be a duplicate Seal. The Directors may generally or in any particular case resolve that the Seal or any signatures may be affixed to or imprinted on share certificates by mechanical process, or that any certificates sealed with the Seal need not be signed by any person. Share certificates to be sealed
- 23 Notwithstanding Article 19, this Article applies to the Shares in the Company 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. With effect from (and including) the day on which any class of Shares in the Company become Participating Securities (the “Participation Date”), no certificate will be issued in respect of any such Participating Securities. For the avoidance of doubt, the preceding sentence applies (without limitation) in the following circumstances: (a) following any issue, allotment, transfer, transmission, consolidation or subdivision of Shares is registered in the Register on or after the Participation Date; or (b) where, for whatever reason, the holder of a Share requests to replace an existing certificate for the Share, and the replacement certificate is not issued before the Participation Date.

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~~If~~Subject to Article 25, 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~~ such amount as may from time to time be ~~allowed or not prohibited~~permitted under the Listing Rules, ~~and, in the case of any other capital, such~~ (or such lesser sum in such currency as the BoardDirectors may from time to time ~~determine to be reasonable in the territory in which the relevant Register is situated, or such other sum as the Company may by Ordinary Resolution determine)~~ as the Board shall ~~from time to time determine~~require) or the ASR Code (as the case may be) 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 to the Company for cancellation. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company all costs and out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity.

Replacement
of share
certificates

25

This Article applies to Shares in the Company 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. If a certificate issued in respect of a Member's Shares is defaced, damaged, lost or destroyed, and no replacement certificate is issued prior to the Participation Date: (a) the Member is not entitled to be issued with a replacement certificate in respect of the same Shares; and (b) subject to the below, the Shares may instead be Dematerialised in accordance with the USM Rules. Shares of a Member that are covered by a certificate that is defaced, damaged, lost or destroyed may not be Dematerialised unless the Member has complied with the conditions as to evidence, indemnity and the payment of a reasonable fee that the Directors decide.

26

This Article apply (i) to Shares in the Company for so long as they are Participating Securities and not in the Process of Delisting; and (ii) save as otherwise permitted or required under the USM Rules:

- (a) Any Share issued on or after the Participation Date will be issued in Uncertificated Form and no certificate will be issued in respect of any Share in accordance with the USM Rules.
- (b) With effect from (and including) the Participation Date, Shares which are in Certificated Form may be Dematerialised in accordance with the USM Rules. A reasonable Dematerialisation fee (not exceeding any applicable limits prescribed under the ASR Code) may be charged by the Company's ASR to the holder and/or transferee of a Share in connection with the Dematerialisation of the Share. Such fee may be charged irrespective of whether the Dematerialisation is initiated by the Company or requested by the holder or transferee.

- 27 This Article applies to Shares in the Company if they are Participating Securities. Shares in the Company which are in Uncertificated Form may be Rematerialised in accordance with the USM Rules. As soon as reasonably practicable after any Rematerialisation, the Company must issue, free of charge, to each Member whose Shares are Rematerialised, such number of certificates in respect of those Shares as is required under the USM Rules. If more than one person holds a Share, only one certificate may be issued in respect of it.

LIEN

- 3025 The net proceeds of such sale after the payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability or engagement in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the Shares prior to the sale) be paid to the person entitled to the Shares at the time of the sale, provided that any certificate issued in respect of the Shares sold has been surrendered to the Company for cancellation or a suitable indemnity has been given for any lost certificates. For the purpose of giving effect to any such sale, the Board may authorise some person to execute an instrument of transfer or send a Specified Request in respect of the Shares sold to the purchaser thereof and may enter the purchaser's name in the Register as holder of the Shares, and the purchaser shall not be bound to see the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings relating to the sale.
- Application of proceeds of sale

CALLS ON SHARES

- 3328 A copy of the notice referred to in Article 2732 shall be sent to relevant Shareholders in the manner in which notices may be sent to Shareholders by the Company as ~~herein provided in~~ Article 187.
- Copy of notice to be sent to shareholders
- 29 ~~In addition to the giving of notice in accordance with Article 28, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the relevant Shareholders by notice to be inserted at least once in the Newspapers.~~
- Notice of call may be given

TRANSFER OF SHARES

- 4339 Subject to the Companies Act and Article 44, all transfers of Shares ~~shall~~ may be effected by an instrument of transfer in writing in the usual or common form or in such other form as the Board may accept provided always that it shall be in such a form prescribed by the HK Stock Exchange and may be under hand only or, if the transferor or transferee is a Clearing House (or its nominee(s)), under hand or by machine imprinted signature or by such other means of execution as the Board may approve from time to time. The instrument of transfer shall be executed by or on behalf of the transferor and by or on behalf of the transferee, provided that the Directors may dispense with the execution of the instrument of transfer by the transferee in any case which they think fit in their discretion to do so. An instrument of transfer of any Share shall be executed with a manual signature or a facsimile signature (which may be machine printed or otherwise) by or on behalf of the transferor and the transferee, provided that in the case of execution by facsimile signature by or on behalf of a transferor or transferee, the Directors shall have previously been provided with a list of specimen signatures of the authorised signatories of such transferor or transferee and the Directors shall be reasonably satisfied that such facsimile signature corresponds to one of those specimen signatures. The transferor shall be deemed to remain the holder of a Share until the name of the transferee is entered in the Register in respect thereof. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any Share by the allottee in favour of some other person.
- 4440 ~~The~~ This Article applies to Shares in the Company for so long as they are Prescribed Securities and not In the Process of Delisting and save as otherwise permitted or required under the USM Rules. With effect from (and including) the Participation Date, (a) if the Shares to be transferred are held by the transferor in Certificated Form, they may be transferred by means of an instrument of transfer of any Share shall be executed by or on behalf of that complies with Article 43 and the USM Rules; and (b) if the Shares are held by the transferor in Uncertificated Form, Shares may be transferred by means of a Specified Request from the transferor and by or on behalf of the transferee that complies with the USM Rules provided that the Board may dispense with the execution of the Shares held by the transferor in Uncertificated Form may be transferred by means of an instrument of transfer by the transferor or the transferee or accept mechanically executed transfers in any case in which it in its absolute discretion thinks fit to do so. The transferor shall be deemed to remain the holder of the Share until the name of the transferee is entered in the Register in respect thereof. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any Share by the allottee in favour of some other person if the Directors are satisfied that it is not reasonably practicable to transfer them by means of a Specified Request. A reasonable fee (not exceeding any applicable limits prescribed under the ASR Code) may be charged by the Company's ASR for registering any instrument of transfer, Specified Request or other document relating to or affecting the title to any Share.

Form and
execution of
transferExecution of
transfer

4541 (b) Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time stipulate, and which agreement it shall, without giving any reason therefore, be entitled in its absolute discretion to give or withhold) no Shares on the principal Register shall be removed to any branch Register nor shall Shares on any branch Register be removed to the principal Register or any other branch Register and all removals and other documents of title relating to or affecting the title to any ~~share~~Share or other securities of the Company shall be lodged for registration, and be registered, in the case of any Shares on a branch Register, at the relevant Registration Office, and, in the case of any Shares on the principal Register, at the Transfer Office.

4642 Fully paid Shares shall be free from any restriction with respect to the right of the holder thereof to transfer such Shares (except when permitted by the HK Stock Exchange) and shall also be free from all liens. The Board however, may, in its absolute discretion, refuse to register a transfer of any Share which is not fully paid to a person of whom it does not approve or any Share issued under any share option scheme upon which a restriction on transfer imposed thereby still subsists, and it may also refuse to register a transfer of any Share (whether fully paid up or not) to more than four joint holders or a transfer of any Shares (not being a fully paid up Share) on which the Company has a lien or register a transfer of any Share to an infant or to a person of unsound mind or under other legal disability. 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, send to each of the transferor and the transferee notice of such refusal and, except where the subject Share is not a fully paid Share, the reason(s) for such refusal. Directors may refuse to register a transfer

4743 The Board may also decline to recognise any instrument of transfer unless:

- (a) a fee of such amount not exceeding the maximum as the HK Stock Exchange~~amount~~ as may from time to time determine~~be prescribed by the ASR Code (as the case may be) or the HK Stock Exchange~~ to be payable (or such lesser sum as the Board may from time to time require) has been paid to the Company; Requirement as to transfer
- (b) ~~the~~where the transfer is effected by an instrument of transfer, the instrument of transfer is lodged at the relevant Registration Office or, as the case may be, the Transfer Office accompanied by the certificate of the Shares to which it relates (which shall upon registration of the transfer be cancelled), if any such certificate has been issued, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do);
- (c) where the transfer is effected by an instrument of transfer, the instrument of transfer is in respect of only one class of Share;
- (d) the Shares concerned are free of any lien in favour of the Company; and
- (e) where the transfer is effected by an instrument of transfer, if applicable, the instrument of transfer is properly stamped.

- 4844 ~~The Board~~Without prejudice to Articles 46 ~~to 48~~and 47, the Directors may refuse to register ~~at the transfer or transmission of any Share to an infant or to a person of unsound mind or under other legal disability~~if: (a) the Share is in Certificated Form and a Dematerialisation Request in respect of that Share and any other Share covered by the same certificate as that Share is not received or is refused under the USM Rules; (b) the Share is in Uncertificated Form as a result of the Company having initiated its Dematerialisation, and the Dematerialisation fee payable in respect of the Dematerialisation 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 ASR. This Article applies to Shares in the Company 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. No transfer to an infant
- 4945 Without prejudice to Articles 46 to 48, the Directors may refuse to register the transfer of a Share if: Notice of refusal
- (a) the Share is in Certificated Form, and a Specified Request is sent;
- (b) ~~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, send to each of the transferor and the transferee notice of such refusal and, except where the subject Share is not a fully paid Share, the reason(s) for such refusal~~the Share is in Uncertificated Form, and (i) the Specified Request is not sent in accordance with the Operating Rules; or (ii) subject to Article 44(b), an instrument of transfer is lodged, or (iii) if the Directors are entitled to do so by virtue of Article 48; or (iv) on any other ground provided under the USM Rules.
- 50 Where Article 48 applies, and the Directors refuse to register the transfer of a Share, a notice of refusal must be sent to the transferor and the transferee within such period as indicated in the ASR Code.
- 5146 Upon every transfer of Shares, the certificate in respect thereof (if any) held by the transferor shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall, subject to the Board resolving to issue share certificates pursuant to Article 19(a), be issued to the transferee in respect of the Shares transferred to him as provided in Article 18, and if any of the Shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall, subject to the Board resolving to issue share certificates pursuant to Article 19(a), be issued to him as provided in Article 18. The Company shall retain the instrument of transfer. Certificate to be given up on transfer

TRANSMISSION OF SHARES

- 5550 If the person becoming entitled to a Share pursuant to Article ~~49~~54 shall elect to be registered himself as the holder of such Share, he shall deliver or send to the Company a notice in writing signed by him, at (unless the Board otherwise agrees) the Registration Office, stating that he so elects. If he shall elect to have his nominee registered, he shall testify his election by executing aan instrument of transfer of such Share to his nominee or, if Article 44 applies and so permits, send a Specified Request in respect of it. All the limitations, restrictions and other provisions of these Articles relating to the right to transfer and the registration of transfers of Shares shall be applicable to any such notice or transfer as aforesaid as if the death, bankruptcy or winding-up of the Shareholder had not occurred and the notice or transfer were a transfer executed by such Shareholder before the transmission.
- 5651 A person becoming entitled to a Share by reason of the death, bankruptcy or winding-up of the holder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the Share. However, the Board may, if it thinks fit, withhold the payment of any Dividend payable or other advantages in respect of such Share until such person shall become the registered holder of the Share or shall have effectually transferred such Share, but, subject to the requirements of Article ~~80~~87 being met, such a person may vote at general meetings of the Company.

Notice of election to be registered of nominee

Retention of dividends, etc. until transmission of shares of a deceased or bankrupt shareholder

FORFEITURE OF SHARES

- 5752 If a Shareholder fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, without prejudice to the provisions of Article ~~34~~38, serve notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.
- 6257 A certificate in writing that the declarant is a Director or the Secretary, and that a Share has been duly forfeited or surrendered on a date stated in the certificate, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share. The Company may receive the consideration, if any, given for the Share on any re-allotment, sale or disposition thereof and may authorise some person to execute aan instrument of transfer or send a Specified Request in respect of the Share in favour of the person to whom the Share is re-allotted, sold or disposed of and such person shall thereupon be registered as the holder of the Share, and shall not be bound to see to the application of the subscription or purchase money, (if any), nor shall his title to the Share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, re-allotment, sale or disposal of such Share.
- 6661 (b) In the event of a forfeiture of Shares the Shareholder shall be bound to deliver and shall forthwith deliver to the Company the certificate or certificates (if any) held by him for the Shares so forfeited and in any event the certificates representing Shares so forfeited shall be void and of no further effect.

If call or instalment not paid notice may be given

Evidence of forfeiture and transfer of forfeited share

GENERAL MEETINGS

App.3 App.A1 Para 14(1)	6762	At all times during the Relevant Period other than the financial year of the Company's adoption of these Articles, the Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it. The annual general meeting must be held within six (6) Months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any) and shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place <u>(which, in the case of a Virtual Meeting, includes a virtual place)</u> as the Board shall appoint. ~~A meeting of the Shareholders or any class thereof may be held~~The Board may make Communication Facilities available for a specific general meeting or all general meetings or separate meetings of the holders of shares of that class of the Company so that Shareholders and other participants may attend and participate at such meetings by means of such ~~telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously~~Communication Facilities, and participation in such a meeting shall constitute ~~presence~~Presence at such meetings. Without limiting the generality of the foregoing, the Directors may determine that any general meeting may be held as a Virtual Meeting.	When annual general meeting to be held
App. 3A1 Para 14(5)	6964	The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding <u>together</u>, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.	Convening of extraordinary general meeting
App.3 App.A1 Para 14(2)	7065	An annual general meeting of the Company shall be called by at least 21 days' notice in writing, and a general meeting of the Company, other than an annual general meeting, shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place <u>(which, in the case of a Virtual Meeting, includes a virtual place)</u>, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 6773), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:	Notice of meetings

- (a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% of the total voting rights at the meeting of all ~~members of the Company~~ Members.

71 The notice of any general meeting at which Communication Facilities will be utilised (including any Virtual Meeting) shall specify the Communication Facilities that will be utilised, including the procedures to be followed by any Member or other participant of the general meeting who wishes to utilise such Communication Facilities for the purpose of attending, participating and voting at such meeting.

PROCEEDINGS AT GENERAL MEETINGS

- App.3 73A67A All Shareholders have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration. Right to speak and right to vote at general meetings
- App.A1
Para 14(3)
- 7468 For all purposes the quorum for a general meeting shall be two Shareholders ~~present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote~~ Present. No business shall be transacted at any general meeting unless the requisite quorum shall be ~~present~~ Present at the time when the meeting proceeds to business and continues to be ~~present~~ Present until the conclusion of the meeting. Quorum
- 7569 If within 15 minutes from the time appointed for the meeting a quorum is not ~~present~~ Present, the meeting, if convened upon the requisition of Shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place (whether physical or virtual) as shall be decided by the Board, and if at such adjourned meeting a quorum is not ~~present~~ Present within 15 minutes from the time appointed for holding the meeting, the Shareholder or the Shareholders ~~present in person (or, in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and entitled to vote~~ Present shall be a quorum and may transact the business for which the meeting was called. When quorum is not present meeting to be dissolved and when to be adjourned
- 7670 The chairman (if any) of the Company or if he is absent or declines to take the chair at such meeting, the Vice chairman (if any) of the Company shall take the chair at every general meeting, or, if there be no such chairman or Vice chairman, or, if at any general meeting neither of such chairman or Vice chairman is ~~present~~ Present within 15 minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors ~~present~~ Present shall choose one of their number as chairman of the meeting, and if no Director be ~~present~~ Present or if all the Directors ~~present~~ Present decline to take the chair or if the chairman chosen shall retire from the chair, then the Shareholders ~~present~~ Present shall choose one of their number to be chairman of the meeting. chairman of general meeting

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

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

7871 The chairman of the meeting may, with the consent of any general meeting at which a quorum is ~~present~~Present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place (whether physical or virtual) as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place (which, in the case of a Virtual Meeting, includes a virtual place), the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

Power to adjourn general meeting, business of adjourned meeting

7972 At any general meeting a resolution put to the vote of the meeting shall be decided by poll save that the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution to be voted on by a show of hands. Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded by:

Poll, show of hands and demand for poll

- (a) ~~at least two Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting;~~ Present; or
- (b) any Shareholder or Shareholders ~~present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy~~Present and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (c) any Shareholder or Shareholders ~~present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy~~Present and holding Shares 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.

8174 A poll shall be taken in such manner (including the use of ballot or voting papers or tickets Poll or by electronic voting) and at such time and place as the chairman of the meeting 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 required or demanded. In the event that a poll is demanded after the chairman of the meeting allows a show of hands pursuant to Article ~~72~~79, the demand for a poll may be withdrawn, with the consent of the chairman of the meeting, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is the earlier.

VOTES OF SHAREHOLDERS

App.3
App.A1
Para 14(3)8679 Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting, ~~on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have every~~ Votes of shareholders Shareholder Present shall have (a) the right to speak, (b) on a poll one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share), and (c) on a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy Present shall (save as provided otherwise in this Article) have one (1) vote. On a poll a Shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands and on a poll, each such proxy is under no obligation to cast all his votes in the same way.

App.3
App.A1
Para 14(3)(4)86A79A Where the Company has knowledge that any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.

8780 Any person entitled under Article ~~54~~56 to be registered as the holder of any Shares may vote Votes in respect of deceased and bankrupt shareholders at any general meeting in respect thereof in the same manner as if he were the registered holder of such Shares, provided that at least 48 hours before the time of the holding of the meeting or adjourned meeting (as the case may be) at which he proposes to vote, he shall satisfy the Board of his right to be registered as the holder of such Shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.

8881 Where there are joint registered holders of any Share, any one of such persons may vote at Joint holders any meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be ~~present~~Present at any meeting ~~personally or by proxy~~, that one of the said persons so ~~present~~Present whose name stands first on the Register in respect of such Share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased Shareholder, and several trustees in bankruptcy or liquidators of a Shareholder in whose name any Share stands shall for the purposes of this Article be deemed joint holders thereof.

APPOINTMENT OF PROXY AND CORPORATE REPRESENTATIVE

App.3 App.A1 Para 18	9285	Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. <u>The number of proxies appointed by a Member who is an individual may not in any event exceed two.</u> A proxy need not be a Shareholder of the Company. On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were an individual Shareholder.	Proxies
	9386	No appointment of a proxy shall be valid unless it names the person appointed and his appointor. The Board may, unless it is satisfied that the person purporting to act as proxy is the person named in the relevant instrument for his appointment and the validity and authenticity of the signature of his appointor, decline such person's admission to the relevant meeting, reject his vote or, in the event that a poll is demanded after the chairman of the meeting allows a show of hands pursuant to Article 7279, his demand for a poll and no Shareholder who may be affected by any exercise by the Board of its power in this connection shall have any claim against the Directors or any of them nor may any such exercise by the Board of its powers invalidate the proceedings of the meeting in respect of which they were exercised or any resolution passed or defeated at such meeting.	
App.3 App.A1 Para 18	9487	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 ASR) may be an Authenticated Message that is attributable and addressed as described in the USM Rules. <u>An appointment under an instrument of proxy may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy was given. Subject to any limitations imposed by the Company's ASR, such notice may be sent by means of an Authenticated Message that is attributable and addressed as described in the USM Rules.</u>	Instrument appointing proxy to be in writing

- 9588 The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) or in such other manner (including by Electronic Means) 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 48 hours before the time for holding the meeting or adjourned meeting (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 12 Months from the date of its execution, except at an adjourned meeting where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked. Appointment of proxy must be deposited
- 9891 A vote given in accordance with the terms of an instrument of proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the Share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Article 8895, at least two hours before the commencement of the meeting or adjourned meeting at which the proxy is used. When vote by proxy valid though authority revoked
- 9992 (a) Any corporation which is a Shareholder may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders of the Company, and the person so authorised shall be entitled to exercise the same rights and powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholder of the Company. References in these Articles to a Shareholder ~~present in person~~ Present at a meeting shall, unless the context otherwise requires, include a corporation which is a Shareholder represented at the meeting by such duly authorised representative. Appointment of multiple corporate representatives
- (b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93100) authorise or appointed such person or persons as it thinks fit to act as its representative ~~or representatives(s) or proxy(ies)~~ at any meeting of the Company or at any meeting of any class of Shareholders provided that if more than one person is so authorised or appointed, the authorisation or form of proxy shall specify the number and class of Shares in respect of which each such ~~representative person~~ representative is so authorised or appointed. A person so authorised or appointed pursuant to the provisions of this Article shall be deemed to have been duly authorised or appointed without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote and the right to speak.

- 10093 Unless the Board agrees otherwise, an appointment of a corporate representative shall not be valid as against the Company unless: Conditions for appointment of corporate representatives
- (a) in the case of such an appointment by a Shareholder which is a Clearing House (or its nominee(s)), a written notification of the appointment issued by any director, the secretary or any authorised officer(s) of such Shareholder shall have been delivered at such place or one of such places (if any) or in such other manner (including by Electronic Means) as is specified in the notice of meeting or in the form of notice issued by the Company, or handed to the chairman of the meeting at the meeting or, if no place is specified, at the principal place of business maintained by the Company in the Relevant Territory from time to time before the time of holding the meeting or adjourned meeting at which the person so authorised proposes to vote or handed to the chairman of the meeting at the meeting; and
 - (b) in the case of such an appointment by any other corporate Shareholder, a copy of the resolution of its directors or other governing body of the Shareholder authorising the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the Shareholder's constitutive documents and a list of directors or members of the governing body of the Shareholder as at the date of such resolution, or, as the case may be, power of attorney, in each case certified by a director, secretary or a member of the governing body of that Shareholder and notarised, or, in the case of a form of notice of appointment issued by the Company as aforesaid, completed and signed in accordance with the instructions thereon or in the case of a power of attorney a notarised copy of the relevant authority under which it was signed, shall have been deposited at such place or one of such places (if any) or in such other manner (including by Electronic Means) as is specified in the notice of meeting or in the form of notice issued by the Company as aforesaid (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the corporate representative proposes to vote.

BOARD OF DIRECTORS

- 110403 Notwithstanding Articles ~~100~~107, ~~101~~108 and ~~102~~109, the remuneration of a managing director, joint managing director, deputy managing director or an executive director or a Director appointed to any other office in the management of the Company may from time to time be fixed by the Board and may be by way of salary, commission, or participation in profits or otherwise or by all or any of those modes and with such other benefits (including pension and/or gratuity and/or other benefits on retirement) and allowances as the Board may from time to time decide. Such remuneration shall be in addition to his ordinary remuneration as a Director. Remuneration of managing directors, etc.
- 111404 (c) Article ~~104~~111(a) and (b) shall only apply during the Relevant Period.
- 112405 (g) if he shall be removed from office by an Ordinary Resolution of the Company under Article ~~114~~121; or

APPOINTMENT AND ROTATION OF DIRECTORS

118~~114~~ The Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director. Any Director so appointed shall be subject to retirement by rotation pursuant to Article ~~108~~115. Appointment of Directors

~~App.3~~
~~App.A1~~
Para 4(2)

119~~112~~ The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

~~App.3~~
~~App.A1~~
Para 4(3)

121~~114~~ The Shareholders may by Ordinary Resolution remove any Director (including a managing director or other executive director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108. Power to remove Director by Ordinary Resolution

MANAGING DIRECTORS, ETC.

129~~122~~ The Board may from time to time appoint any one or more of them to the office of managing director, joint managing director, deputy managing director or other executive director and/or such other office in the management of the business of the Company as it may decide for such period and upon such terms as it thinks fit and upon such terms as to remuneration as it may decide in accordance with Article ~~103~~110. Power to appoint managing directors, etc.

130~~123~~ Every Director appointed to an office under Article ~~122~~129 hereof shall, but without prejudice to any claim for damages for breach of any contract of service between himself and the Company, be liable to be dismissed or removed therefrom by the Board. Removal of managing directors, etc.

131~~124~~ A Director appointed to an office under Article ~~122~~129 shall be subject to the same provisions as to resignation and removal as the other Directors of the Company, and he shall ipso facto and immediately cease to hold such office if he shall cease to hold the office of Director for any cause. Cessation of appointment

CHAIRMAN AND OTHER OFFICERS

~~139~~¹³² The Board may from time to time elect or otherwise appoint one of them to the office of chairman, vice chairman and officers chairman of the Company and another to be the vice chairman of the Company (or two or more vice Chairmen) and determine the period for which each of them is to hold office. The chairman of the Company or, in his absence, the vice chairman of the Company shall preside as chairman at meetings of the Board, but if no such chairman or vice chairman be elected or appointed, or if at any meeting the chairman or vice chairman is not present within five minutes after the time appointed for holding the same and willing to act, the Directors present shall choose one of their number to be chairman of such meeting. All the provisions of Articles ~~103~~¹¹⁰, ~~108~~¹¹⁵, ~~123~~¹³⁰, ~~124~~¹³¹ and ~~125~~¹³² shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Article.

PROCEEDINGS OF THE DIRECTORS

~~142~~¹³⁵ Subject to Article ~~107~~¹¹⁴, questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the chairman of the meeting shall have a second or casting vote. How questions to be decided

~~146~~¹³⁹ The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not replaced by any regulations imposed by the Board pursuant to Article ~~137~~¹⁴⁴. Proceedings of committee

~~149~~¹⁴² (a) A resolution in writing signed by all the Directors (or their respective alternate Directors) entitled to vote on the relevant resolution shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolutions in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. Directors' resolutions

(b) Where a Director is, on the date on which a resolution in writing is last signed by a Director, absent from the territory in which the Head Office is for the time being situated, or cannot be contacted at his last known address or contact telephone or facsimile number, or is temporarily unable to act through ill-health or disability and, in each case, his alternate (if any) is affected by any of these events, the signature of such Director (or his alternate) to the resolution shall not be required, and the resolution in writing, so long as such a resolution shall have been signed by at least two Directors or their respective alternates who are entitled to vote thereon or such number of Directors or their respective alternates entitled to vote on the relevant resolution as shall form a quorum, shall be deemed to have been passed at a meeting of the Board duly convened and held, provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors (or their respective alternates) entitled to vote on the relevant resolution for the time being entitled to receive notices of meetings of the Board at their respective last known address, telephone or facsimile number or, if none, at the Head Office and provided further that no Director is aware of or has received from any Director any objection to the resolution.

MINUTES AND CORPORATE RECORDS

- 150~~143~~ (a) The Board shall cause minutes to be made of: Minutes of proceedings of meetings and Directors
- (i) all appointments of officers made by it;
- (ii) the names of the Directors present at each meeting of the Board and of committees appointed pursuant to Article ~~137~~144; and
- (iii) all resolutions and proceedings at all meetings of the Company and of the Board and of such committees.

CAPITALISATION OF RESERVES

- 160~~153~~ (c) The provisions of paragraph (e) of Article ~~160~~167 shall apply to the power of the Company to capitalise under this Article as it applies to the grant of election thereunder *mutatis mutandis* and no Shareholder who may be affected thereby shall be, and they shall be deemed not to be, a separate class of Shareholders by reason only of the exercise of this power.

DIVIDENDS AND RESERVES

- 162~~155~~ (a) The Board may subject to Article ~~156~~163 from time to time pay to the Shareholders such interim Dividends as appear to the Board to be justified by the financial conditions and the profits of the Company and, in particular but without prejudice to the generality of the foregoing, if at any time the share capital of the Company is divided into different classes, the Board may pay such interim Dividends in respect of those Shares in the capital of the Company which confer to the holders thereof deferred or non-preferential rights as well as in respect of those Shares which confer on the holders thereof preferential rights with regard to Dividend and provided that the Board acts bona fide it shall not incur any responsibility to the holders of Shares conferring any preference for any damage that they may suffer by reason of the payment of an interim Dividend on any Shares having deferred or non-preferential rights. Board's power to pay interim dividends
- 169~~162~~ Unless and to the extent that the rights attached to any Shares or the terms of issue thereof otherwise provide, all Dividends shall (as regards any Shares not fully paid throughout the period in respect of which the Dividend is paid) be apportioned and paid pro rata according to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the Dividend is paid. For the purposes of this Article no amount paid on a Share in advance of calls pursuant to Article ~~38~~42 shall be treated as paid on the Share. Dividends to be paid in proportion to paid up capital

- 174~~167~~ Unless otherwise directed by the Board, any Dividend or other moneys payable or bonuses, rights or other distributions in respect of any Share may be paid or satisfied by wire transfer to the Shareholder or by cheque or warrant or certificate or other documents or evidence of title sent through the post to the registered address of the Shareholder entitled, or, in the case of joint holders, to the registered address of that one whose name stands first in the Register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque, warrant, certificate or other document or evidence of title so sent shall be made payable to the order of the person to whom it is sent or, in the case of certificates or other documents or evidence of title as aforesaid, in favour of the Shareholder(s) entitled thereto, and the payment on any such cheque or warrant by the banker upon whom it is drawn shall operate as a good discharge to the Company in respect of the Dividend and/or other moneys represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Every such cheque, warrant, certificate or other document or evidence of title as aforesaid shall be sent at the risk of the person entitled to the Dividend, money, bonus, rights and other distributions represented thereby. Payment by
wire transfer
or by post

ACCOUNTS

- 182~~175~~ (b) Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by two of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than twenty-one (21) days before the date of the meeting be ~~delivered or sent by post together with the notice of annual general meetings~~ sent or made available in any manner permitted by Article 187, including by publication on the Company's Website and the HK Stock Exchange's website, to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent or made available to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a printed copy of those documents has not been sent shall be entitled to receive a printed copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.
- Annual report
of Directors
and
balance sheet
to be sent to
shareholders

AUDITORS

- App. 3A1
Para 17
- 183~~176~~ (a) The Shareholders may by Ordinary Resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by the Shareholders in a general meeting by Ordinary Resolution or in such manner as the Shareholders may determine.
- App. 3A1
Para 17
- (b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by Ordinary Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.

NOTICES

- 187~~180~~ (b) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:
- (1) personally by leaving it at the registered address of such Shareholder as appearing in the Register;
 - (2) by sending it through the post in a prepaid envelope or wrapper letter addressed to such Shareholder at his~~their~~ registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. Register (which shall be sent by airmail where the notice or document is posted from one country to another);
 - (3) by Electronic Means by transmitting it to any electronic number or address or website supplied by the Shareholder to the Company;
 - (4) by placing it on the Company's Website and the HK Stock Exchange's website;

(5) (in the case of notice) by advertisement published in the manner prescribed in the Listing Rules; or

(6) subject to any limitations imposed by the Company's ASR, 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.

In case of joint holders of a ~~share~~Share, all notices shall be given to that one of the joint holders whose name stands first in the ~~register~~Register and notice so given shall be sufficient notice to all the joint holders. ~~Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.~~

~~(e) Any such notice or document may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. Where any notice or document is served or delivered to any person in respect of a share in accordance with these Articles, no person deriving any title or interest in that share shall be entitled to any further service or delivery of that notice or document.~~

~~(c) (d) Any notice or document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid envelope or wrapper addressed to the Company or to such officer at the Head Office or Registered Office.~~

~~(d) (e) The Board may from time to time specify the form and manner in which a notice may be given to the Company by electronic means~~Electronic Means, including one or more addresses for the receipt of an electronic communication, and may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such electronic communication. Any notice may be given to the Company by ~~electronic means~~Electronic Means only if it is given in accordance with the requirements specified by the Board.

181- ~~(a) Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the Shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available.~~ Shareholders out of the Relevant Territory

- (b) — ~~Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he served in the manner so described which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.~~
- (c) — ~~If on three consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address for the service of notices on him.~~

188+82 Any notice or other document (including any corporate communications within the meaning ascribed thereto under the Listing Rules):

- (a) delivered personally or left at a registered address otherwise than by post shall be deemed to have been served on the day it was so delivered or left;
- (b) sent by post shall be deemed to have been served on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into a post office; and in proving such service it shall be sufficient to prove that the envelope containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Directors that the envelope containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;
- (c) given by Electronic Means as provided in the Articles shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;
- (d) served by being placed on the Company's Website and the HK Stock Exchange's website shall be deemed to be served at such time as may be prescribed by the Listing Rules; and
- (e) Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a website shall be deemed to have been served or delivered on the day it was so published.
served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or Newspapers in which the advertisement is published (or on the last day of issue if the publication and/or Newspapers are published on different dates).

When notice
deemed to be
served

- 189~~183~~ A notice or document may be given by the Company to the person which the Company has been advised are entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder ~~by sending it through the post in a prepaid envelope or wrapper~~ in the same manner as other notices or documents which are required to be given under the Articles and shall be addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or ~~(until such an address has been so supplied)~~ at the option of the Company by giving the notice or document in any manner in which the same might have been given if the death, mental disorder, bankruptcy or winding up had not occurred. Service of notice to persons entitled on death, mental disorder or bankruptcy
- 190~~184~~ Any person who by operation of law, transfer or other means whatsoever shall become entitled to any Share shall be bound by every notice in respect of such ~~share~~Share which prior to his name and address being entered on the ~~register~~Register shall have been duly served to the person from whom he derives his title to such ~~share~~Share. Transferee to be bound by prior notices
- 191~~185~~ Any notice or document delivered or sent ~~by post to, or left at the registered address of~~ any Shareholder in pursuance of these Articles, shall notwithstanding that such Shareholder be then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, be deemed to have been duly served in respect of any registered Shares whether held solely or jointly with other persons by such Shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such Shares. Notice valid though shareholder deceased, bankrupt

WINDING UP

- App. 3A1
Para 21 194~~188~~ Subject to the Companies Act, a resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution. Modes of winding up

STOCK

- 202~~196~~ The following provisions shall have effect at any time and from time to time provided that they are not prohibited by or inconsistent with the Companies Act:
- (d) Such of the provisions of these Articles as are applicable to fully paid Shares shall apply to stock, and the words “Share” and “Shareholder” herein shall include “stock” and “stockholder” and ~~“member”~~Member”.

NOTICE OF ANNUAL GENERAL MEETING

Easy Smart Group Holdings Limited 怡俊集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2442)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of Easy Smart Group Holdings Limited (the “**Company**”) will be held on Monday, 14 December 2026 at 10:30 a.m. at Conference Room 1&2, 9/F, Henley Building, 5 Queen’s Road Central, Central, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and report of the directors (the “**Directors**”) and the independent auditor of the Company and its subsidiaries for the year ended 30 June 2026.
2. To re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company and to authorise the board (the “**Board**”) of Directors of the Company to fix their remuneration.
3.
 - (a) To re-elect Dr. Tang Tian-Shen (湯天申) as an executive Director of the Company;
 - (b) To re-elect Ms. To Sau Man (杜秀雯) as an independent non-executive Director;
 - (c) To re-elect Dr. Gong Bin (龔斌) as an independent non-executive Director; and
 - (d) To re-elect Mr. Lo Chi Wang (羅智弘) as an independent non-executive Director.
4. To authorise the Board of the Company to fix the remuneration of the Directors of the Company.
5. To consider as special business and, if thought fit, passing the following resolution as an ordinary resolution:

“**THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (including any sale or transfer of treasury shares out of treasury) or securities convertible into such shares or options, warrants, or similar rights to subscribe for any shares or convertible securities of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (B) the approval in paragraph (A) of this resolution shall be in addition to any other authorisation given to the Directors and the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the share capital of the Company) during or after the end of the Relevant Period;
- (C) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in the Company in lieu of the whole or part of a dividend in accordance with the Articles of the Company from time to time, or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the total number of the issued shares of the Company (excluding treasury shares) at the time of passing this resolution and the said approval shall be limited accordingly;
- (D) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Memorandum and Articles of Association of the Company or the Companies Act or any other applicable laws of the Cayman Islands to be held; and
- (iii) the time when such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of shares of the Company or offer or issue of options, warrants or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.”

6. To consider as special business, and if thought fit, to pass the following resolution as an ordinary resolution:

“**THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the share capital of the Company (which may be cancelled or held as treasury shares) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the total number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the total number of the issued shares of the Company (excluding treasury shares) as at the time of passing this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(D) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Memorandum and Articles of Association of the Company or the Companies Act or any other applicable laws of the Cayman Islands to be held; and
- (iii) the time when such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

7. To consider as special business, and if thought fit, to pass the following resolution as an ordinary resolution:

“THAT conditional upon the passing of the ordinary resolutions numbered 5 and 6 as set out in this notice convening the Meeting of which this resolution forms part (**“this Notice”**), the general and unconditional mandate granted to the Directors pursuant to resolution numbered 5 as set out in this Notice be and is hereby extended by the addition thereto of an amount representing the total number of shares repurchased by the Company under the authority granted pursuant to resolution numbered 6 as set out in this Notice, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company (excluding treasury shares) as at the date of passing resolution numbered 6.”

SPECIAL RESOLUTION

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

“THAT:

- (a) the proposed amendments to the existing amended and restated memorandum and articles of association of the Company (the **“Existing Memorandum and Articles”**), details of which are set out in Appendix III to the circular of the Company dated 23 October 2026 (the **“Proposed Amendments”**), be and are hereby approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the second amended and restated memorandum and articles of association of the Company (incorporating and consolidating the Proposed Amendments, a copy of which has been produced to this Meeting and marked “A” and initialled by the chairman of the Meeting for the purpose of identification) (the “**New Memorandum and Articles**”) be approved and adopted as the new memorandum and articles of association of the Company in substitution for, and to the exclusion of, the Existing Memorandum and Articles with immediate effect from the close of the Meeting; and
- (c) (i) any one Director be and is hereby authorised to do all such acts and things and execute and deliver all relevant documents for and on behalf of the Company as he/she consider(s) necessary, desirable, appropriate or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Amendments and the Company’s adoption of the New Memorandum and Articles, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong; and (ii) the Company’s registered office provider be and is hereby authorised and instructed to make such filing with the Registrar of Companies in the Cayman Islands as is necessary in connection with this resolution.”

By order of the Board
Easy Smart Group Holdings Limited
Dr. Tang Tian-Shen
Chairman

Hong Kong, 23 October 2026

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. 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 its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. A form of proxy for use at the Meeting is enclosed. To be valid, the form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.

NOTICE OF ANNUAL GENERAL MEETING

5. Where there are joint registered holders of any shares, any one of such joint holder may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
6. Completion and delivery of the form of a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wishes and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against ordinary resolution numbered 6 as set out in this notice is enclosed in this circular.
8. For the purpose of determining entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 9 December 2026 to Monday, 14 December 2026 (both days inclusive), during which period no transfer of the Shares can be registered. In order to be eligible to attend and vote at the AGM, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 8 December 2026. The record date for determining the eligibility of the Shareholders for attending and voting at the AGM is Monday, 14 December 2026.
9. Members of the Company or their proxies shall produce documents of their proof of identity when attending the Meeting.
10. If typhoon signal number 8 or above, or a "black" rainstorm warning is in effect at any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of the Company at www.easysmart.com.hk and on the HKEXnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.