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

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

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金粵控股有限公司

Rich Goldman Holdings Limited

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 00070)**

# (1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS, APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF THE AUDIT COMMITTEE; (2) PROPOSED RE-APPOINTMENT OF AUDITOR; (3) PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (4) PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION; AND (5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of the Company to be held at meeting room of Soho 2, 6/F, Ibis Hong Kong Central & Sheung Wan, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Monday, 30 November 2026 at 11:00 a.m. is set out on pages 46 to 51 of this circular. A form of proxy for use at the AGM is also enclosed herewith. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at https://www.hkexnews.hk and of the Company at https://www.richgoldman.com.hk. Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof (as the case may be). **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. In the event you attend the AGM after having lodged the form of proxy, it shall be deemed to be revoked.**

30 October 2026

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*In this Circular, unless the context otherwise requires, the following expressions have the following meanings:*

| | |
|---|---|
| "AGM" | the annual general meeting of the Company to be held at meeting room of Soho 2, 6/F, Ibis Hong Kong Central & Sheung Wan, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Monday, 30 November 2026 at 11:00 a.m.; |
| "AGM Notice" | the notice convening the AGM as set out on pages 46 to 51 of this circular; |
| "Articles" | the articles of association of the Company as amended from time to time; |
| "Audit Committee" | the audit committee of the Board; |
| "Board" | the board of Directors or a duly authorised committee thereof; |
| "CCASS" | the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited; |
| "close associate(s)" | shall have the meaning ascribed to it under the Listing Rules; |
| "Company" | Rich Goldman Holdings Limited, a company incorporated in Hong Kong with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange; |
| "core connected person(s)" | shall have the meaning ascribed to it under the Listing Rules; |
| "Director(s)" | the director(s) of the Company; |
| "Group" | the Company and its subsidiaries from time to time; |
| "HK$" | Hong Kong dollars, the lawful currency of Hong Kong; |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC; |
| "Issue Mandate" | the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue and otherwise deal with additional Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding Treasury Shares) as at the date of passing of the relevant resolution for approving such general mandate; |

| | |
|---|---|
| "Latest Practicable Date" | 23 October 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein; |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented and/or otherwise modified from time to time; |
| "PRC" | the People's Republic of China which, for the purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region and Taiwan, unless otherwise specified; |
| "Proposed Amendments" | the proposed amendments to the Articles as set out in Appendix III to this circular; |
| "Repurchase Mandate" | the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue (excluding Treasury Shares) as at the date of passing of the relevant resolution for approving such general mandate; |
| "SFO" | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented and/or otherwise modified from time to time; |
| "Share(s)" | ordinary share(s) in the share capital of the Company; |
| "Shareholder(s)" | holder(s) of the 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, as amended, supplemented and/or otherwise modified from time to time; |
| "Treasury Shares" | has the meaning ascribed to it under the Listing Rules and as amended from time to time; and |
| "%" | per cent. |

金粵控股有限公司
Rich Goldman Holdings Limited
*(Incorporated in Hong Kong with limited liability)*
**(Stock Code: 00070)**

*Executive Directors:*
Ms. Lin Yee Man *(Chairman)*
Ms. Yu Huan

*Independent non-executive Directors:*
Mr. Cheung Yat Hung, Alton
Mr. Yue Fu Wing
Ms. Yeung Hoi Ching

*Registered Office:*
Room 1807, 18/F
West Tower, Shun Tak Centre
168-200 Connaught Road Central
Sheung Wan, Hong Kong

30 October 2026

*To the Shareholders*

Dear Sir or Madam,

# (1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS, APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF THE AUDIT COMMITTEE; (2) PROPOSED RE-APPOINTMENT OF AUDITOR; (3) PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (4) PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION; AND (5) NOTICE OF ANNUAL GENERAL MEETING

## 1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with the AGM Notice and information regarding the resolutions to be proposed at the AGM relating to (i) the re-election of retiring Directors, appointment of independent non-executive Director and change in composition of the Audit Committee; (ii) the re-appointment of auditor; (iii) the grant of the Issue Mandate and the Repurchase Mandate; (iv) the extension of the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate; and (v) the proposed adoption of new Articles.

## 2. RE-ELECTION OF RETIRING DIRECTORS, APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF THE AUDIT COMMITTEE

In accordance with articles 79 and 80 of the Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director shall be subject to retirement from office by rotation at least once every three years. A retiring Director shall be eligible for re-election. Moreover, pursuant to Code Provision B.2.3 of Appendix C1 to the Listing Rules, if an independent non-executive director has served for more than nine years, such director's further appointment should be subject to a separate resolution to be approved by shareholders.

Each of Mr. Cheung Yat Hung, Alton, Mr. Yue Fu Wing and Ms. Yeung Hoi Ching has served the Company for more than nine years, with length of tenure being approximately 19.1 years, 21.5 years and 9.3 years as at 30 June 2026, respectively. Accordingly, Mr. Cheung Yat Hung, Alton, Mr. Yue Fu Wing and Ms. Yeung Hoi Ching shall retire from office by rotation at the AGM.

During the period of their tenure, they have provided professional advice and insight to the Board. They have in-depth understanding of the Group's business and operation and have also demonstrated strong independence by providing impartial views and comments at Board and Board committee meetings during their tenure of office. They have not taken part in the day-to-day management of the Company. The Board considered that the long service of the independent non-executive Directors will not affect their exercise of independent judgment and was satisfied that each of the independent non-executive Directors has the required integrity and experience to continue fulfilling the role of an independent non-executive director, and believes that they are still independent and should be re-elected.

The annual director's fee for the service of Mr. Cheung Yat Hung, Alton, Mr. Yue Fu Wing and Ms. Yeung Hoi Ching with the Group shall be HK$60,000, HK$60,000 and HK$90,000, respectively, which are determined based on their duties and responsibilities in the Company with reference to the prevailing market conditions. Each of their emoluments is subject to review by the Board and the remuneration committee of the Company from time to time.

Mr. Cheung Yat Hung, Alton and Mr. Yue Fu Wing, being eligible, will offer themselves for re-election at the AGM. However, Ms. Yeung Hoi Ching will retire on voluntary basis and has decided not to seek re-election at the AGM due to her desire to retire and devote more time to her other business development and personal affairs. Accordingly, Ms. Yeung Hoi Ching will cease to be an independent non-executive Director and a member of the Audit Committee upon the conclusion of the AGM. Ms. Yeung Hoi Ching has confirmed that she has no disagreement with the Board and there is no other matter in relation to her retirement that needs to be brought to the attention of the Stock Exchange and the Shareholders.

Pursuant to Code Provision B.2.4 of Appendix C1 to the Listing Rules, where all the independent non-executive directors of an issuer have served more than nine years on the board, the issuer should appoint a new independent non-executive director on the board at the forthcoming annual general meeting. Moreover, upon the retirement of Ms. Yeung Hoi Ching with effect from the conclusion of the AGM, the Company needs to appoint a new independent non-executive Director to comply with the Listing Rules.

In consideration of the above, and recommendation of the nomination committee of the Company, the Board proposes to appoint Ms. Lay Lee Wai as an independent non-executive Director with effect from the conclusion of the AGM. Such appointment will be subject to the approval by the Shareholders at the AGM by way of ordinary resolution and, if being approved, effective from the conclusion of the AGM. Subject to the passing of the relevant resolution for the appointment of Ms. Lay Lee Wai as an independent non-executive Director, and following the retirement of Ms. Yeung Hoi Ching as an independent non-executive Director and a member of the Audit Committee, Ms. Lay Lee Wai will be appointed as a member of the Audit Committee.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting (including, but not limited to, an annual general meeting). The biographical details of Mr. Cheung Yat Hung, Alton, Mr. Yue Fu Wing and Ms. Lay Lee Wai, the Directors who are proposed to be re-elected and appointed at the AGM, are set out in Appendix I to this circular.

## 3. RE-APPOINTMENT OF AUDITOR

Upon recommendation of the Audit Committee, an ordinary resolution will be proposed at the AGM to approve the re-appointment of ZHONGHUI ANDA CPA Limited as the independent auditor of the Company and to authorise the Board to fix its remuneration.

The estimated audit fee agreed with and payable to ZHONGHUI ANDA CPA Limited for the audit services for the financial year ending 30 June 2027 is expected to be within the approximate range of HK$850,000 to HK$1,050,000. This estimate was determined after due consideration and arm's length negotiations between the Company and ZHONGHUI ANDA CPA Limited, having regard to, among other things, the scale and complexity of the Group's business operations, the expected scope of the audit, the audit timetable, the mix of professional staff to be deployed, the anticipated audit workload, and the prevailing market rates for comparable services.

The estimated audit fee is agreed on the assumptions that there will be no material changes in the Group's operations, accounting policies, or the regulatory environment during the financial year, and that the Company provides timely and adequate assistance and information as reasonably required.

The estimated audit fee payable to ZHONGHUI ANDA CPA Limited is determined on a fair and reasonable basis after due consideration, and the Board considers that the audit fee is fair and reasonable taking into account of the facts and circumstances known as at the Latest Practicable Date. Save for any material changes in the aforementioned basis and assumptions, the final audit fee determined after the AGM is not expected to be deviated materially from the above estimated amount. In the event of any material change, the Company will make further disclosure as and when appropriate.

## 4. GRANT OF ISSUE MANDATE AND REPURCHASE MANDATE

At the annual general meeting of the Company held on 28 November 2025, the Directors were granted a general mandate (i) to allot, issue and otherwise deal with additional Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding any Treasury Shares) as at that date; and (ii) to repurchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue (excluding any Treasury Shares) as at that date. Such mandates will expire at the conclusion of the AGM. To facilitate future allotment and issue of Shares by the Directors on behalf of the Company, the Board will seek the approval of the Shareholders for the renewal of such mandates at the AGM.

As at the Latest Practicable Date, a total of 1,938,822,690 Shares were in issue. Subject to the passing of the proposed resolution to approve the Issue Mandate at the AGM and on the basis that no Shares are allotted, issued or repurchased by the Company between the period from the Latest Practicable Date to the date of the AGM, the Directors will be allowed under the Issue Mandate to allot, issue and otherwise deal with a maximum of 387,764,538 new Shares, representing 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding any Treasury Shares) as at the date of passing of the resolution, during the period in which the Issue Mandate remains in force.

At the AGM, an ordinary resolution will also be proposed to grant to the Directors the Repurchase Mandate to repurchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue (excluding any Treasury Shares) as at the date of passing of the resolution.

Each of the Issue Mandate and the Repurchase Mandate, if granted, will be effective 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 to be held by the Articles or any applicable laws of Hong Kong; or

(iii) the passing of an ordinary resolution of the Shareholders in a general meeting revoking or varying the authority given to the Directors under such resolutions.

Pursuant to the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix II to this circular.

## 5. EXTENSION OF ISSUE MANDATE

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, a resolution authorising the extension of the Issue Mandate to include the aggregate nominal amount of the Shares repurchased by the Company under the Repurchase Mandate will be proposed at the AGM, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue (excluding any Treasury Shares) as at the date of passing of the resolution for approving the Issue Mandate.

## 6. PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 16 October 2026 in relation to the Proposed Amendments.

The Board proposes to amend the existing Articles for the purpose of, among others, (i) bringing the existing Articles in line with the expanded paperless listing regime, including without limitation, the options for the Shareholders to send instructions to the Company electronically and to receive dividends or other corporate proceeds of the Company by electronic payment; (ii) aligning the existing Articles with the amendments made to the Listing Rules and the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) in relation to the implementation of the treasury share regime and the electronic dissemination of corporate communications to Shareholders; (iii) aligning the existing Articles with the uncertificated securities market regime; and (iv) making certain consequential and housekeeping changes.

A summary of the Proposed Amendments brought about by the adoption of the new Articles is set out in Appendix III to this circular.

A special resolution will be proposed at the AGM to approve the adoption of the new Articles. In view of the number of amendments proposed to be made to the existing Articles, the Board proposes that the new Articles be adopted in substitution for, and to the exclusion of, the existing Articles with effect from passing the relevant special resolution at the AGM.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and do not violate the laws of Hong Kong. The Company confirms that there is nothing unusual about the Proposed Amendments.

## 7. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 46 to 51 of this circular. At the AGM, resolutions will be proposed to consider and, if thought fit, (i) the re-election of retiring Directors, appointment of independent non-executive Director and change in composition of the Audit Committee, (ii) the proposed re-appointment of auditor of the Company, (iii) the grant of the Issue Mandate and the Repurchase Mandate, (iv) the extension of the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate, and (v) the proposed adoption of the new Articles.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are able to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). 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. In the event that you attend the AGM after having lodged the form of proxy, it will be deemed to have been revoked.

Pursuant to the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll and the Company shall announce the results of the poll in the manner prescribed under the Listing Rules.

## 8. RECOMMENDATION

The Board is pleased to recommend the re-election of the retiring Directors and the Director proposed to be appointed at the AGM whose biographical details are set out in Appendix I to this circular. The Board also considers that the proposed resolutions set out in the AGM Notice, including without limitation, regarding (i) the re-election of retiring Directors, appointment of independent non-executive Director and change in composition of the Audit Committee, (ii) the re-appointment of auditor of the Company, (iii) the grant of the Issue Mandate and the Repurchase Mandate, (iv) the extension of the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate, and (v) the proposed adoption of the new Articles as set out respectively in the AGM Notice are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all such resolutions to be proposed at the AGM.

## 9. 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.

## 10. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English version of this circular shall prevail in case of any inconsistency.

Yours faithfully,
By Order of the Board
**Rich Goldman Holdings Limited**
**Lin Yee Man**
*Chairman*

The biographical details of the Directors who (i) will retire from office at the AGM and, being eligible, offer themselves for re-election at the AGM and (ii) is proposed to be appointed at the AGM, are set out below:

**INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. Cheung Yat Hung, Alton**, aged 63, was appointed as an independent non-executive Director and a member of the audit committee of the Company on 5 June 2007. He has over 25 years of business experience and is an elite of automobile dealer industry.

He is also currently a director and chairman of both POC Holdings (HK) Ltd and Foremostar Easymax Group Co. Ltd, private companies which are mainly engaged in real estates development in Shanghai and Nanchang, respectively.

He graduated from California College of Arts and Craft, Berkeley, U.S.A. holding a Bachelor degree major in faculty of communication and fine arts. He now also has a full membership of Royal Hong Kong Yacht Club and The Hong Kong Jockey Club.

**Mr. Yue Fu Wing**, aged 58, was appointed as an independent non-executive Director and a member of the audit committee of the Company on 15 January 2005. Mr. Yue is a fellow of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. He has a Master Degree in PRC Accounting from Jinan University in China and a Bachelor Degree in Accountancy from the City University of Hong Kong. Mr. Yue has over 15 years of experience in accounting and finance. He has worked for a multinational company, a Hong Kong listed company and an international accounting firm.

**Ms. Lay Lee Wai**, aged 44, is a legal professional based in Hong Kong, currently serving as an assistant solicitor in a law firm. Her practice mainly focuses on litigation, commercial and matrimonial matters. Before entering the legal profession, she had been working in the intellectual property industry for over 10 years.

Ms. Lay graduated from Hong Kong Baptist University with a Bachelor of Business Administration. She later advanced her legal studies, obtaining a Bachelor of Laws with First Class Honours from Manchester Metropolitan University and a Postgraduate Certificate in Laws from The University of Hong Kong. Since 2022, Ms. Lay has been a member of The Law Society of Hong Kong.

Ms. Lay does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company (within the meaning of the Listing Rules) nor does she have any interest or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO. Save as disclosed above, Ms. Lay did not hold any other directorships in any public companies in the last three years, nor has she held any other positions with the Company or other members of the Group. She does not have any other major appointments or possess any other professional qualifications.

Ms. Lay has confirmed to the Company (i) her independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that she has no past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect her independence at the time of her appointment.

Subject to the passing of the relevant resolution for the appointment of Ms. Lay as an independent non-executive Director, Ms. Lay will enter into a letter of appointment with the Company as an independent non-executive Director with no specific term with effect from 30 November 2026, subject to retirement by rotation and re-election by Shareholders in accordance with the Articles. Pursuant to the letter of appointment, Ms. Lay will be entitled to receive a director fee of HK$90,000 per annum, as determined by the Board based on her background, experience, duties and responsibilities as well as the prevailing market conditions.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Mr. Cheung Yat Hung, Alton and Mr. Yue Fu Wing; and the appointment of Ms. Lay Lee Wai as an independent non-executive Director or any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with requisite information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in connection with the grant of the Repurchase Mandate.

## 1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

## 2. SHARE CAPITAL

As at the Latest Practicable Date, the issued and fully paid up share capital of the Company comprised 1,938,822,690 Shares. The Company did not hold any Treasury Shares. Subject to the passing of the proposed resolution for approving the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased after the Latest Practicable Date and prior to the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 193,882,269 Shares, representing 10% of the aggregate nominal amount of the share capital of the Company in issue (excluding any Treasury Shares) as at the date of the AGM.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

## 3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

## 4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the applicable laws of Hong Kong and the Articles for such purpose.

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 30 June 2026, being the date of its most recent published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

## 5. SHARE PRICES

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

| | Price per Share | |
|---|---|---|
| | **Highest** | **Lowest** |
| | ***HK$*** | ***HK$*** |
| **2025** | | |
| October | 0.085 | 0.063 |
| November | 0.074 | 0.059 |
| December | 0.065 | 0.047 |
| **2026** | | |
| January | 0.057 | 0.044 |
| February | 0.062 | 0.053 |
| March | 0.056 | 0.048 |
| April | 0.054 | 0.043 |
| May | 0.063 | 0.043 |
| June | 0.054 | 0.043 |
| July | 0.053 | 0.045 |
| August | 0.059 | 0.046 |
| September | 0.073 | 0.054 |
| October (up to the Latest Practicable Date) | 0.066 | 0.040 |

## 6. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR CLOSE ASSOCIATES AND CONNECTED PERSONS

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell to the Company any Shares in the event that the Repurchase Mandate is approved at the AGM.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is approved at the AGM.

## 7. STATEMENT OF THE DIRECTORS

The Directors, so far as the same may be applicable, will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and all applicable laws of Hong Kong.

Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

## 8. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning of the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer pursuant to Rule 26 of the Takeovers Code.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquires, they are not aware of any consequence which will arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent that will result in the public shareholding falling below the prescribed minimum percentage of 25% as determined by the Stock Exchange.

## 9. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

*Details of the proposed amendments to the existing Articles of Association brought about by the adoption of the new Articles of Association are as follows, of which the full text or extract of the relevant article is reproduced, with the proposed insertions and deletions indicated by, respectively, the underlined text and the strikethrough text below. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the existing Articles of Association.*

| Article no. | Proposed amendments (showing changes to the existing Articles of Association) |
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| Heading | **THE COMPANIES ORDINANCE (CHAPTER 622)**<br><br>**Company Limited by Shares**<br><br>**ARTICLES OF ASSOCIATION**<br><br>*(As adopted by Special Resolution dated 9th February 1973 and amended by special resolutions passed on 15th September, 1983, 15th December, 1988, 23rd October, 2000, 24th May, 2004, 30th November, 2004, 25th November, 2005 and 24th November, 2006, 28th November, 2014, 25th November, 2015, 20th May, 2016, 13th September, 2017, 30th November, 2023 and 30th November, 2026 respectively)*<br><br>**OF**<br><br>**RICH GOLDMAN HOLDINGS LIMITED**<br>**金粵控股有限公司** |
| ~~Third: –~~ | ~~The objects for which the Company is established are:–~~<br><br>~~(a) To carry on business as capitalists, financiers, concessionaires, and merchants, and to undertake and carry on and execute all kinds of financial, commercial, trading, merchant banking and other operations.~~<br><br>~~(b) To acquire and hold, trade or deal in shares, stocks, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any company constituted in Hong Kong or elsewhere and carrying on any business which the Company is authorized to carry on, or any business the carrying on of which may be in anywise calculated directly or indirectly to advance the interests of the Company or to enhance the value of or render profitable any of the Company's investments, property or rights, and any debentures, debenture stock, bonds, obligations or securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether in the Hong Kong Special Administrative Region of the People's Republic of China or elsewhere.~~ |

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| | ~~(c) To develop and turn to account any land acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, letting up, and improving buildings, and by planting, paving, draining, farming, cultivating, letting in, building lease or building agreement, contracts and arrangements of all kinds with builders, tenants and others.~~<br><br>~~(d) To purchase for investment or resale, and to traffic in land and house and other property of any tenure and any interest therein, and to create, sell and deal in leasehold ground rents, and to make advances upon the security of land or house or other property, or any interest therein, and generally to deal in traffic by way of sale, lease, exchange, or otherwise with land and house property and any other property whether real or personal.~~<br><br>~~(e) To perform or do all or any acts, operations and things necessary or expedient for the development of the property of the Company or in which it is interested and for the implementation thereof to enter into any form of agreement, building mortgage, or borrow from or to advance money to, and enter into, contracts and arrangements of all kinds with developers, land investment companies, land mortgage companies, building estate companies, banks, financiers, builders, architects, contractors, owners, tenants and others.~~<br><br>~~(f) To carry on all or any of the business of importers, exporters, commission agents and general traders, and to buy, sell, import, export, manipulate and prepare for market, and deal in goods and merchandise of all descriptions, both wholesale and retail, and to transact every kind of agency business, and undertake the business of manufacturers' representatives.~~<br><br>~~(g) To carry on the business of distributors, factors, dealers, retailers, purchasing agents, brokers, warehousemen, forwarding agents and general merchants.~~<br><br>~~(h) To sell, mortgage, and absolutely dispose of, to manage, demise, let or agree to demise and let, to accept surrenders of, to surrender to the Government of the Hong Kong Special Administrative Region of the People's Republic of China, to grant rights of way and other easements over or otherwise howsoever to deal with all or any, or any part or parts of the Company's land and hereditaments, messages and tenements or any estate or interest therein respectively.~~<br><br>~~(i) To enter into any arrangement with any government including U.S.A. Government, U.S.A. Armed Forces or authorities supreme, municipal, local, or otherwise, that may seem conducive to the Company's objects, or any of them, and to obtain from any such government or authority, any rights, statutes, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions.~~ |

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| | ~~(j) To purchase, take on lease or in exchange or otherwise acquire, sell and deal in any freehold or leasehold land and any kind of real or personal property and any land and hereditaments of any tenure and messuages and tenements and any estate or interest in and any rights, easements or privileges to or in connection with any such land or hereditaments, messuages or tenements in Hong Kong or elsewhere.~~<br><br>~~(k) To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the Company and to obtain and justify public confidence, and to avert or minimise financial disturbances which might affect the Company.~~<br><br>~~(l) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company and to construct, improve, maintain, work, manage, carry out, or control manufactories, warehouses, electric works and other works and conveniences which may seem calculated either directly or indirectly to advance the Company's interest, and to contribute, to subsidise or otherwise or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.~~<br><br>~~(m) To acquire mining leases, to take over any existing Company, mining and or development projects of any nature.~~<br><br>~~(n) To invest and deal with the money of the Company not immediately required in such manner as may from time to time be determined.~~<br><br>~~(o) To carry on any other business whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value or render profitable any of the Company's property or rights.~~<br><br>~~(p) To apply for, purchase or otherwise acquire, any patents, trade marks, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired.~~<br><br>~~(q) To support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees of the Company or the dependents and to grant allowances and to make payments towards insurance and to subscribe or guarantee money for useful object.~~ |

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| | ~~(r) Generally to purchase, take on lease or in exchange hire, or otherwise, acquire, any real and personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.~~<br><br>~~(s) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and perpetual or otherwise, charged upon all or any part of the Company's property (both present and future) including its uncalled capital, and to purchase, redeem or pay off any such securities.~~<br><br>~~(t) To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or company, and generally to give guarantees and indemnities.~~<br><br>~~(u) To draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.~~<br><br>~~(v) To adopt such means of making known the products or business of the Company as may seem expedient, and in particular by advertising in the press, by circulate, by publication of books and periodicals and by granting prizes, rewards and donations.~~<br><br>~~(w) To obtain all powers and authorities necessary for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company.~~<br><br>~~(x) To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the Company and to obtain and justify public confidence, and to avert or minimise financial disturbances which might affect the Company.~~<br><br>~~(y) To procure the Company to be registered or recognised and to establish and maintain local registers, branch places of business and agencies in any part of the world.~~<br><br>~~(z) To sell, improve, manage, develop, exchange, lease, assign, transfer, mortgage, enfranchise, dispose of, turn to account, or otherwise deal with, all or any part of the property and rights of the Company.~~<br><br>~~(aa) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.~~ |

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| | ~~(bb) To do all such other things as are incidental or conducive to the attainment of the above objects.~~<br><br>~~And it is hereby declared that the word "company" in this clause, except where used ill reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and wheresoever domiciled, and the intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.~~ |
| Third~~Fourth~~: – | The liability of the ~~m~~Members ~~of the Company~~ is limited. |
| Fourth: – | The liability of the Members is limited to any amount unpaid on the shares held by the Members. |
| Fifth: – | No regulations set out in any schedule to or notice made under any Ordinance concerning companies shall apply as regulations or articles of the Company.~~The capital of the Company is $500,000,000 Hong Kong currency, divided into 50,000,000,000 ordinary shares of HK$0.01 each.~~ |
| 1. | In these Articles, unless there be something in the subject or context inconsistent therewith:<br><br>"address" for the purposes of these Articles, shall include an electronic address unless the Statutes or the Listing Rules require a postal address;<br><br>"Annual General Meeting" shall have the meaning given to it in Article 48;<br><br>"approved securities registrar" shall have the same meaning as defined in the Listing Rules;<br><br>"Articles" shall mean these Articles of Association in their present form and all supplementary, amended or substituted Articles for the time being in force;<br><br>"ASR Code" means the Code of Conduct for Approved Securities Registrars published by the SFC, as amended from time to time;<br><br>"associates" shall have the meaning attributed to it in Listing Rules;<br><br>"Auditors" shall mean the persons for the time being performing the duties of that office; |

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| | "authenticated message" shall have the meaning given to it in the USM Rules;<br><br>"Board" means the Board of Directors for the time being of the Company;<br><br>"Central Clearing and Settlement System" means the Central Clearing and Settlement System operated by HKSCC;<br><br>"Certificated" in relation to a share or other security of the Company, means that such share or security is recorded in the Register as being held not in Uncertificated form;<br><br>"clearing house" means the meaning ascribed thereto in the Securities and Futures Ordinance ~~(Chapter 571 of the Laws of Hong Kong)~~ or a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction;<br><br>"close associates" shall have the meaning attributed to it in Listing Rules;<br><br>"dematerialisation" means conversion from Certificated form to Uncertificated form (and dematerialise is to be construed accordingly);<br><br>"Designated Stock Exchange" means a stock exchange which is an appointed stock exchange for the purposes of the Ordinance in respect of which the shares of the Company are listed or quoted and where such appointed stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company;<br><br>"electronic communication" means a communication transmitted (whether from one person to another, from one device to another or from a person to a device or vice versa) by means of a telecommunications system (within the meaning of the Telecommunications Ordinance (Chapter 106 of Laws of Hong Kong)) or by other means but while in an electronic form;<br><br>"Electronic System" means any system for holding and transferring securities in electronic form approved by applicable law or regulation or under the Securities and Futures Ordinance or the USM Rules, including but not limited to UNSRT System and any other clearing or settlement system;<br><br>"General Meeting" shall have the meaning given to it in Article 48;<br><br>"HKSCC" means the Hong Kong Securities Clearing Company Limited;<br><br>"Holder(s)" means holder(s) of ~~S~~share(s) of the Company; |

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| | "hybrid meeting" means a general meeting held and conducted by (i) physical attendance and participation by Members and/or proxies at the Principal Meeting Venue and, where applicable, one or more Meeting Location(s); and (ii) virtual attendance and participation by Members and/or proxies by means of virtual meeting technology;<br><br>"in writing" and "written" shall, unless the contrary intention appears, be construed as includinge printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication, specified request or authenticated message), or modes of representing or reproducing words partly in one visible form and partly in another visible form, including electronic writing or display (such as digital documents or electronic communications), provided that the mode of service of the relevant document or notice complies with all applicable Statutes, rules and regulations~~in a visible form~~;<br><br>"Listing Rules" means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time;<br><br>"Meeting Location(s)" shall have the meaning given to it in Article 61A;<br><br>"Member" means a member of the Company;<br><br>"Month" means calendar month;<br><br>"notice" means written notice unless otherwise specifically stated in these Articles and, where the context so requires, shall include any other document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws and regulations, including the Listing Rules and/or the rules and regulations of the competent regulatory authority. For the avoidance of doubt, notice may be provided in physical or electronic form;<br><br>"Office" means the registered office for the time being of the Company;<br><br>"Ordinance" means the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) or any statutory modification or re-enactment for the time being in force;<br><br>"participating securities" shall have the meaning given to it in the USM Rules;<br><br>"physical meeting" means a general meeting convened for physical attendance and participation by Members and/or proxies at the Principal Meeting Venue and, where applicable, one or more Meeting Location(s); |

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| | "prescribed securities" shall have the meaning given to it in the Securities and Futures Ordinance;<br><br>"Principal Meeting Venue" shall have the meaning given to it in Article 51;<br><br>"Register" means the register of Members to be kept pursuant to the ~~Companies~~ Ordinance~~, Hong Kong~~ and it shall include, where relevant, the register of holders as defined in the USM Rules;<br><br>"rematerialisation" means conversion from Uncertificated form to Certificated form (and rematerialise is to be construed accordingly);<br><br>"Secretary" includes any person, firm or company appointed for the time being by the Directors to perform the duties of Secretary;<br><br>"Securities and Futures Ordinance" means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time;<br><br>"SFC" means the Securities and Futures Commission of Hong Kong;<br><br>"specified request" shall have the meaning given to it in the USM Rules;<br><br>"Statutes" means the Ordinance and every other ordinance from time to time in force concerning companies in so far as the same apply to the Company;<br><br>"system-member" shall have the meaning given to it in the USM Rules;<br><br>"treasury shares" shall have the meaning given to it in the Ordinance;<br><br>"Uncertificated" shall in relation to a share or other security of the Company, mean that such share or security is recorded in the Register as being held in uncertificated form, through the Electronic System, any other electronic system or clearing house and no certificate shall be issued in respect thereof;<br><br>"UNSRT System" shall mean an uncertificated securities registration and transfer system, and in relation to any shares or securities of the Company, a computer-based system, together with procedures and other facilities, that enables title to the shares and securities to be evidenced and transferred without an instrument, and facilitates supplementary and incidental matters;<br><br>"USM Rules" means the Securities and Futures (Uncertificated Securities Market) Rules (Chapter 571AS of the Laws of Hong Kong), as amended from time to time; |

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| | "virtual meeting" means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members and/or proxies by means of virtual meeting technology; and<br><br>"virtual meeting technology" include, without limitation, electronic platforms, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise).~~;~~ |
| 1A. | In these Articles, unless there be something in the subject or context inconsistent therewith:<br><br>(a) ~~W~~words and expressions which have a special meaning assigned to them in the Ordinance shall have the same meaning in these Articles;~~.~~<br><br>(b) ~~W~~words importing the masculine gender ~~only~~ include the feminine gender;~~.~~<br><br>(c) ~~W~~words importing the singular number ~~only~~ include the plural number and vice versa;~~.~~<br><br>(d) ~~W~~words importing persons include Corporations;~~.~~<br><br>(e) ~~R~~references to a meeting shall not be taken as requiring more than one person to be present if any quorum requirement can be satisfied by one person, and shall also mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of virtual meeting technology shall be deemed to be present at the meeting for all purposes of the Ordinance, any applicable rules and/or regulations and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;~~.~~<br><br>(f) ~~R~~references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access, by any means, to all documents which are required by the Ordinance or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;~~.~~<br><br>(g) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having a physical substance or not; |

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| | (h) unless the context otherwise requires, any reference to "print", "printed", or "printed copy" and "printing" shall be deemed to include electronic versions or electronic copies;<br><br>(i) any reference to the term "place" within these Articles shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a "place" for the delivery, receipt, or payment of monies, whether by the Company or by Members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a "place" in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a "place" shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term "place" is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision;<br><br>(j) if any provision of these Articles conflicts or is inconsistent with any provision of the uncertificated securities market regime (and irrespective of whether the provision is mandatory or enabling in nature), the latter will prevail to the extent of the conflict or inconsistency, to the maximum extent permissible under the laws, rules and regulations of Hong Kong;<br><br>(k) if these Articles are silent in respect of any matter provided for under any provision of the uncertificated securities market regime (and irrespective of whether the matter is required or permitted under such provision), the matter will be regarded as required or permitted (as the case may be) under these Articles, to the maximum extent permissible under the laws, rules and regulations of Hong Kong; and<br><br>(l) for the purposes of paragraphs (j) and (k), the provisions of the uncertificated securities market regime refers to all laws, rules or regulations governing the evidencing, transfer, dematerialisation, rematerialisation, or registration of prescribed securities, and includes: (i) the Securities and Futures Ordinance; (ii) any rules made under the Securities and Futures Ordinance, including the USM Rules and the Securities and Futures (Approved Securities Registrars) Rules (Chapter 571AT of the Laws of Hong Kong); (iii) the ASR Code; (iv) any rules made by The Stock Exchange of Hong Kong Limited pursuant to the Securities and Futures Ordinance; (v) any rules made by HKSCC pursuant to the Securities and Futures Ordinance; and (vi) the operating rules of the Company's approved securities registrar. |

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| 5. | The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any ~~S~~shares in the Company, or procuring or agreeing to procure subscriptions, whether absolutely or conditionally, for any ~~S~~shares in the Company, or paying commissions to any person in relation to any sale or transfer of treasury shares, whether absolutely or conditionally, at any rate not exceeding ten per centum of the price at which the said ~~S~~shares are issued or transferred. |
| 6A. | All shares of the Company that are participating securities shall be held in Uncertificated form unless the Listing Rules and/or the rules and regulations of the competent regulatory authority permitted otherwise. The Company shall not issue share certificates in respect of any shares that are participating securities. Title to shares that are participating securities shall be evidenced by entry of the name of the holder in the Register and, where shares are held through the Electronic System, by a statement or confirmation from the relevant Electronic System. Such entry in the Register or statement or confirmation from the Electronic System shall be sufficient evidence of title to the shares to which it relates. The Register shall specify the number, class and distinguishing numbers (if any) of shares held by each Member and the amount paid up thereon. Where a share certificate is issued for shares that are not participating securities, it~~Every share certificate hereafter issued~~ shall specify the number and class of shares in respect of which it is issued and the amount paid thereon and any distinguishing numbers assigned to the shares. A share certificate shall relate to only one class of shares, and where the capital of the Company includes shares with different voting rights, the designation of each class of shares, other than those which carry the general right to vote at general meetings, must include the words "restricted voting" or "limited voting" or some other appropriate designation which is commensurate with the rights attaching to the relevant class of shares and where the capital of the Company includes shares which do not carry voting rights, the words "non-voting" must appear in the designation of such shares. |
| 6B. | Every person whose name is entered as a Member in the Register shall be entitled to hold their shares in Uncertificated form through the Electronic System, in compliance with the Listing Rules and other relevant regulations. The Company shall not be required to issue a certificate for any share held in Uncertificated form unless required by law. Where shares are held in Certificated form, every person whose name is entered, upon an allotment of shares, as a Member in the Register shall be entitled, without payment, to receive one certificate for all such shares of any one class or several certificates each for one or more of such shares of such class upon payment for every certificate after the first of such reasonable out-of-pocket expenses as the Board from time to time determines. The Company shall comply with all applicable laws and regulations to facilitate the holding, transfer, and registration of its shares in Uncertificated form, including electronic processes for corporate actions, as required by the uncertificated securities market regime. |

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| 6C. | Upon allotment of shares, the Company shall procure that the name of the allottee is entered in the Register and, where applicable, that such allotment is recorded in the Electronic System within any time limit prescribed by the Ordinance, the ASR Code or the Designated Stock Exchange, whichever is the shorter, if such a time limit is applicable, after allotment. |
| 6D. | Upon every transfer of shares, the Register shall be updated to reflect the transferee as the holder of the shares transferred. Where a transfer is effected through the Electronic System, the Company shall procure that the Register is updated in accordance with the rules and procedures of the Electronic System. For participating securities, no share certificate shall be issued following a share transfer. |
| 9A. | The Board may, upon an offer of shares to ~~m~~Members by way of rights or open offer, allot and issue ~~S~~shares to such ~~m~~Members who have applied for such number of ~~S~~shares in excess of their respective entitlements on a fair and equitable basis. |
| 11. | ~~Every~~Where a share certificate is issued for shares or debentures or other securities of the Company that are not participating securities, such certificate ~~for shares or debentures or representing any other form of securities of the Company~~ must (a) have affixed to it the Company's common seal or the Company's official seal under Section 126 of the ~~Companies~~ Ordinance ~~(Chapter 622 of the Laws of Hong Kong)~~; or (b) be otherwise executed in accordance with the ~~said o~~Ordinance. The Board may also by resolution determine, either generally or in any particular case or cases, that any signatures on any ~~such certificates~~documents evidencing shares or debentures or other securities of the Company need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon. |
| 12. | Repealed ~~If any Member shall require additional Certificates he shall pay for each additional Certificate such sum, not exceeding Two Hong Kong Dollars, as the Directors shall determine.~~ |

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| 13. | (1) If a share certificate previously issued in respect of a Member's shares is defaced, damaged, lost or destroyed, and no replacement certificate was issued prior to the day on which shares in the Company become participating securities for the purpose of the USM Rules:<br><br>(a) the Member will not be entitled to be issued with a replacement certificate in respect of the same shares; and<br><br>(b) subject to paragraph (2), the shares may instead be dematerialised in accordance with the USM Rules.<br><br>(2) A Member's shares that are evidenced by a certificate that is defaced, damaged, lost or destroyed may not be dematerialised unless the Member has complied with such conditions as to evidence, indemnity and the payment of a reasonable fee as the Board may decide.<br>~~If any Certificate be defaced, worn out, lost, or destroyed, the member is entitled to be issued a new or duplicate Certificate on payment of such fee, if any, (not exceeding, in the case of any share capital listed on a stock exchange in Hong Kong, HK$2.50 or such other sum as may from time to time be allowed or not prohibited under the rules of the relevant stock exchange in Hong Kong, and, in the case of any other capital, such sum in such currency as the Directors 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) and the person requiring the new Certificate shall surrender the defaced or worn-out Certificate or give such evidence of the loss or destruction of the Certificate and such indemnity to the Company as the Directors think fit.~~ |
| 13B. | Any share of the Company issued on or after the day on which shares become participating securities will be in Uncertificated form. With effect from (and including) the day on which shares become participating securities, they may be dematerialised in accordance with the USM Rules. A reasonable dematerialisation fee (as determined by the Directors, and not exceeding any applicable limits prescribed under the ASR Code) may be charged by the Company or its approved securities registrar 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. |
| 14. (e) | Only the person whose name stands first in the Register as one of the joint Holders of any ~~S~~share that does not fall within the definition of "participating securities" shall be entitled to delivery of the Certificate relating to such ~~S~~share, or to receive notices from the Company, or to attend or vote at general meetings of the Company, and any notice given to such person shall be deemed notice to all joint Holders; but any one of such joint Holders may be appointed the proxy of the person entitled to vote on behalf of such joint Holders, and as such proxy to attend and vote at general meetings of the Company. |

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| 20. | (1) Subject to these Articles, ~~All transfers of Shares may be effected~~a Member shall transfer all or any of his shares through the Electronic System by submitting a specified request in accordance with applicable law, rules, regulations and procedures. Where a written instrument of transfer for any reason is required or permitted by applicable law, rules, regulations or procedures, such~~by an~~ instrument of transfer shall be in the usual or common form or in such other form as the Board may accept or during the period when any part of the share capital of the Company is listed on a stock exchange in Hong Kong, in such standard form of transfer as shall be prescribed by the stock exchange. All instruments of transfer must be left at the registered office of the Company or at such other place as the Board may appoint and all such instruments of transfer shall be retained by the Company. The instrument of transfer ~~(which may be a photostat of any printed form)~~ shall be executed by or on behalf of the transferor and by or on behalf of the transferee and may be signed by the transferor and the transferee~~under hand only~~ or, if the transferor or transferee is a clearing house or its nominee(s), by ~~hand~~signed by a representative of the clearing house or its nominee(s) or by machine imprinted signature or by such other means of execution as the Directors may approve from time to time. A reasonable fee (not exceeding any applicable limits prescribed under the ASR Code) may be charged by the Company's approved securities registrar for registering any instrument of transfer, specified request or other document relating to or affecting the title to any share.<br><br>(2) Notwithstanding the provisions of sub-paragraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with applicable laws and the Listing Rules that are or shall be applicable to such listed shares. The Register in respect of listed shares may be kept by recording the particulars required by the Ordinance in a form otherwise than legible if such recording otherwise complies with applicable laws and the Listing Rules that are or shall be applicable to such listed shares. |
| 20A. | Subject to the Ordinance and all applicable laws and regulations, including the Securities and Futures Ordinance and the USM Rules, transfers of shares may be effected in Uncertificated form through the Electronic System, including the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Designated Stock Exchange or the SFC, without the need for a written instrument of transfer in accordance with the rules and procedures of the Electronic System. The Company shall not be responsible for any delay or failure in the Electronic System unless caused by its own default. Where a written instrument of transfer is required or permitted by applicable law, such instrument of transfer shall be executed by or on behalf of the transferor and the transferee in accordance with Article 20 above. |

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| 21. | The Directors may decline to register any transfer of Shares upon which the Company has a lien, or any transfer of shares not effected in accordance with Articles 20 and 20A above and/or any other rules and regulations of any competent authority, and in the case of ~~S~~shares not fully paid-up may refuse to register a transfer to a transferee of whom they do not approve. |
| 22. | Without limiting the generality of Article 21, ~~T~~the Directors may decline to recognise any instrument of transfer unless:<br><br>(a) a fee of such maximum sum as the Designated Stock Exchange or, where applicable, the ASR Code, may determine to be payable or such lesser sum as the Directors shall from time to time determine is paid to the Company in respect thereof;<br><br>(b) if applicable, the instrument of transfer is in respect of only one class of share;<br><br>(c) where a written instrument of transfer is required or permitted by applicable law, the instrument of transfer is duly stamped and accompanied by such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and<br><br>(d) if applicable, the instrument of transfer is in favour of not more than four joint Holders.<br>~~(a) such fee, if any, (not exceeding, in the case of any share capital listed on a stock exchange in Hong Kong, HK$2.50 or such other sum as may from time to time be allowed or not prohibited under the rules of the relevant stock exchange in Hong Kong, and, in the case of any other capital, such sum as the Directors may determine) as the Directors shall from time to time determine is paid to the Company, in respect thereof, and (b) the instrument of transfer is accompanied by the Certificate of the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, and (c) the instrument of transfer is in favour of more than four joint holders. If the Directors refuse to register a transfer of any Shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal. Upon request by the transferor or transferee, the Directors must, within twenty-eight days after receiving such request, send to the transferor or transferee (as the case may be) a statement of the reasons for the refusal.~~ |

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| 22A. | Without limiting the generality of Articles 21 and 22, the Directors may refuse to register the transfer or transmission of a share if:<br><br>(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 (i) is not received; or (ii) is not accompanied by the relevant dematerialisation fee;<br><br>(b) the Company initiated the dematerialisation of the share, and the dematerialisation fee payable in respect of the dematerialisation remains unpaid;<br><br>(c) the transferor, transferee or transmittee (as applicable) of the share is not a system-member of the UNSRT System operated by the Company's approved securities registrar;<br><br>(d) the share is in Certificated form and a specified request is sent;<br><br>(e) the share is in Uncertificated form, and the specified request is not sent in accordance with the operating rules of the Company's approved securities registrar or subject to Article 20(1), an instrument of transfer is lodged;<br><br>(f) the Board is entitled to do so under Article 22; or<br><br>(g) on any other ground provided under the USM Rules. |
| 22B. | If the Directors refuse to register a transfer of any share under Articles 21, 22, 22A, they shall within two months after the date on which the transfer was lodged with the Company (or within such other period as may be required by the Listing Rules and/or any other rules and regulations of any competent regulatory authority) send to the transferee notice of the refusal. Upon request by the transferor or transferee, the Directors must, within twenty-eight days after receiving such request, send to the transferor or transferee (as the case may be) a statement of the reasons for the refusal. |
| 25. | The registration of transfers may, on at least 14 days' notice being given by the Company by advertisement published in the newspapers, be suspended and the ~~r~~Register closed at such times for such periods as the Board of Directors may from time to time determine, provided always that such registration shall not be suspended or the ~~r~~Register closed for more than 30 days in any year (or such longer period as the ~~m~~Members may by ordinary resolution determine subject to that such period shall not be extended beyond 60 days in any year). For so long as the shares are participating securities, this Article applies subject to the USM Rules. |

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| | **Treasury Shares** |
| 25A. | Subject to the Ordinance, shares that have been purchased or redeemed or otherwise acquired by the Company may be held as treasury shares in accordance with the Ordinance. In the event that the Board does not specify that the relevant shares are to be held as treasury shares, such shares shall be cancelled. |
| 25B. | No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up) may be declared or paid in respect of a treasury share. |
| 25C. | The Company (and/or its nominee(s)) shall be entered in the Register as the holder of the treasury shares provided that:<br><br>(a) the Company (and/or its nominee(s)) shall not be treated as a Member for any purpose and shall not exercise any right in respect of the treasury shares, and any purported exercise of such a right shall be void; and<br><br>(b) a treasury share shall not be voted, directly or indirectly, at any general meeting and shall not be counted in determining the total voting rights in respect of shares or any class of shares at any given time, whether for the purposes of these Articles or the Ordinance, save that an allotment of shares as fully paid bonus shares in respect of treasury shares is permitted and shares allotted as fully paid bonus shares in respect of treasury shares shall be treated as treasury shares upon such allotment. |
| 25D. | Subject to the Ordinance and the Listing Rules, treasury shares may be disposed of by the Company on such terms and conditions as determined by the Board. |
| 35. | A statutory declaration by a director or the company secretary that the declarant is a director or the company secretary and that a share has been sold to satisfy the company's lien on a specified date, shall be sufficient evidence as against all persons claiming to be entitled to such ~~S~~shares that the said ~~S~~shares were properly forfeited or sold, and such declaration shall (subject to the giving of such instruction or direction as may be necessary to effect the transfer of an Uncertificated share in accordance with the rules and procedures of the relevant system)~~: and such entry, the receipt of the Company for the price of such Shares, and the appropriate Share Certificate, shall~~ constitute a good title to such ~~S~~shares, and the name of the purchaser or other person entitled shall be entered in the Register as a Member of the Company, and he shall not be bound to see to the application of the purchase money, nor shall his title to the said ~~S~~shares be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture or sale. The remedy (if any) of the former holder of such ~~S~~shares, and of any person claiming under or through him, shall be against the Company and in damages only. |

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| 35A. | Without prejudice to the rights of the Company under Article 35B, ~~T~~the Company may ~~exercise the power to~~ cease ~~sending cheques~~making distributions for dividend entitlements if any two consecutive distributions sent to the relevant Member have been rejected, returned or otherwise not completed by the paying bank or payment system or through the approved securities registrar's system. However, the Company may, after the first such occurrence, suspend further attempts to effect payment by electronic means until the Member has provided to the Company or the approved securities registrar updated payment instructions. For the avoidance of doubt, distributions shall resume once such details have been duly updated and validated. ~~or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered or where such cheque or warrants has been left uncashed on two consecutive occasions.~~ The provisions of this Article shall apply to ~~certificates of and~~ other documents or evidence of title to, and proceeds of realisation of, distributions on shares other than money. |
| 35B. | (1) The Company shall have the power to sell, in such manner as the Board thinks fit, any shares of a ~~m~~Member who is untraceable, but no such sale shall be made unless:<br><br>~~(i) all cheques or warrants in respect of dividends of the shares in question, being not less than three in total number, for any sum payable in cash to the holder of such shares in respect of them sent during the relevant period in the manner authorised by the Articles of the Company have remained uncashed;~~<br><br>(a) three consecutive distributions are returned, rejected, or otherwise uncompleted by the paying bank or payment system (including electronic funds transfers) or remain unclaimed in the Company's designated facility or otherwise are not completed through the approved securities registrar's system, for any sum payable in cash to the holder of such shares during the relevant period in the manner authorised by these Articles;<br><br>(~~ii~~b) so far as it is aware at the end of the relevant period, the Company has not at any time during the relevant period received any indication of the existence of the ~~m~~Member who is the holder of such shares or of a person entitled to such shares by death, bankruptcy or operation of law; and |

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| | (~~iii~~c) the Company, if so required by the rules of the relevant stock exchange, has given notice to, and caused advertisement in newspaper or where applicable, by other electronic means permitted under the Listing Rules (including publication of its intention to sell on the Company's website and the Designated Stock Exchange's website or other designated platforms), and in each case in accordance with the requirements of, the relevant stock exchange to be made of its intention to sell such shares in the manner required by the relevant stock exchange, and a period of three (3) months or such shorter period as may be allowed by the relevant stock exchange has elapsed since the date of such advertisement.<br><br>For the purpose of the foregoing, the "relevant period" means the period commencing twelve years before the date of publication ~~of the advertisement~~ referred to in paragraph (c) of this Article and ending at the expiry of the period referred to in that paragraph. For the avoidance of doubt, for Uncertificated shares, all steps (including tracing efforts and notices) may be carried out through the approved securities registrar's platform in accordance with the ASR Code and the USM Rules.<br><br>(2) To give effect to any such sale, the Board may authorise the approved securities registrar to transfer the relevant shares by means of an electronic instruction through the Electronic System (including the UNSRT System) without the need for a written the instrument of transfer. Any electronic instruction given by or on behalf of the approved securities registrar shall be as effective as if it had been executed by the registered holder or the person entitled by transmission to such shares, and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale. The net proceeds of the sale will belong to the Company and upon receipt by the Company of such proceeds it shall become indebted to the former Member for an amount equal to such net proceeds. No trusts shall be created in respect of such debt and no interest shall be payable in respect of it and the Company shall not be required to account for any money earned from the net proceeds which may be employed in the business of the Company or as it thinks fit. Any sale under this Article shall be valid and effective notwithstanding that the Member holding the shares sold is dead, bankrupt or otherwise under any legal disability or incapacity. |
| 37. | The Company may by ~~O~~ordinary ~~R~~resolution alter its share capital in any one or more of the ways set out in Section 170 of the Ordinance. In addition, to the extent necessary to do so, the Board may also make arrangements to calculate a Member's rights in any consolidation or division of shares of the Company separately in respect of the portion of shares held by such Member in Certificated form and the portion held in Uncertificated form where it is impracticable to do otherwise. |

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| 42. | If at any time the capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, subject to the provisions of Section 180 of the Ordinance, be modified, abrogated, or varied with the consent in writing of the Holders of three-fourths of the issued Shares of that class (excluding treasury shares), or with the sanction of a Special Resolution passed at a separate general meeting of the Holders of the class. To every such separate general meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that at every such separate general meeting the quorum shall be Holder(s) at least holding or representing by proxy one-third of the issued ~~S~~shares of ~~the~~that class (excluding treasury shares), and that any Holder of the class present in person or by proxy may demand a poll. 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. |
| | **Register of Members** |
| 47A. | (1) The Company shall keep in one or more books a Register and shall enter therein the following particulars:<br><br>(a) the name and address of each Member, the number and class of shares held by him and, in respect of any shares that are not fully paid, the amount paid or agreed to be considered as paid on such shares;<br><br>(b) the date on which each person was entered in the Register;<br><br>(c) the date on which any person ceased to be a Member; and<br><br>(d) such matters as are required by the USM Rules to be included in it.<br><br>(2) The Register may be maintained in electronic form and may reflect holdings in both Certificated and Uncertificated form provided that it must be readily retrievable and capable of being printed or exported. Where any share is issued in Uncertificated form, or is dematerialised, the share will be recorded in the Register as being in Uncertificated form and such record will not be amended or removed except in accordance with the USM Rules. The Company may integrate the Register with any Electronic System. The Register shall be maintained in accordance with the USM Rules and will have such evidential value and other effect as provided in the USM Rules. Changes to any entry in the Register relating to the holder of shares that are participating securities will be notified to the holder in accordance with the USM Rules and the ASR Code. |
| 47B~~A~~. | The Register shall be open for inspection by Members and holders of prescribed securities provided that the Company may be permitted to close such Register at such times and for such periods as the Board thinks fit, not exceeding in the whole thirty (30) days in each year. For so long as the shares are participating securities, this Article applies subject to the USM Rules. |

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| 52. (b) | in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. of the total voting rights at the meeting of all the Members (excluding any treasury shares). |
| 66. | The instrument appointing a proxy shall be in such form, including electronic or otherwise, as the Board may determine and in the absence of such determination, shall be in writing, which may include electronic writing, and signed by ~~writing under the hand of~~ the appointor, or ~~of~~ his attorney duly authorised in writing, or if such appointor be a corporation either under its common seal or ~~under the hands of~~ signed by an officer or attorney so duly authorised. |
| 67. | (1) The Company may, at its absolute discretion, or, where the applicable laws, rules or regulations mandatorily require the provision of an electronic address for the receipt of document or information, the Company shall, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information. |

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| | (2) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Office), or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than 48 hours before the time for holding the meeting or adjourned or postponed meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.<br>~~The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time fixed for holding the meeting or adjourned meeting at which the person named in such instrument is authorised to vote, and in default the instrument of proxy shall not be treated as valid. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and/or participating and voting in person or by means of virtual meeting technology at the meeting or poll concerned. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A proxy need not be a Member of the Company.~~ |
| 68. | Instruments of proxy shall be in any common form or in such form, including electronic or otherwise, as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates. |

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| 74. | The ~~O~~office of a Director shall be vacated:<br><br>(a) ~~I~~if he becomes bankrupt or insolvent or compound with his creditors;<br><br>(b) ~~I~~if he becomes of unsound mind;<br><br>(c) ~~I~~if he be convicted of an indictable offence;<br><br>(d) ~~I~~if he is prohibited by law from being a Director or is removed from office pursuant to these Articles;<br><br>(e) ~~I~~if he becomes prohibited from being a Director by reason of any order made by Court; or<br><br>(f) ~~I~~if he gives the Company one month's notice in writing that he resigns his office. But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Company or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company. |
| 75. (M) | The Company may by ~~O~~ordinary ~~R~~resolution suspend or relax the provisions of this Article to any extent or ratify any transaction not duly authorised by reason of a contravention of this Article. |
| 86. | The Company may by an ~~O~~ordinary ~~R~~resolution remove any Director before the expiration of his period of office, and may by an ~~O~~ordinary ~~R~~resolution appoint another person in his stead, the person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed. |
| 96. | The Board shall provide for the safe custody of the Seal, and the Seal shall never be used except by the authority of the Board previously given, and two Members of the Board or any two persons appointed by the Board shall sign every instrument to which the Directors may by resolution determine, either generally or in any particular case, that the signatures of any one or more Directors or persons appointed by the Board may be affixed to or reproduced on any document or documents by some mechanical means to be specified in such resolution, or one or more of such signatures may be entirely dispensed with, provided that entirely dispensing with one or more signatures shall only be permitted in connection with the use of the Company's Seal on documents evidencing shares ~~certificates~~ or debentures. Every instrument executed in the manner provided by this Article shall be deemed to be sealed and executed with the authority of the Directors previously given. |

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| 111. | The Directors shall, from time to time, in accordance with the Ordinance and the Listing Rules, cause to be prepared and to be laid before the Annual General Meeting, a copy of the reporting documents for the financial year as are required by the Ordinance and the Listing Rules. The Directors may also cause to be prepared any summary financial report as they think fit in accordance with the Ordinance and the Listing Rules.<br>~~At the Annual General Meeting, the Directors shall lay before the Company a Profit and Loss Account for the period since the preceding account or (in the case of the first Annual General Meeting) since the incorporation of the Company, made up to a date not more than six months before such Meeting.~~ |
| 112. | Repealed ~~A balance sheet shall be made out and laid before the Company at the Annual General Meeting, as at the date to which the profit and loss account is made up. There shall be attached or annexed to each such balance sheet such documents as are required by law to be attached or annexed thereto, including the auditors' report and a report of the Directors with respect to the state of the Company's affairs, the amount (if any) which the Directors recommend should be paid by way of Dividend, and the amount (if any) which they propose to carry to the reserve fund, general reserve, or reserve account shown specifically on the balance sheet or to be shown specially on a subsequent balance sheet. The auditors' report shall be read at the meeting and shall be open to inspection as required by Section 374 of the Ordinance.~~ |

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| 113. | Subject to Article 113A, a copy of the reporting documents and/or a copy of the summary financial report (where the recipient has, in accordance with and if required by the Ordinance, the Listing Rules and other applicable laws, rules and regulations, consented or is deemed to have consented to receiving the summary financial report in place of the reporting documents) shall, not less than 21 clear days before the relevant general meeting of the Company, be delivered or sent by post to the registered address of every Member and debenture holder of the Company, or in the case of a joint holding to the Member or debenture holder (as the case may be) whose name stands first in the appropriate Register in respect of the joint holding, entitled under the Ordinance and the Listing Rules to receive such documentation and to the Auditors. No accidental non-compliance with the provisions of this Article shall invalidate the proceedings at the meeting.<br>~~A printed copy of the directors' and auditors' reports, accompanied by copies of the profit and loss account and the balance sheet and other documents required by law to be annexed to the balance sheet shall, not less than 21 clear days before the Annual General Meeting, be delivered or sent by post to the registered address of every member of, and every holder of debentures of, the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of the Ordinance and these Articles, provided that this Article shall not require a copy of those documents to be sent 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 holder of debentures to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the registered office of the Company. 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.~~ |
| 113A. | Subject to compliance with the Statutes, the Listing Rules and any other applicable laws, rules and regulations with regard to any requirements for giving any notice, document or information under Article 115, the Company may treat the publication of the reporting documents and/or the summary financial report (as the case may be) on a website to which every Member or debenture holder entitled under the Statutes and the Listing Rules to receive the relevant reporting documents and/or the summary financial report may have access, throughout the period beginning at least 21 clear days before the date of the meeting as discharging the Company's obligations to send to any such person a copy of such documents under Article 113. |
| 113B. | For the purposes of these Articles, "reporting documents" and "summary financial report" shall have the meaning ascribed to them in the Ordinance. |

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| 114. | The appointment and removal of the Auditors shall be approved by ordinary resolution of the Company.~~appointed and removed and their~~ The duties of the Auditors shall be regulated in accordance with the provisions of the Ordinance. Subject as otherwise provided by the Ordinance, the remuneration of the Auditors shall be fixed by the Company by ordinary resolution in general meeting or in the manner specified in a shareholders' resolution. |
| 115. | Subject to all relevant requirements in the Statutes, the Listing Rules and any other applicable laws, rules and regulations, any notice, document or information (including any "corporate communication" as defined in the Listing Rules) to be sent or supplied by the Company shall be in writing by the following means:<br><br>(a) personally or by sending it by pre-paid post, addressed to such Member at his registered address or by leaving it at that address addressed to the Member;<br><br>(b) by sending it in electronic form to such address as the Member may provide to the Company in writing for that purpose;<br><br>(c) by publishing it by way of advertisement in at least one English language newspaper and one Chinese language newspaper circulating in Hong Kong;<br><br>(d) by publishing it on a website; and<br><br>(e) by sending or otherwise making it available to such Member through such other means in printed or electronic form or as otherwise authorised in writing by such Member. |

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| | ~~Any notice or document (including any "corporate communication" within the meaning ascribed thereto under the rules of the a stock exchange in Hong Kong), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex, facsimile transmission message or other form of electronic communication and any such notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by the Member or may also be served by advertisement in one or more newspapers circulating in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of a stock exchange in Hong Kong or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of a stock exchange in Hong Kong, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.~~ |
| 115A. | Subject to the Statutes and the Listing Rules, all notice, document or information (including any "corporate communication" as defined in the Listing Rules) directed to be sent or supplied to the Members shall, with respect to any share to which persons are jointly entitled, be sent or supplied to the joint holder whose name stands first in the Register in respect of the share, to the exclusion of the other joint holder(s) and to the address notified by that first joint holder for the purpose of receiving any notice, document or information, and such notice, document or information so sent or supplied shall be deemed to have been sent or supplied to all the holders of such share. ~~Repealed~~ |

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| 115B. | Any notice, document or information (including any "corporate communication" as defined in the Listing Rules) and the documents referred to in Articles 113 and 113A sent or supplied by or on behalf of the Company:<br><br>(a) if sent by pre-paid post and properly addressed, shall be deemed to have been received by the Member at the expiration of 24 hours after the time it was posted. In proving such receipt, it shall be sufficient to prove that the relevant notice, document or information was properly addressed and posted;<br><br>(b) if left at the registered address of the Member and properly addressed, shall be deemed to have been received by that Member on the day it was left. In proving such receipt, it shall be sufficient to prove that the relevant notice, document or information was properly addressed;<br><br>(c) if published by way of advertisement, shall be deemed to have been received by the Member on the day it was published;<br><br>(d) if published on a website, shall be deemed to have been received by the intended recipient on the date on which the notification of such publication is served or delivered on the intended recipient or where no such notification is required by the Statutes or the Listing Rules, the day on which the material appears on the relevant website; and<br><br>(e) if sent by any other means agreed in writing by the Member concerned, shall be deemed to have been received by the Member when the Company has carried out the action as agreed with the Member for that purpose.<br>~~Any notice sent by electronic communication shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company's website or the website of a stock exchange in Hong Kong, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member.~~ |

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| 117. | (a) Save as otherwise expressly permitted in these Articles or legislation, any summons, notice, order or other document or information 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 by pre-paid post and properly addressed to the Company or to such officer at the Office.<br><br>(b) The Directors may from time to time specify the form and manner in which a notice, document or information may be sent to the Company by electronic means, including designating one or more electronic address(es) or electronic platform(s) for the receipt of the notice, document or information. A notice, document or information may be sent to the Company by electronic means only if it is sent in accordance with the requirements specified by the Directors.<br><br>(c) Where the Directors permit a notice, document or information to be sent to the Company by electronic means and these Articles require such notice, document or information to be signed or authenticated by a Member or other person, the Directors may prescribe such requirements or procedures as they think fit for verifying the authenticity or integrity of the notice, document or information. Any such notice, document or information must be signed or sufficiently authenticated in accordance with the prescribed requirements or procedures, failing which it shall be deemed not to have been received by the Company.<br>~~Any notice sent by post shall be deemed to have been served at the expiration of twenty-four hours after the same shall have been posted; and is proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and put into the post office.~~ |

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| 122. | The Company in general meeting may, upon the recommendation of the Directors, resolve that any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or in the hands of the Company and available for dividend or otherwise available for distribution and not required for the payment or provision of the dividend on any shares with a preferential right to dividend, be capitalised and distributed among such of the Members as would be entitled to receive the same if distributed by way of dividend and in the same proportions, or among such of the Members or such other persons and in such different proportions as recommended by the Directors (such non-pro rata distribution is to be approved by the Company in general meeting on every occasion when the Directors recommend the same), and that the same be applied on behalf of such ~~m~~Members or such other persons either in or towards paying up in full any unpaid shares, or paying up in full, any unissued shares or debentures of the Company which shall be allotted, issued and distributed among such ~~m~~Members or such other persons and in such proportions as the resolution may provide, and the Directors shall give effect to such resolution. Unless the relevant resolution in general meeting provides otherwise, where the sum capitalised is used to pay up in full shares that are then to be allotted and distributed, credited as fully paid, to Members, the Company is also entitled to participate in the relevant distribution in relation to any bonus shares of the relevant class held by it as treasury shares and the proportionate entitlement of the relevant class of Members to the distribution will be calculated on this basis. |
| 123. | Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully-paid Shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board to make such provision by the issue of fractional shares~~certificates~~ or by payment in cash or otherwise as they think fit for the case of Shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all Members entitled thereto into an agreement with the Company providing for the allotment to the respectively, credited as fully paid up, of any further Shares or debentures to which they may be entitled on such capitalization, or, as the case may require for the payment up by the Company on their behalf by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing Shares, and any agreement made under such authority shall be effective and binding on all such Members. In addition, to the extent necessary, the Board may also determine and make arrangements to calculate a Member's rights separately in respect of the portion of shares held by such Member in Certificated form and the portion held in Uncertificated form where it is impracticable to do otherwise. |
| 125. | Subject to the provisions of the Ordinance, not less than seventy-five per cent. of the total voting rights of the Company's members in a general meeting (excluding treasury shares) shall be required to approve changes to these Articles. |

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| | **Payment of Corporate Action Proceeds and Electronic Instructions** |
| 126. | To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall:<br><br>(a) accept instructions from Members and its securities holders (including but not limited to dividend election instructions, payment choice instructions, responses to "corporate communication" and "actionable corporate communications" within the meaning ascribed thereto under the Listing Rules, and instructions regarding any meeting of the securities holders such as meeting attendance indications, proxy appointments, revocations, voting directions, and responses to corporate communications) transmitted by electronic means, in such manner and subject to reasonable authentication measures as the Board may from time to time determine;<br><br>(b) accept payment from Members and its securities holders by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate, if the Company makes an offer to Members and its securities holders to subscribe for any new securities; and<br><br>(c) pay any corporate action proceeds (including proceeds paid by the Company to Members and its securities holders in connection with its corporate actions, such as the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers, and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations) by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate. |

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| | **Uncertificated Securities and Electronic Processes** |
| 127. | The Company shall comply with all applicable laws and regulations, including the Securities and Futures Ordinance and the USM Rules, to facilitate the holding, transfer, and registration of its shares or other prescribed securities in Uncertificated form through electronic means, including via the Electronic System, including the UNSRT System or other systems approved by the Designated Stock Exchange and the SFC. The Company may adopt any technology, system, or method for the issuance, holding, and transfer of shares or securities, whether currently existing or developed in the future, provided such adoption complies with applicable laws and regulations. The Company is authorised to take all reasonably practicable steps to support electronic communication with securities holders, including but not limited to electronic voting, proxy instructions, and distribution of corporate action proceeds, and to maintain compatibility with the uncertificated securities market regime. For the avoidance of doubt, the Company shall not issue any share certificates for participating securities and all shares that are participating securities shall be held and transferred exclusively in Uncertificated form through the Electronic System, subject to the Statutes, the USM Rules and other applicable laws, rules and regulations. |

金粵控股有限公司
Rich Goldman Holdings Limited

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 00070)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Rich Goldman Holdings Limited (the "**Company**") will be held at meeting room of Soho 2, 6/F, Ibis Hong Kong Central & Sheung Wan, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Monday, 30 November 2026 at 11:00 a.m. for the following purposes:

## ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company, the reports of the directors of the Company (the "**Directors**") and the independent auditor of the Company for the year ended 30 June 2026.

2. (a) To re-elect Mr. Cheung Yat Hung, Alton as an independent non-executive Director.

   (b) To re-elect Mr. Yue Fu Wing as an independent non-executive Director.

   (c) To appoint Ms. Lay Lee Wai as an independent non-executive Director.

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

4. To re-appoint ZHONGHUI ANDA CPA Limited as the independent auditor of the Company and authorise the Board to fix their remuneration.

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

5. "**THAT**:

(a) subject to paragraph (c) of this resolution and in accordance with all applicable laws, rules and regulations, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares (each a "**Share**") in the share capital of the Company (including any sale or transfer of treasury shares (the "**Treasury Shares**") (as defined under The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) (the "**Listing Rules**")) and to make or grant offers, agreements and options, (including warrants, bonds, debentures, notes and other securities which carry rights of subscription for or conversion into Shares of the Company) which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights of subscription for or conversion into Shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);

(c) the aggregate nominal amount of the share capital of the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to or in consequence of: (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any options granted under any share option scheme or similar arrangements for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) the exercise of rights of subscription or conversion under the terms of any warrants, convertible bonds, debentures, notes or any securities issued by the Company which are convertible into Shares, shall not exceed the aggregate of:

(i) 20 per cent of the aggregate nominal amount of the share capital of the Company in issue (excluding any Treasury Shares) as at the date of the passing of this resolution; and

(ii) (provided that resolution numbered 7 is passed) the aggregate nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent of the aggregate nominal amount of the share capital of the Company in issue (excluding any Treasury Shares) as at the date of the passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from (and including) 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 to be held by the articles of association of the Company or any applicable laws of Hong Kong; or

(iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying the authority given under this resolution;

"**Rights Issue**" means an offer of Shares, or an offer of warrants, options or other securities carrying rights to subscribe for or purchase Shares, open for a period fixed by the Directors to holders of Shares in the capital of the Company whose names appear on the Company's register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of Shares (subject in all cases 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, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction or territory outside Hong Kong)."

6. "**THAT**:

(a) subject to paragraph (b) of this resolution and in accordance with all applicable laws, rules and regulations, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the Shares or securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or rules of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue (excluding any Treasury Shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution:

"**Relevant Period**" means the period from (and including) 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 to be held by the articles of association of the Company or any applicable laws of Hong Kong; or

(iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying the authority given under this resolution."

7. "**THAT**:

conditional upon the passing of resolutions numbered 5 and 6 set out in the notice of the meeting, the general mandate granted to the Directors to allot, issue and otherwise deal with additional shares pursuant to resolution numbered 5 set out in the notice of the meeting be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of Shares which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 6 set out in this resolution, provided that such extended amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue (excluding any Treasury Shares) as at the date of the passing of this resolution."

**SPECIAL RESOLUTION**

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

8. "**THAT**:

(a) the amended and restated articles of association of the Company (a copy of which has been produced to this meeting and marked "A" and for the purpose of identification, initialed by the chairman of the AGM), be and is hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing amended and restated articles of association of the Company with immediate effect after the close of this meeting; and

(b) any Director or company secretary of the Company be and are hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient in connection with the implementation of or giving effect to the aforesaid adoption of the amended and restated articles of association of the Company."

By Order of the Board
**Rich Goldman Holdings Limited**
**Lin Yee Man**
*Chairman*

Hong Kong, 30 October 2026

*Registered Office:*
Room 1807, 18/F
West Tower, Shun Tak Centre
168-200 Connaught Road Central
Sheung Wan, Hong Kong

*Notes:*

(1) A shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, to vote on his/her/its behalf. A proxy needs not be a shareholder of the Company but must be present in person at the meeting to represent the shareholder. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.

(2) To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) shall be deposited at the office of the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting or any adjournment thereof (as the case may be) should he/she/it so wish. In the event that a shareholder attends the meeting after having lodged the form of proxy, it will be deemed to have been revoked.

(3) For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Wednesday, 25 November 2026 to Monday, 30 November 2026, both dates inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 24 November 2026. The record date for determining the entitlement of the shareholders to attend and vote at the meeting will be on Monday, 30 November 2026.

*As at the date of this notice, the Board comprises Ms. Lin Yee Man and Ms. Yu Huan as executive Directors; and Mr. Cheung Yat Hung, Alton, Mr. Yue Fu Wing and Ms. Yeung Hoi Ching as independent non-executive Directors.*