THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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

CHEUK NANG (HOLDINGS) LIMITED
卓能(集團)有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 131)

PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION AND ADOPTION OF NEW ARTICLES OF ASSOCIATION AND NOTICE OF GENERAL MEETING

A notice convening a general meeting of the Company to be held at One Kowloon Peak Clubhouse, 8 Po Fung Terrace, Tsuen Wan, New Territories, Hong Kong, Hong Kong at 3:15 p.m. on Wednesday, 25 November 2026 (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held at the same venue and on the same day) (the "**General Meeting**") is set out on pages 42 to 43 of this circular. Whether or not you are able to attend the General Meeting, you are required to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time of the General Meeting. Completion of the form of proxy shall not preclude you from attending and voting at the General Meeting should you so wish.

30 October 2026

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DEFINITIONS

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

"Board"	the board of Directors
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the laws of Hong Kong)
"Company"	Cheuk Nang (Holdings) Limited (stock code: 131), a company incorporated in Hong Kong with limited liability and whose shares are listed on the Main Board of the Stock Exchange
"Director(s)"	director(s) of the Company
"Existing Articles of Association"	the existing articles of association of the Company
"General Meeting"	a general meeting of the Company to be held at 3:15 p.m. on Wednesday, 25 November 2026 (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held at the same venue and on the same day) to consider and, if thought fit, approve the Proposed Amendments, the notice of which is set out on pages 42 to 43 of this circular, or any adjournment thereof
"Group"	the Company and its subsidiaries
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"New Articles of Association"	the new amended and restated articles of association of the Company to be considered and approved for adoption by the Shareholders at the General Meeting
"Proposed Amendments"	the proposed amendments to the Existing Articles of Association as set out in the appendix to this circular
"Shareholder(s)"	holder(s) of share(s) issued by the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

CHEUK NANG (HOLDINGS) LIMITED
卓能（集團）有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 131)

Executive Directors:
CHAO Sze Tsung Cecil *(Chairman)*
CHAO Gigi *(Vice Chairman)*
CHAO Howard
HO Sau Fun

Non-executive Directors:
LEE Ding Yue Joseph
LAM Ka Wai Graham

Independent Non-executive Directors:
SUN Dai Hoe Harold
LEE Tsung Hei David Chris
The Honourable CHAN Wing Yan
(also known as Joephy CHAN)
YUNG Philip

Registered Office:
Suite 4901, 49/F
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

30 October 2026

To the Shareholders

Dear Sir or Madam,

PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION AND ADOPTION OF NEW ARTICLES OF ASSOCIATION AND NOTICE OF GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide the Shareholders with the information in respect of the necessary resolution which will be proposed at the General Meeting to consider and, if thought fit, approve the Proposed Amendments and the adoption of the New Articles of Association.

PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE NEW ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 30 October 2026. The Board proposes to make certain amendments to the Existing Articles of Association. The primary objectives of the Proposed Amendments are:

(i) to provide flexibility for the Company to convene and conduct general meetings wholly or partially by virtual means, and to allow Shareholders to attend, participate and vote at such meetings through the use of electronic facilities and to submit proxy-related instructions and other notices to the Company by electronic means, and to receive electronic payment of corporate action proceeds (e.g. dividends);

(ii) to permit the Company to hold treasury shares (which shall have the meaning ascribed to it in the Listing Rules);

(iii) to update and align with the latest regulatory requirements of the Listing Rules in contemplation of the implementation of the Uncertificated Securities Market and the relevant amendments made to the Listing Rules; and

(iv) to make certain housekeeping amendments.

Details of the Proposed Amendments are set out in the appendix to this circular. The Chinese translation of the Proposed Amendments is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

The Proposed Amendments and adoption of the New Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the General Meeting and, if approved, shall take effect upon the close of the General Meeting.

The Company has obtained a letter from its Hong Kong legal advisers confirming that the Proposed Amendments conform with the requirements of the Listing Rules and the applicable laws of Hong Kong. The Directors have also confirmed that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

GENERAL MEETING

A notice convening the General Meeting to be held at One Kowloon Peak Clubhouse, 8 Po Fung Terrace, Tsuen Wan, Hong Kong at 3:15 p.m. on Wednesday, 25 November 2026 (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held at the same venue and on the same day) is set out on pages 42 to 43 of this circular for the purpose of considering and, if thought fit, passing with or without amendments the resolution set out therein.

Except where the Chairman of the General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, the vote of the Shareholders at the General Meeting will be taken by poll in accordance with Rule 13.39(4) of the Listing Rules and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

The Company will publish an announcement on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company's website (www.cheuknang.com.hk) of the results of the voting by poll at the General Meeting on the same day after the conclusion of the General Meeting.

If a Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions" announced by the Hong Kong Government is/are in force at 9:00 a.m. on the date of the General Meeting, the General Meeting will be automatically adjourned. The Company will post an announcement on the websites of the Company (www.cheuknang.com.hk) and of the Stock Exchange (www.hkexnews.hk) to notify members of the date, time and place of the rescheduled meeting.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining shareholders' entitlement to attend and vote at the General Meeting, the register of members of the Company will be closed from Thursday, 19 November 2026 to Wednesday, 25 November 2026, both days inclusive, during which period no transfers of shares will be effected. The record date for determining the entitlement to attend and vote at the General Meeting shall be Wednesday, 25 November 2026. In order to be eligible to attend and vote at the General Meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1702-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 18 November 2026.

A form of proxy for use at the General Meeting is enclosed. Whether or not you are able to attend the meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the registered office of the Company as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the General Meeting if you so wish.

No Shareholder is required to abstain from voting at the General Meeting pursuant to the Listing Rules and/or the Existing Articles of Association.

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Directors believe that the Proposed Amendments, the adoption of the New Articles of Association and the resolution as set out in the notice of the General Meeting are all in the opinion of the Directors, fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favour of the resolution to approve the Proposed Amendments and the adoption of the New Articles of Association.

ADDITIONAL INFORMATION

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

By Order of the Board
CHAO Sze Tsung Cecil
Chairman

The following are the proposed amendments to the Existing Articles of Association brought about by the adoption of the New Articles of Association. 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 and the parts without changes in the following provisions are shown in "……")**
N/A	NEW ARTICLES OF ASSOCIATION (As altered by Special Resolution passed on 22nd December 1989, Special Resolution passed on 23rd December 1991 ~~and~~, Special Resolution passed on 20th November 2024 and Special Resolution passed on 25th November 2026) OF CHEUK NANG (HOLDINGS) LIMITED 卓能(集團)有限公司 (Name changed by Special Resolution passed on 26th March, 2001)
2.	The marginal notes to these Articles shall not be deemed to be part of these Articles and shall not affect their interpretation and in the interpretation of these Articles, unless there be something in the subject or context inconsistent therewith:– ~~"Actionable Corporate Communication" shall have the meaning given to it in the Listing Rules;~~ … "ASR Code" shall mean the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time and include any amendments thereof and any other codes or guidelines incorporated therewith, supplementary thereto or substituted therefor; "associate" shall have the meaning attributed to it in the Listing Rules; … ~~"the Chairman" shall mean the Chairman presiding at any meeting of members or of the Board;~~ … "Chairman" shall mean the chairman presiding at any meeting of members or of the Board;

"clearing house" shall mean a recognised clearing house within the meaning of Schedule 1 of the ~~Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)~~ SFO or a clearing house recognised by the laws of jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction;

…

"Corporate Communication" shall ~~have the meaning given to it~~mean any notice, document or other information (including any "corporate communication" as defined in the Listing Rules) sent or supplied or to be sent or supplied by the Company;

…

"electronic facilities" shall include, without limitation, website addresses, webinars, webcasts, videos, software programmes or any form of conference call systems (telephone, video, web or otherwise) that allows a person to listen, speak and vote at a meeting without being physically present at the meeting;

"electronic means" shall have the meaning ascribed to it under Section 2(4)(c) of the Companies Ordinance;

"general meeting" shall mean any general meeting of the Company, whether held at one or more physical venue(s) or by means of electronic facilities or a combination of both, including any general meeting held as the Company's annual general meeting;

"HKSCC" shall mean Hong Kong Securities Clearing Company Limited;

…

"Meeting Location(s)" shall have the same meaning given to it in Article 67, where relevant including such in respect of a meeting as adjourned or postponed by the Board or the Chairman pursuant to these Articles;

…

"newspaper" shall mean a newspaper published daily and circulating generally in Hong Kong ~~and specified in the list of newspapers issued and published in the Gazette for the purposes of Section 203 of the Companies Ordinance by the Chief Secretary for Administration~~;

"the register" shall mean the register of members and includes any branch register to be kept pursuant to the provisions of Companies Ordinance;

…

"SFC" shall mean the Securities and Futures Commission of Hong Kong;

"SFO" shall mean the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong) as in force from time to time and any amendments thereto or re-enactment thereof for the time being in force and includes every other law or subsidiary legislation incorporated therewith or substituted therefor;

…

~~"the register" shall mean the register of members and includes any branch register to be kept pursuant to the provisions of Companies Ordinance;~~

"treasury share(s)" shall have the meaning ascribed to it under the Listing Rules when applied in the context of the shares;

"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;

"USM Rules" shall mean the Securities and Futures (Uncertificated Securities Market) Rules (Cap.571AS of the Laws of Hong Kong) made under the SFO, as in force from time to time and any amendments thereto or re-enactments thereof for the time being in force and includes every other rules or subsidiary legislation incorporated therewith or substituted therefor;

"writing" or "printing" shall include writing, printing, lithography, photography, typewriting and every other mode of representing words or figures in a legible and non-transitory form (including anything in electronic form), or partly one and partly another;

References to a member being present at or attending or participating in a general meeting, whether in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy, shall mean that such member or proxy is present at a physical venue of the meeting or is participating in the meeting by using the electronic facilities as specified by the Board. Accordingly, any references to attending or doing anything at the meeting "in person", "personally", "by proxy" and references to "attend", "participate", "attending", "participating", "attendance" and "participation" and any other similar expressions shall be construed accordingly;

The rights of holder(s) of any treasury shares of the Company under these Articles shall be subject to any applicable requirements and restrictions under the Companies Ordinance and the Listing Rules;

…

3. Without prejudice to any special rights or restrictions for the time being attaching to any shares or any class of shares, any share may be issued upon such terms and conditions and with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by ordinary resolution determine (or, in the absence of any such determination or so far as the same may not make specific provision, as the Board may determine) and any preference share may, with the sanction of ~~a special~~an ordinary resolution, be issued on the terms that it is, or at the option of the Company or the holder thereof its liable, to be redeemed and on the terms that adequate voting rights will, in appropriate circumstances be secured to preference shareholders Provided that in case of redemption by the Company of redeemable shares by way of purchase:– …

5. (A) If at any time the capital is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of ~~Sections 182, 183 and 193 of~~ the Companies Ordinance, be varied or abrogated either with the consent in writing of the holders of not less than three-fourths of the issued shares of that class (excluding any shares of that class held as treasury shares) or with the sanction of a special resolution passed at a separate ~~general~~ meeting of the holders of the shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be not less than two persons holding or representing by proxy one-third of the issued shares of that class, and at an adjourned meeting one person holding shares of that class or his proxy, and that any holder of shares of the class present in person or by proxy may demand a poll.

(B) …

(C) …

(D) For the avoidance of doubt, shares do not constitute a separate class solely by virtue of being in certificated form or uncertificated form.

6. The Company may exercise any powers conferred on the Company or permitted by or not prohibited by or not inconsistent with the Companies Ordinance or any other applicable ordinance, statute, act or law from time to time, to purchase or otherwise acquire shares in the Company and warrants to subscribe shares in the Company or to give, directly or indirectly, by means of loan, guarantee, the provision of security or otherwise, financial assistance for the purpose of or in connection with an acquisition made or to be made by any person of any share in the Company. Such powers shall be exercised by the Board upon such terms and subject to such conditions as the Board thinks fit and should the Company acquire its own shares neither the Company nor the Board shall be required to select the shares to be acquired rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase, acquisition or financial assistance shall only be made or given in accordance with any relevant rules or regulations issued by the Stock Exchange or the ~~Securities and Futures Commission~~ SFC as shall be applicable from time to time.

7. ~~The Company in general meeting may from time to time, whether or not all the shares for the time being issued shall have been fully paid up, by ordinary resolution increase its share capital by the creation of new shares, such new capital to be of such amount as the resolution shall prescribe~~[Intentionally deleted].

9. Subject to the provisions of the Companies Ordinance, ~~T~~the Company may ~~by ordinary resolution~~, before the issue of any new shares, determine that the same, or any of them, shall be offered in the first instance~~, and either at par or at a premium,~~ to all the existing holders of any class of shares in proportion as nearly as may be to the number of shares of such class held by them respectively, or make any other provisions as to the issue and allotment of such shares, but in default of any such determination or so far as the same shall not extend, such shares may be dealt with as if they formed part of the capital of the Company existing prior to the issue of the same.

10. Except so far as otherwise provided by the conditions of issue or by these Articles or by the Companies Ordinance, any capital raised by the creation of new shares shall be treated as if it formed part of the original capital of the Company and such shares shall be subject to the provisions contained in these Articles with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, cancellation, surrender, voting and otherwise.

11. Subject to the provisions of the Companies Ordinance (and in particular Sections 140 and 141 thereof) and of these Articles relating to new shares, all unissued shares in the Company shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times, for such consideration and generally on such terms as the Board shall in its absolute discretion think fit~~, but so that no shares shall be issued at a discount, except in accordance with the provisions of the Companies Ordinance~~.

15. (A) …

(B) …

(C) Except when the register is closed in accordance with the Listing Rules and the Companies Ordinance, any shareholder may inspect during business hours any register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects. For the avoidance of doubt, any holder of prescribed securities (as defined in the USM Rules) is entitled, on request and without charge, to inspect any entry made in relation to that person in the register and during the course of the inspection make a copy of any such entries.

16. Every person whose name is entered as a member in the register shall be entitled ~~without payment to receive within two months after allotment or lodgment of a transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming a stock exchange board lot, upon payment, in the case of a transfer, of such amount as may from time to time be permitted under the rules prescribed by the Stock Exchange for every certificate after the first or such lesser sum as the Board shall from time to time determine, such number of certificates for shares in stock exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question~~ to hold their Shares in uncertificated form through the UNSRT System, the Central Clearing and Settlement System or other system approved under the SFO and/or the USM Rules or otherwise approved by the SFC or the Stock Exchange, as applicable, in compliance with the Listing Rules and other applicable laws, rules and regulations. The Company shall comply with all applicable laws, rules 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. A Member shall only be entitled to a share certificate if the Board resolves that share certificates be issued, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders.

17. Every certificate, if issued, for shares or debentures or representing any other form of securities of the Company shall be issued under the seal of the Company, which shall only be affixed or imprinted to a share certificate with the authority of the Board and for this purpose may be any official seal as permitted by Section 126 of the Companies Ordinance. Notwithstanding the provisions of Article 138(A), the seal on all certificates in relation to the share capital of the Company shall only be affixed with the authority of the Board.

18. Every share certificate ~~hereafter~~, if issued, shall specify the number and class of shares in respect of which it is issued and the amount paid thereon and may otherwise be in such form as the Board may from time to time prescribe. If at any time the share capital of the Company is divided into different classes of shares, every share certificate shall comply with Section 179 of the Companies Ordinance. A share certificate shall relate to only one class of shares.

19. (A) …

(B) If any share shall stand in the names of two or more persons, the person first named in the register shall be deemed the sole holder thereof as regards service of ~~motions~~ Corporate Communications as mentioned in Article 167E(a) and, subject to the provisions of these Articles, all or any other matters commenced with the Company, except the transfer of the share.

20. If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding such amount as may from time to time be permitted under the ~~rules prescribed by the Stock Exchange~~ Listing Rules and on such terms and conditions, if any, as to publication of notices, evidence and indemnity as the Board thinks fit and in the case of wearing out or defacement, after delivery up of the old certificate. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company any exceptional costs and the reasonable out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity. As regards the loss of share certificate, application for a replacement certificate shall be made in accordance with Section 163 of the Companies Ordinance.

21. The Company shall have a first and paramount lien on every share (not being a fully paid up share) for all moneys, whether personally payable or not, called or payable at a fixed time in respect of such share, and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid up shares) standing registered in the name of a member, whether singly or jointly with any other person or persons, for all the debts and liabilities of such member or his estate to the Company and whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether a member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends and ~~bonuses~~ other moneys declared or payable in respect thereof. The Board may at any time either generally or in any particular case waive any lien that has arisen, or declare any share to be exempt wholly or partially from the provisions of this Article.

22. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving notice of intention to sell in default, shall have been given to the registered holder for the time being of the shares or the person entitled by reason of such holder's death, bankruptcy or winding-up or otherwise by operation of law or court order to the shares.

Between
23 and 24 **Calls on Shares**

25. Fourteen days' notice at least of any call shall be ~~given~~ sent or supplied specifying the time and ~~place~~ method of payment and to whom such call shall be paid.

26. A copy of the notice referred to in Article 25 shall be sent or supplied to members in the manner in which ~~notices~~ Corporate Communications may be sent or supplied to members by the Company as herein provided.

27. In addition to the ~~giving~~ sending or supplying of notice in accordance with Articles 25 and 26, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members by notice to be inserted once in The Hong Kong Government Gazette and once at least in an English language newspaper and a Chinese language newspaper, or by publication on the website of the Company in accordance with the Listing Rules or in such other manner as permitted under the Listing Rules.

28. Every member upon whom a call is made shall pay the amount of every call so made on him to the person and at the time or times and ~~place or places~~in such manner as the Board shall appoint.

33. No member shall be entitled to receive any dividend or ~~bonus~~ other money payable or to be present and vote (save as proxy for another member) at any general meeting, either personally or, in the case of a member being a corporation, by its duly authorised representative, or (save as proxy for another member) by proxy, or be reckoned in a quorum, or to exercise any other privilege as a member until all calls or instalments due from him to the Company, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.

34. On the trial or hearing of any action or other proceedings for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the register as the holder, or one of the holders, of the shares in respect of which such debt accrued; that the resolution making the call is duly recorded in the minute book; and that notice of such call was duly ~~given~~ sent or supplied to the member sued, pursuant to these Articles; and it shall not be necessary to prove the appointment of the Board who made such call, nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive of the debt.

36. The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and upon all or any of the moneys so advanced the Company may pay interest at such rate (if any) not exceeding twenty per cent. per annum as the Board may decide. The Board may at any time repay the amount so advanced upon ~~giving~~ sending or supplying to such member not less than one month's notice in writing of their intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced.

37. (a) Subject to these Articles, ~~All~~ transfers of shares and other documents affecting or relating to the title of any shares shall be registered with the Company. All transfers of shares may be effected by an instrument of transfer in writing in the usual common form or in such other form as the Board may accept and may be under hand only, or, if the transferor or transferee is a clearing house (or its nominee), by hand or by machine imprinted signature or by such other manner of execution as the Directors may approve from time to time. ~~All instruments of transfer and other documents affecting or relating to the title of any shares or duly certified copies of such other documents must be left at the registered office of the Company or at such other place as the Board may appoint. Provided that notwithstanding registration of any document affecting or relating to the title of any shares or the duly certified copy thereof (other than duly executed instrument of transfer in proper form of fully paid shares), the Company shall not be obliged to comply with, obey or otherwise pay regard to such document unless the same shall have statutory or judicial force and effect.~~

(b) Notwithstanding the provisions of subparagraph (a) above, for so long as any shares are listed on the Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Companies Ordinance in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares. Subject to Companies Ordinance and all applicable laws and regulations, including the SFO and the USM Rules, transfers of shares may be effected in uncertificated form through the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Stock Exchange or the SFC.

38. (a) Subject to the Companies Ordinance and all applicable laws and regulations, including the SFO and the USM Rules, transfers of shares may be effected in uncertificated form through the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Stock Exchange or the SFC, without the need for a written instrument of transfer. For certificated shares, ~~T~~the instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof. Nothing in these Articles shall preclude the ~~board~~ Board from recognising a renunciation of the allotment or provisional allotment of any share by the allotee in favour of some other person.

(b) Notwithstanding Articles 37 and 38(a), transfers of share which are listed on the Stock Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules, the SFO and/or the USM Rules and which has been approved by the Board for such purpose.

40. The Board may also decline to recognise any instrument of transfer unless:–

(i) a fee of such amount ~~as may from time to time be permitted under the rules prescribed by the Stock Exchange~~ (not higher than the relevant maximum amount from time to time set out in the Listing Rules) or such lesser sum as the Board may from time to time require is paid to the Company in respect thereof;

(ii) where the transfer is effected by an instrument of transfer, the instrument of transfer is lodged with the Company accompanied by the certificate of the shares to which it relates (which shall upon registration of the transfer be cancelled), and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;

(iii) where the transfer is effected by an instrument of transfer, the instrument of transfer is in respect of only one class of share;

(iv) the shares concerned are free of any lien in favour of the Company; and

(v) where the transfer is effected by an instrument of transfer, the instrument of transfer is properly stamped.

43. Upon every transfer of shares the certificate (if one has been issued) held by the transferor shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall, upon request by the transferee and subject to the Board resolving to issue share certificates pursuant to Article 16, be issued ~~without charge~~ with a fee not higher than the relevant maximum amount from time to time set out in the Listing Rules to the transferee in respect of the shares transferred to him, and if any of the shares included in the certificate so given up shall be retained by the transferor a new certificate in respect thereof shall be issued to him ~~without charge~~ with a fee not higher than the relevant maximum amount from time to time be prescribed by the ASR Code or the Stock Exchange (as the case may be). The Company shall also retain the instrument(s) of transfer.

48. A person becoming entitled to a share by reason of the death, bankruptcy or winding-up of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share. However, the Board may, if it thinks fit, withhold the payment of any dividend payable or other advantages in respect of such share until such person shall become the registered holder of the share or shall have effectually transferred such share, but, subject to the requirements of Article 81 being met, such a person may vote at general meetings.

49. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, without prejudice to the provisions of Article 33, ~~serve~~ send or supply a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.

50. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made, and it shall also ~~name the place where~~state how that payment is to be made, ~~such place being either the registered office of the Company, or some other place at which calls of the Company are usually made payable. The notice shall also state that, in the event of non-payment at or before the time appointed~~and that if the notice is not complied with, the shares in respect of which the call was made will be liable to be forfeited.

51. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been ~~given~~ sent or supplied may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends and ~~bonuses~~ other moneys declared in respect of the forfeited share and not actually paid before the forfeiture. The Directors may accept the surrender of any shares liable to be forfeited hereunder and in such cases references in these Articles to forfeiture shall include surrender.

55. When any share shall have been forfeited, notice of the resolution shall be ~~given~~ sent or supplied to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the register, but no forfeiture shall be in any manner invalidated by any ~~ommission~~ omission or neglect to ~~give~~ send or supply such notice or make any such entry.

64. Subject to the provisions of the Companies Ordinance and the Listing Rules, ~~T~~the Company shall in each financial year hold general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it~~; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next~~. The annual general meeting shall be held at such date, time and ~~place~~physical venue(s) and/or with the virtual meeting technology as the Board shall appoint.

65. ~~[Intentionally deleted].~~ All meetings, whether annual general meetings or other general meetings, shall be held at such date, time and physical venue(s) and/or with the electronic facilities as the Directors shall appoint. The Directors may in their absolute discretion decide that the Company will hold a general meeting:

(i) at one or more physical venue(s) in any part of the world; or

(ii) by using electronic facilities; or

(iii) both at one or more physical venue(s) in any part of the world and by using electronic facilities.

66. The Board may, whenever it thinks fit, convene a general meeting, and general meetings shall also be convened on requisition, ~~or by one or more members holding in aggregate not less than 5% of the voting rights (on a one vote per share basis) in the share capital of the Company may also make a requisition to convene a general meeting and add resolutions to the agenda of a meeting~~as provided by the Companies Ordinance, or in default, may be convened by such requisitionists~~, as provided by the Companies Ordinance. A general meeting may be held at two or more places using any technology that enables members who are not together at the same place to listen, speak and vote at such meeting~~.

67. Subject to the provisions of the Companies Ordinance, ~~A~~an annual general meeting shall be called by twenty-one days' notice in writing at the least, and any other general meeting of the Company (other than an ~~annual general~~adjourned meeting or a postponed meeting) shall be called by at least fourteen days' notice in writing. Subject to Article 73 in relation to an adjourned meeting and Article 73E in relation to a postponed meeting, ~~T~~the notice shall be exclusive of the day on which it is ~~served~~ sent or supplied or deemed to be ~~served~~sent or supplied and of the day for which it is given, and shall~~:~~ include all information required to be included in such notice by the Companies Ordinance and the Listing Rules. In particular, the notice shall specify the date and time of the meeting, and either or both of (i) the physical venue(s) of the meeting and (ii) the details of the electronic facilities for attendance and participation by electronic means at the meeting (the "**Meeting Location(s)**", which include such physical venue and virtual place), in each case as decided by the Directors together with the general nature of the business to be dealt with, and shall be sent or supplied, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notice from the Company and also to the Auditors,

~~(A) be in writing;~~

~~(B) specify the date and time of the meeting;~~

~~(C) specify the place of the meeting (and if the meeting is to be held in two or more places, the principal place of meeting);~~

~~(D) state the general nature of the business to be dealt with at the meeting;~~

~~(E) in case of a notice calling an annual general meeting, state that the meeting is an annual general meeting;~~

~~(F) if a resolution (whether or not a special resolution) is intended to be moved at the meeting:(a) include notice of the resolution; and (b) include or be accompanied by a statement containing the information and explanation, if any, that is reasonably necessary to indicate the purpose of the resolution;~~

~~(G) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and~~

~~(H) contain a statement specifying a member's right to appoint a proxy under Section 596(1) and~~

provided that subject to the provisions of the Companies Ordinance, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:–

(i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and

(ii) in the case of any other general 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 ninety-five per cent. in nominal value of the shares giving that right.

67A. ~~If the Board considers that it is impractical or undesirable for any reason to hold a general meeting on the date or at the time or place specified in the notice calling the general meeting, it may postpone or move the general meeting to another date, time and/or place. The Board shall take reasonable steps to ensure that notice of the date, time and place of the rearranged meeting is given to any member trying to attend the meeting at the original time and place. Notice of the business to be transacted at such rearranged meeting shall not be required. If a meeting is rearranged in this way, the appointment of a proxy will be valid if it is received as required by these Articles not less than 48 hours before the time appointed for holding the rearranged meeting. The Board may also postpone or move the rearranged meeting under this Article~~[Intentionally deleted].

68. (A) The accidental omission to ~~give~~ send or supply any notice to, or the non-receipt of any notice by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.

(B) In cases where instruments of proxy are sent out or supplied with such notices, the accidental omission to send or supply such instrument of proxy to, or the non-receipt of such instrument of proxy by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.

70. For all purposes the quorum for a general meeting shall be two members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy. Any member (in the case of a corporation, its duly authorised representative) or his proxy attending and participating in a general meeting by electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.

71. If within fifteen minutes from the time appointed for ~~the~~ a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and ~~place~~ Meeting Location(s) as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the member or members present in person shall be a quorum and may transact the business for which the meeting was called.

72. The Chairman ~~(if any)~~ of the ~~Directors~~ Board (if any) or, if he is absent or declines to take the chair at such meeting, the Deputy Chairman of the Board (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Deputy Chairman, or if at any general meeting neither of such Chairman or Deputy Chairman, is present within fifteen minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the members present shall choose another Director as Chairman of such meeting, and if no Director be present or if all the Directors present decline to take the chair or if the Chairman chosen shall retire from the chair, then the members present shall choose one of their own number to be Chairman of such meeting.

72A. Any Director (including without limitation, the Chairman of the meeting) attending and participating at a general meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Companies Ordinance and other applicable laws, rules and regulations and these Articles.

73. The Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting ~~from time to time and from place to place~~to another date, time and/or Meeting Location(s) as the meeting shall determine. Whenever a meeting is adjourned for fourteen days or more, at least seven clear days' notice, specifying the ~~place, the day and the hour of the adjourned meeting~~details set out in Article 67 shall be ~~given~~ sent or supplied in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

73A. For the purposes of these Articles and subject to Article 72A, a general meeting taking place at two or more Meeting Locations shall be treated as taking place where the Chairman of the meeting presides (the "**principal location**"). The following provisions shall apply to any such arrangement:

(a) The members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy at a Meeting Location other than the principal location shall be counted in the quorum for and entitled to vote at the meeting in question as if he were present at the principal location, and that meeting shall be duly constituted and its proceedings shall be valid provided that the Chairman of the meeting is satisfied that electronic facilities are available throughout the meeting to enable members present at all Meeting Locations to participate in the business for which the meeting has been convened.

(b) If members (or in the case of a corporation, its duly authorised representative) or their proxies attend a general meeting by being present at one of the Meeting Locations by means of electronic facilities, a failure (for any reason) of communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the principal location to participate in the business for which the meeting has been convened, the inability of one or more members (or in the case of corporations, their duly authorised representatives) or proxies to access or continue to access the electronic facilities despite electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any decision made thereat or any action taken pursuant to such business.

(c) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information and opinion which that person has on the business of the meeting.

(d) A person is able to exercise the right to vote at a general meeting when:–

(i) that person is able to vote, during the meeting, on resolutions put to vote at the meeting; and

(ii) that person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(e) In determining attendance at a general meeting, it is immaterial whether any two or more persons attending it are in the same Meeting Location as each other or how they are able to communicate with each other.

(f) A person is regarded as attending a general meeting by using electronic facilities if:–

(i) the person uses the electronic facilities specified in the notice of the meeting or as determined by the Directors or the Chairman of the meeting pursuant to these Articles; and

(ii) where the person has the rights to listen, speak and vote at the meeting, the person is able to exercise them as stipulated in Articles 73A(c) and 73A(d).

The Directors or the Chairman of the meeting shall have the absolute right to prescribe rules or regulations to determine the eligibility of attending or participating by electronic facilities of any person, whether as a member (or, in the case of a corporation, its duly authorised representative) or as a proxy. Any decision made by the Directors or the Chairman of the meeting regarding such person's eligibility to attend, speak, or vote by electronic facilities shall be final and conclusive.

(g) Notwithstanding that any of the Meeting Locations which is a physical venue may be outside Hong Kong, the provisions of these Articles concerning the service and sending or supplying notice for the meeting, and the time for lodging proxies, shall be applied by reference to Hong Kong time.

For the avoidance of doubt, notwithstanding anything in these Articles to the contrary, neither the Directors nor the Chairman of the meeting shall be obliged to arrange any general meeting to be held at more than one Meeting Locations.

73B. The Directors and, at any general meeting, the Chairman of the meeting may from time to time make such arrangements, requirements or restrictions as stated in the notice of meeting for attendance and/or participation and/or voting at any Meeting Location(s) (whether involving the issue of tickets or some other means of identification, passcode, electronic voting, seat reservation or otherwise) as they/he shall in their/his absolute discretion consider appropriate, and may from time to time change any such arrangements, requirements or restrictions, provided that a member who, pursuant to such arrangements, requirements or restrictions, is not entitled to attend, in person or by proxy, at a Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any member so to attend the meeting or adjourned/postponed meeting at such Meeting Location(s) shall be subject to any such arrangements, requirements or restrictions as may be for the time being in force and by the notice of meeting or adjourned/postponed meeting stated to apply to the meeting. Members or proxies must comply with all such arrangements, requirements or restrictions and any failure to comply may result in the person being refused entry or removed from the meeting.

73C. Notwithstanding Article 73, if it appears to the Chairman of the meeting that:–

(a) the facilities at the principal location or at such other Meeting Location(s) have become inadequate for the purposes referred to in Article 73A; or

(b) electronic facilities being made available by the Company have become inadequate; or

(c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or

(d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting; or

(e) interruption, suspension or adjournment would facilitate the conduct of the business of the meeting.

then the Chairman may, at his absolute discretion, without the consent of the meeting, interrupt, suspend or adjourn the meeting. Such interruption, suspension or adjournment or the failure of electronic facilities or arrangements will not affect the validity of the meeting, or any business conducted or decision made at the meeting up to the time of such interruption, suspension or adjournment shall be valid.

73D. The Directors and, at any general meeting, the Chairman of the meeting may make any arrangement and impose any requirement or restriction they or he consider(s) appropriate to ensure the security and orderly conduct of a meeting including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the physical venue, obeying any precautionary measures and regulations in relation to prevention and control of spread of disease, determining the number and frequency of and the time allowed for and manner of raising questions at a meeting, and muting those who participate in a general meeting by means of electronic facilities. Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements, restrictions or precautionary measures may be refused entry to the meeting or removed (physically or electronically) from the meeting.

73E. If, after the sending or supplying of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is impracticable or unreasonable for any reason to hold a general meeting on the date or at the time or at the Meeting Location(s) or by means of electronic facilities specified in the notice calling the meeting, they may postpone the meeting to another date and/or time and/or change Meeting Location(s) and/or electronic facilities, without approval from the members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every notice calling a meeting that, if a black rainstorm warning or a gale warning or other similar event is (or is forecast to be) in force at any time on the date of the meeting (unless such relevant warning or event has been cancelled at a prescribed time prior to the meeting as the Directors may specify in the relevant notice) the meeting shall be automatically postponed and changed without further notice. This Article shall be subject to Article 73 and the following:

(a) when a meeting is so postponed and/or there is a change in the Meeting Location(s) and/or electronic facilities, the Company shall endeavour to post notice of such postponement or change on the Company's website as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of or change to such meeting);

(b) without prejudice to Articles 73 and 73C, when a meeting is postponed or there is a change to a meeting in accordance with this Article, unless already specified in the original notice of the meeting or included in the notice posted on the Company's website above, the Board shall fix the date, time, Meeting Location(s) and electronic facilities (if applicable) for the meeting so postponed or changed and at least seven clear days' notice of the postponement or change shall be sent or supplied by one of the means specified in Article 167 which shall specify the date, time, Meeting Location(s) and electronic facilities (if applicable) for the meeting so postponed or changed, and the date and time by which proxies shall be submitted in order to be valid at such meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the meeting so postponed or changed unless revoked or replaced by a new proxy);

(c) notice of the business to be transacted at the meeting so postponed or changed shall not be required, nor shall any accompanying documents be required to be sent or supplied again, provided that the business to be transacted at such meeting is the same as that set out in the original notice of general meeting sent or supplied to the members of the Company; and

(d) the Directors may also postpone or change the Meeting Location(s) of the meeting under this Article 73E, provided that such postponement or change shall comply with the provisions of this Article 73E.

73F. All persons seeking to attend and participate in a general meeting using electronic facilities shall be responsible for maintaining adequate facilities (including systems, equipment and connectivity) to enable them to do so. Subject to Article 73C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings and/or resolutions passed at that meeting.

75. If a poll is demanded as aforesaid, it shall (subject as provided in Article 76) be taken in such manner (including the use of ballot or voting papers or tickets or electronic facilities) and at such time and place, not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was demanded, as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting or the taking of the poll, whichever is the earlier.

80. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands every member who (being an individual) is present in person or (being a corporation) (save and except for a clearing house (or its nominee(s)) pursuant to Article 91(B)) is present by a representative duly authorised under Sections 606, 607 and 623 of the Companies Ordinance shall have one vote, and on a poll every member present in person or by proxy shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up, but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Article as paid up on the share. On a poll a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Board or the Chairman of the meeting may determine.

81. Any person entitled under Article 46 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least 48 hours before the time of the holding of the meeting or adjourned meeting or postponed meeting (as the case may be) at which he proposes to vote, he shall satisfy the Board of his right to be registered as the holder of such shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.

82. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to ~~vole~~ vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof.

84. (A) Save as expressly provided in these Articles, no person other than a member duly registered and who shall have paid everything for the time being due from him payable to the Company in respect of his shares shall be entitled to be present or to vote (save as proxy for another member) either personally or by proxy, or to be reckoned in a quorum, at any general meeting or adjourned meeting or postponed meeting.

(B) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting or postponed meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive.

84A. ~~All shareholders of the Company (including a shareholder which is a clearing house (or its nominee(s))) shall have the right to speak and vote at a general meeting except w~~Where the Company has knowledge that any shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, in which case any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted. ~~Otherwise, all shareholders shall have the right to vote at a general meeting. No powers shall be taken to freeze or otherwise impair any of the rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.~~

85. Any member of the Company entitled to attend, speak and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend, speak and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion. Notwithstanding anything contained in these Articles, where a member of the Company is a clearing house (or its nominee(s)), a proxy or proxies appointed by such member shall be entitled to separate votes on a show of hands.

86. (a) The instrument appointing a proxy shall be in writing in any usual or common form or any other form which the Directors shall from time to time approve or accept and:–

(i) in the case of an individual, under the hand of the appointor or of his attorney duly authorised in writing, or authenticated in accordance with Article 167F(c); and

(ii) ~~if the appointor is~~in the case of a corporation, either under seal or under the hand of an officer or attorney duly authorised, ~~and if the Board in its absolute discretion determines, the appointment of a proxy may be contained in an electronic communication submitted by or on behalf of the appointer, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine.~~ in writing or authenticated in accordance with Article 167F(c).

(b) The Directors may require evidence of authority of such attorney or officer. In the absence of satisfactory evidence required by the Directors, the Company may treat an appointment of the relevant proxy as invalid.

86A. ~~The Company may, at its absolute discretion, designate from time to time an electronic address or an electronic means of submission 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 or electronic means of submission 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 or by such electronic means of submission, subject as hereafter provided and subject to any other limitations or conditions or requirements specified by the Company when providing the electronic address or electronic means of submission. Without limitation to the foregoing, the Company may from time to time determine that any such electronic address or electronic means of submission may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses or electronic means of submission for different purposes. 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 or via its designated electronic means of submission provided in accordance with this Article or if no electronic address or electronic means of submission is so designated by the Company for the receipt of such document or information~~[Intentionally deleted].

87. ~~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 (i) deposited at the registered office of the Company or at such other place as is specified in the notice of meeting or in the instrument of proxy issued by the Company or (ii) if an electronic address or electronic means of submission in accordance with Article 86A is specified by the Company in the notice of meeting or in the instrument of proxy issued by the Company, specifically for the purpose of receiving such instruments and the aforesaid authorities and documents for that meeting, sent or transmitted by electronic means to such electronic address or via the electronic means of submission so specified subject to any conditions or limitations imposed by the Company, (a) in the case of a general meeting or adjourned general meeting, at least 48 hours before the time for holding the meeting or adjourned meeting; and (b) in the case of a poll taken more than 48 hours after it was demanded, 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after 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 cases 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 poll concerned and. in such event, the instrument appointing a proxy shall be deemed to be revoked.~~

(a) Any document or information relating to proxies for a general meeting (including (i) an instrument appointing a proxy or information inputted on an invitation to appoint a proxy via electronic platform or otherwise, (ii) notice or information in respect of termination of the authority of a proxy; and (iii) any document or information necessary to show evidence of authority, the validity of, or otherwise relating to, an appointment of proxy or notice of termination of the authority of a proxy) (the "**proxy-related instructions**") shall be received by the Company by (1) depositing at the registered office of the Company or at such other place as is specified in the notice of meeting, the instrument of proxy issued by the Company or the invitation to appoint proxy, or (2) if an electronic address or an electronic platform is specified by the Company in the notice of meeting, the instrument of proxy issued by the Company or the invitation to appoint proxy, specifically for the purpose of receiving such proxy-related instructions, sending or transmitting by electronic means to such electronic address or electronic platform subject to any conditions or limitations imposed by the Company (and as regards (2), Section 828 of the Companies Ordinance shall apply subject to the above and for the purpose of Section 828(7)(a) of the Companies Ordinance, the period referred to under Section 823 of the Ordinance shall be 12 hours), in each case not less than 48 hours before the time for holding the meeting or adjourned or postponed meeting at which the person named in such instrument proposes to vote or, in the case of a poll taken more than 48 hours after it was demanded, not less than 24 hours before the time appointed for the taking of the poll, and in default the proxy-related instructions shall not be treated as valid. In calculating the periods for depositing the instrument appointing a proxy, no account is to be taken of any part of a day that is a public holiday.

(b) Only proxy-related instructions actually received by the Company shall be taken into account by the Company. If any proxy-related instruction required to be sent to the Company under this Article is sent to the Company by electronic means, such proxy-related instruction 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 or electronic platform in accordance with this Article. No proxy-related instructions appointing a proxy shall be valid after expiration of twelve months from the date named in it as the date of its execution or the date on which it is received by the Company, except at an adjourned or a postponed meeting or on a poll demanded at a meeting or an adjourned or a postponed meeting in cases where the meeting was originally held within twelve months from such date. The appointment of a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

(c) When two or more valid but differing proxy-related instructions have been received by the Company for the appointment of proxy in respect of the same share for the same meeting, the one which was last received (regardless of the date set out in it as the date of execution) shall be treated as replacing and revoking the others as regards that share. If the Company is unable to determine which was last received, none of them shall be treated as valid in respect of that share.

(d) Without limitation, the Company may from time to time determine that any such electronic address or electronic platform may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses or electronic platforms for different purposes. The Company may also impose any conditions or requirements on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any verification, security or encryption arrangements as may be specified by the Company.

88. ~~Every instrument of proxy, whether for a specified meeting or otherwise, shall be in such form as the Board may from time to time approve~~[Intentionally deleted].

89. The instrument appointing a proxy ~~to vote at a general meeting~~ shall: (i) be deemed to confer authority upon the proxy to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit Provided that any form issued to a member for use by him for appointing a proxy to attend, speak and vote at a general meeting or at an annual general meeting shall be such as to enable the member, according to his intention, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such special business; and (ii) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

90. A vote given in accordance with the terms of an instrument of proxy or power of attorney or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or ~~insanity~~ mental incapacity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no ~~intimation~~ notice in writing of such death, ~~insanity~~mental incapacity, revocation or transfer as aforesaid shall have been received by the Company ~~at its registered office, or at such other place~~in the manner as is referred to in Article 87, at least two hours before the commencement of the meeting or adjourned meeting or postponed meeting at which the proxy is used.

91. (A) Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any general meeting of the Company or of any meeting of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company. References in these Articles to a member present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a member represented at the meeting by such duly authorised representative.

(B) If a clearing house (or its nominee(s)) is a member of the Company, it may, by resolutions of its directors or other governing body or by power of attorney, authorise such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any general meeting of the Company or at any meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation or proxy form shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised under the provisions of these Articles shall be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) which he represents as that clearing house (or its nominee(s)) could exercise if it were an individual member of the Company including the right to vote individually on a show of hands.

(C) …

~~(D) Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.~~

96. A Director shall not be required to hold any qualification shares but shall nevertheless be entitled to attend and speak at all general meetings of the Company and meetings of any class of members of the Company. ~~No director shall be required to vacate office or be ineligible for re-election or re-appointment as a Director and no person shall be ineligible for appointment as a Director by reason only of his having attained any particular age.~~

101. (A) A director shall vacate his office:–

(i) …

(ii) …

(iii) …

(iv) if he becomes prohibited from being a Director by reason of any order made under any provision of the Companies Ordinance or is otherwise prohibited from being a Director by law in Hong Kong or any order made ~~threunder~~thereunder;

…

102. (A) (i) A Director may hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his office of Director for such period and upon such terms as the Board may determine and may be paid such extra remuneration therefor (whether by way of salary, commission, participation in profits or otherwise) as the Board may determine and such extra remuneration shall be in addition to any remuneration provided for by or pursuant to any other ~~a~~Article.

…

124. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall be a quorum. For the purpose of this Article an alternate Director shall be counted in a quorum but, notwithstanding that he may be an alternate for more than one Director, he shall for quorum purposes count as only one Director. The Board or any committee of the Board may participate in a meeting of the Board or such committee by means of a conference telephone or ~~similar communications equipment~~ other form of electronic facilities by means of which all persons participating in the meeting are capable of hearing each other.

125. A Director may, and on request of a Director the Secretary shall, at any time summon a meeting of the Board. Notice thereof shall be given to each Director and alternate Director either in writing or by telephone, or ~~telex, telegram, or telefax~~ facsimile transmission or by email or by other electronic means at the number or address from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine, Provided that notice need not be given to any Director or alternate Director for the time being absent from Hong Kong. A Director may waive notice of any meeting and any such waiver may be prospective or retrospective.

133. A resolution in writing signed by all the Directors except such as are absent from Hong Kong or temporarily unable to act through ill-health or disability (or their alternate Directors) shall (so long as they constitute a quorum as provided in Article 124) be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. A ~~cable, telefax or telex message confirming~~ notification of confirmation of such resolution in writing ~~sent~~ given by a Director shall be deemed to be his signature to such resolution in writing for the purposes of this Article. Any such resolution in writing may consist of several documents in like form each signed, confirmed or approved by one or more of the Directors or alternate Directors and for this purpose, a signature of a Director or an alternate Director contained in a document transmitted by facsimile, email or other electronic communication, or a notification of confirmation as aforesaid in written form given by a Director (or his alternate Director) shall be treated as valid.

141. The Board may establish any committees, local boards or agencies for managing any of the affairs of the Company, either in Hong Kong or elsewhere, and may appoint any persons to be members of such committees, local boards or agencies and may fix their remuneration, and may delegate to any committee, local board or agent any of the powers, authorities and discretions vested in the Board (other than its powers to make calls and forfeit shares), with power to sub-delegate, and may authorise the members of any such committee, local board, agency or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

143. (A) Subject to the provisions of the Companies Ordinance, ~~T~~the Company in general meeting may, upon the recommendation of the Board, resolve to capitalise any part of the Company's reserves or undivided profits not required for the payment or provision of the dividend on any shares with a preferential right to dividend, and accordingly that such part be sub-divided amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions, on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures or other securities of the Company to be alloted and distributed credited as fully paid to and amongst such members in the proportion aforesaid, or partly in one way and partly in the other; provided that for the purpose of this Article~~, any amount standing to the credit of share premium account may only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid up shares~~:~~.~~

(i) if the Directors decide to apply any capitalised sum in paying up new shares (or, subject to any special or preferential rights previously conferred on any shares or class of shares, new shares of any other class); and

(ii) unless the resolution passed in accordance with this Article provides otherwise, if the Company or its nominee holds treasury shares on the relevant date when entitlement is determined,

then all shares held by the Company or its nominee as treasury shares shall be included in determining the proportions in which the capitalised sum is to be applied in allotting new shares or shares of any other class.

(B) …

149. (A) Wherever the Board of the Company in general meeting have resolved that a dividend be paid or declared on the share capital of the Company, the Board may further resolve:–

either (i) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up on the basis that the shares so allotted shall be of the same class or classes as the class or classes already held by the allottee, provided that the shareholders entitled therein will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment. In such case, the following provisions shall apply:–

(a) the basis of any such allotment shall be determined by the Board;

(b) the Board, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the shareholders of the right of election accorded to them and shall send or supply with such notice forms of election and specify the procedure to be followed and the ~~place at~~manner in which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;

(c) …

(d) …

…

or (ii) that shareholders entitled to such dividend shall be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the Directors may think fit on the basis that the shares so allotted shall be of the same class or classes as the class or classes of shares already held by the allottee. In such case, the following provisions shall apply:–

(a) the basis of any such allotment shall be determined by the Board;

(b) the Board, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the shareholders of the right of election accorded to them and shall send or supply with such notice forms of election and specify the procedure to be followed and the ~~place at~~manner in which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;

…

152. (A) …

(B) The Board may deduct from any dividend or ~~bonus~~ other moneys payable ~~to any~~in respect of any shares held by a member all sums of money (if any) presently payable by him to the Company on account of calls, instalments or otherwise.

154. A transfer of shares shall not pass the right to any dividend or ~~bonus~~ other moneys declared thereon before the registration of the transfer.

156. (a) Subject to compliance with the Companies Ordinance and any other applicable ordinance, any dividend or other moneys payable on or in respect of a share will be paid to:

(i) the holder of that share;

(ii) if the share is held by more than one person, whichever the joint holders' names appears first in the register;

(iii) if the member is no longer entitled to the share, the person or persons entitled to it; or

(iv) such other person or persons as the members (or, in the case of joint holders of a share, all of them) may direct,

who will be the "payee" for the purpose of this Article.

(b) ~~Unless otherwise directed by the Board, a~~Any dividend or ~~bonus~~ other moneys payable on or in respect of any share may be paid by cheque or warrant ~~sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of that one whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent, and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged~~or funds transfer system or other method or a combination of methods as the Directors, in their absolute discretion, may decide. Different methods of payment may apply to different holders or groups of holders of the shares.

(c) The Company shall not be responsible for any loss in transmission, and payment by cheque or funds transfer system or electronic means or any other means by which the Directors have decided in accordance with these Articles shall be a good discharge to the Company.

157. (a) All dividends or ~~bonuses~~ other moneys unclaimed for one year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect hereof. All dividends or ~~bonuses~~ other moneys remaining unclaimed for six years after having been declared may be forfeited by the Board and shall revert to the Company.

(b) Any dividend or other moneys payable on or in respect of any shares will be treated as unclaimed for the purposes of these Articles if:–

(i) a payee (as defined in Article 156(a)) does not specify an address or a bank account or other details necessary in order for the Company to make payment of such dividend or other moneys by the means which the Directors have decided in accordance with these Articles, the Companies Ordinance and the Listing Rules, or which the payee has elected to receive the payment; or

(ii) payment of such dividend or other moneys cannot be made by the Company using the relevant address, bank account or other details provided by a payee.

(c) The Company may cease to send any cheque by post, or make any payment by other means, for dividends or other moneys payable on and in respect of any share which is normally paid in that manner, if these cheques or payments have been returned undelivered or remained uncashed by a holder on at least two consecutive occasions or following one such occasion, reasonable enquiries have failed to establish the member's new address or details. Subject to these Articles, the Company shall recommence sending cheques or making payments by other means in respect of dividends or other moneys payable on and in respect of those shares if such holder or person entitled by transmission to them claims the arrears of dividends or other moneys and does not instruct the Company to pay future dividends or other moneys in some other way.

(d) If the Company sells shares in accordance with Article 183, any dividend or other moneys that have not been cashed or claimed by a member (or person entitled by virtue of transmission on death or bankruptcy or otherwise by operation of law) shall be forfeited and shall revert to the Company when such shares are sold. The Company will be entitled to use such uncashed or unclaimed dividends or other moneys in any manner that the Directors may from time to time think fit.

163. (A) …

(B) Every balance sheet of the Company shall be signed pursuant to the provisions of the Companies Ordinance, and a copy of every balance sheet (including every document required by law to be annexed thereto) and profit and loss account which is to be laid before the Company in general meeting, together with a copy of the Directors' report and a copy of the Auditors' report, shall not less than twenty-one days before the date of the meeting, be sent or supplied (where appropriate, by way of electronic communication as described in Article 167A) to every member of, and every holder of debentures of, the Company and every person registered under Article 46 and every other person entitled to receive notices of general meetings of the Company, provided that this Article shall not require a copy of those documents to be sent or supplied 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.

(C) …

164. (A) ~~The shareholders shall at each annual general meeting appoint one or more firms of auditors to hold office by ordinary resolution until the conclusion of the next annual general meeting on such terms and with such duties as may be approved by the ordinary resolution, but if an appointment is not made, the auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed auditors of the Company. A body other than the Board which has been designated by the shareholders by ordinary resolution may fill any casual vacancy in the office of auditors subject to the approval by ordinary resolution of the shareholders at general meeting, but while any such vacancy continues the surviving or continuing auditors (if any) may act.~~ Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Ordinance.

(B) …

167. ~~(A) Any notice or document (including any Corporate Communication and Actionable Corporate Communication) to be given or issued under these Articles shall be in writing (including any electronic communication) or in any other form of permitted means of communication and any such notice and document, and may be served by the Company on any member by any of the following means subject to and to such extent permitted by and in accordance with the Companies Ordinance, the Listing Rules and any applicable laws, rules and regulations and subject as provided below in this Article:~~

~~(i) by personal service;~~

~~(ii) by sending it through the post in a prepaid letter, envelope or wrapper addressed to such member at his registered address as appearing in the register, or by delivering or leaving it at such registered address as aforesaid;~~

~~(iii) by placing an advertisement in an English language newspaper and a Chinese language newspaper;~~

~~(iv) by electronic communication to such member in the manner permitted by the Companies Ordinance and the Listing Rules;~~

~~(v) by publishing it on the Company's website to which the other person has access, subject to the Company complying with the Companies Ordinance and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving to the member a notice by any permitted means stating that the notice or other document is available there (a "**notice of availability**");~~

~~(iv) by sending or otherwise making available to such person through such means to the extent permitted by, and in accordance with the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations; or~~

~~in any other permitted manner from time to time.~~

~~A notice of availability may be given or issued by any of the means mentioned in this Article, other than the means specified in paragraph (v) thereof.~~

~~(B) In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.~~ [Intentionally deleted].

167A. Subject to compliance with the Companies Ordinance and the Listing Rules, and in accordance with these Articles, any Corporate Communications sent or supplied by the Company or the Board to any member shall be in writing in (i) hard copy form or (ii) electronic form, and may be sent or supplied in the following manner:

(a) by hand or by sending it by pre-paid post (if sent to an address outside Hong Kong, by airmail or an equivalent service that is no slower) in hard copy form addressed to the member's registered address as shown in the register or by delivering or leaving it at such registered address as aforesaid; or

(b) by sending or transmitting it in electronic form through electronic means to such address supplied by the member to the Company in writing for such purpose; or

(c) by making it available on a website; or

(d) by advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese newspaper being in each case a newspaper circulating generally in Hong Kong; or

(e) by any other means agreed in writing with the member; or

(f) in such other manner as permitted under the Companies Ordinance and the Listing Rules.

167B. A member may revoke his agreement (including an implied consent or a deemed consent) that Corporate Communications may be sent or supplied to such member in electronic form or by making it available on a website pursuant to Article 167A by sending a notice of revocation to the Company as prescribed in the Companies Ordinance and the Listing Rules, and in the manner as specified by the Company from time to time.

167C. A member may request the Company to send or supply any Corporate Communications in hard copy form or in electronic form by sending a notice in writing to the Company as prescribed in the Companies Ordinance and the Listing Rules, and in the manner as specified by the Company from time to time.

167D. (a) Subject to the Companies Ordinance and the Listing Rules, each member shall, from time to time as requested by the Company, notify the Company in writing an address for the purpose of receiving Corporate Communications in hard copy form or in electronic form.

(b) The Company shall not be required to send or supply Corporate Communications in hard copy form or in electronic form to a member who has not notified the Company in writing an address for receiving Corporate Communications in hard copy form or in electronic form, as applicable.

167E. Subject to the Companies Ordinance and the Listing Rules and unless these Articles otherwise provide:

(a) all Corporate Communications 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 any one of the joint holders in respect of such share, and such Corporate Communications so sent or supplied shall be deemed to have been given to all the holders of such share; and

(b) anything to be agreed or specified by the members shall, with respect to any share to which persons are jointly entitled, be deemed to have been agreed or specified by all the holders of such share if any one of the joint holders in respect of such share has so agreed or specified (except for transfer of the share), provided that the Company may at its discretion act on the instruction of any of the joint holders in respect of any share if instructions (except for transfer of the share) received from the joint holders in respect of such share are not the same.

167F. (a) Save as otherwise expressly permitted in these Articles or the Companies 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 registered office of the Company.

(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.

(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.

168. ~~A member shall be entitled to have notices served on him at any address within Hong Kong. Any member whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who does not notify the Company of an address in Hong Kong shall notify the Company of an address outside of Hong Kong for the purpose of service of notice~~Any member whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of sending or supplying of Corporate Communications shall be deemed to be his registered address. A member who does not notify the Company of an address in Hong Kong may notify the Company of an address outside Hong Kong and the Company may send or supply Corporate Communications to him at such overseas address. In the absence of notification by a member of an address either in Hong Kong or outside of Hong Kong for the purpose of ~~service of notice~~sending or supplying of Corporate Communications, such member shall be deemed to have received any ~~notice~~ Corporate Communications which shall have been displayed at the registered office of the Company and shall have remained there for the space of twenty-four hours and such ~~notice~~ Corporate Communications shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed. Any notice by a court of law, or otherwise required or allowed to be given by the Company to the members or any of them by advertisement, shall be sufficiently advertised if advertised once in one Chinese language newspaper and one English language newspaper.

169. ~~Any notice or document (including any~~ Subject to the Companies Ordinance and the Listing Rules, a Corporate Communication~~ and Actionable Corporate Communication) or information give nor issued~~ sent or supplied by or on behalf of the Company:

(i) ~~if personally delivered to a registered address shall be deemed to have been served at the time of delivery~~ if sent by pre-paid post and properly addressed, shall be deemed to have been received by the member on the second business day (as defined in Section 821 of the Companies Ordinance) after the day on which the relevant Corporate Communication is posted, and in proving such receipt, it shall be sufficient to prove that the relevant Corporate Communication was properly prepaid, addressed and posted;

(ii) ~~if sent by prepaid letter, in proving service thereof it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and stamped and was deposited in a post box or at the post office~~if left at the registered address of the member and properly addressed, shall be deemed to have been received by the member on the day it was left, and in proving such receipt, it shall be sufficient to prove that the relevant Corporate Communication was properly addressed;

(iii) ~~if served by advertisement in newspaper in accordance with Article 167(A)(iii), shall be deemed to have been served on that date on which such notice, document, Corporate Communication or information is first published~~if sent or transmitted by electronic means, other than by making it available on a website, shall be deemed to have been received by the member at the expiration of 12 hours after it was sent or transmitted, and in proving such receipt, it shall be sufficient to prove that the relevant corporate communication was properly addressed;

(iv) ~~if sent by electronic communication in accordance with Article 167(A)(iv), shall be deemed to have been served at the time when the notice, document, Corporate Communication or information is transmitted electronically provided that no notification that the Electronic Communication has not reached its recipient has been received by the sender, except that any failure in transmission beyond the sender's control shall not invalidate the effectiveness of the notice, document, Corporate Communication or information being served~~if made available by means of a website, shall be deemed to have been received by the member at the same time when it was first made available on the website;

(v) ~~if served by publishing it on the Company's website, shall be deemed to have been received by the intended recipient when the material was first made available on the website or if later, at the time the intended recipient received (or is deemed to have received) a notification of publication~~if published by way of advertisement in newspapers, shall be deemed to have been received by the member on the day it was first published in the newspaper;

(vi) ~~if served in any other manner contemplated by these Articles, shall be deemed to have been served at the time of the relevant despatch, transmission or publication; and in proving such service a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof~~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.

170. Subject to compliance with the Companies Ordinance and the Listing Rules, a ~~notice~~ Corporate Communication may be ~~given~~ sent or supplied by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending or supplying it ~~through the post in a prepaid letter, envelope or wrapper addressed~~ to him by name, or by the title or representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by ~~giving~~ sending or supplying the notice in any manner in which the same might have been ~~given~~ sent or supplied if the death, mental disorder or bankruptcy had not occurred.

171. Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every ~~notice~~ Corporate Communication in respect of such share which prior to his name and address being entered on the register shall have been duly given to the person from whom he derives his title to such share.

172. Subject to compliance with the Companies Ordinance and the Listing Rules, any ~~notice or document (including any~~ Corporate Communication ~~and Actionable Corporate Communication) delivered or~~ sent ~~by post to, or left at the registered address of~~or supplied to any member in pursuant of these presents, shall notwithstanding that such member be then deceased or bankrupt and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such ~~service~~ Corporate Communication so sent or supplied shall for all purposes of these presents be deemed ~~a sufficient service of such notice or document on~~sufficiently sent or supplied to his personal representatives and all persons (if any) jointly interested with him in any such shares.

173. The signature to any ~~notice or document (including any~~ Corporate Communication ~~and Actionable Corporate Communication)~~ to be given by the Company may be written or printed by means of facsimile or, where relevant, by electronic signature, which includes (without limitation) a digital signature.

186. If any provisions of these Articles conflicts and is inconsistent with any provision of the USM regime, the latter will prevail to the extent of the conflict or inconsistency and permitted by the laws of Hong Kong.

187. For the purposes of Article 186, the provisions of the USM regime refers to all laws, rules or regulations governing the evidencing, transfer, dematerialisation, rematerialisation, or registration of prescribed securities, and includes the following:

(a) the SFO;

(b) any rules made under the SFO, including the USM Rules and rules of Approved Securities Registrar;

(c) the ASR Code;

(d) any rules made by the Stock Exchange, including the Listing Rules; and

(e) any rules made by HKSCC.

CHEUK NANG (HOLDINGS) LIMITED
卓能（集團）有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 131)

NOTICE IS HEREBY GIVEN that a general meeting (the "**General Meeting**") of Cheuk Nang (Holdings) Limited (the "**Company**") will be held as a physical meeting only at One Kowloon Peak Clubhouse, 8 Po Fung Terrace, Tsuen Wan, Hong Kong at 3:15 p.m. on Wednesday, 25 November 2026 (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held at the same venue and on the same day) to consider and, if thought fit, to pass the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

"**THAT**

(a) the proposed amendments to the existing articles of association of the Company (the "**Proposed Amendments**"), the details of which are set out in the appendix to the circular of the Company dated 30 October 2026 in respect of this meeting and form part of the notice convening this meeting, be and are hereby approved;

(b) the amended and restated articles of association of the Company incorporating all the Proposed Amendments (the "**New Articles of Association**") (a copy of which has been produced to this meeting marked "A" and initialed by the chairman of this Meeting for identification purpose) be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect upon the close of this meeting; and

(c) any one Director or company secretary of the Company be and is hereby authorised to do all such things and take all such actions as he/she may consider necessary or desirable for the purpose of giving effect to the Proposed Amendments and the adoption of the New Articles of Association, including but not limited to attending to the necessary filings with the Registrar of Companies in Hong Kong."

By Order of the Board
HO Sau Fun Connie
Company Secretary

Hong Kong, 30 October 2026

Registered Office:
Suite 4901, 49/F
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

Notes:

1. Every member entitled to attend and vote at the General Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company but must be present in person to represent the member.

2. Where there are joint registered holders of any shares, any one of such persons may attend and vote at the General Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed on it together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of it must be deposited at the office of the Company's share registrar, 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 of the General Meeting or any adjournment thereof. The completion and delivery of the form of proxy will not preclude you from attending and voting in person at the General Meeting or any adjournment thereof if you so wish.

4. The register of members of the Company will be closed from Thursday, 19 November 2026 to Wednesday, 25 November 2026, both dates inclusive, during which period no transfer of shares will be effected. The record date for determining the entitlement to attend and vote at the General Meeting shall be Wednesday, 25 November 2026. In order to qualify for attending and voting at the General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 18 November 2026.

5. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this notice will be decided by way of a poll. The results of the poll will be published on the websites of the Stock Exchange and the Company on that day.

6. If a Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions" announced by the Hong Kong Government is/are in force at 9:00 a.m. on the date of the General Meeting, the General Meeting will be automatically adjourned. The Company will post an announcement on the websites of the Company (www.cheuknang.com.hk) and of the Stock Exchange (www.hkexnews.hk) to notify members of the date, time and place of the rescheduled meeting.

   The General Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholder should decide on their own whether they would attend the General Meeting in person under bad weather condition bearing in mind their own situations.

7. If Shareholders have any particular access request or special needs for participating in the General Meeting, please contact the Company's Share Registrar, Computershare Hong Kong Investor Services Limited (telephone: +852 2862 8555) at or before 11:00 a.m. on Monday, 23 November 2026.

As at the date of this notice, the Executive Directors are Dr. Chao Sze Tsung Cecil (Chairman), Dr. Chao Gigi (Vice Chairman), Mr. Chao Howard and Ms. Ho Sau Fun Connie; the Non-executive Directors are Mr. Lee Ding Yue Joseph and Mr. Lam Ka Wai Graham and the Independent Non-executive Directors are Mr. Sun Dai Hoe, Harold, Mr. Lee Tsung Hei David Chris, The Honourable Chan Wing Yan (also known as Joephy Chan) and Mr. Yung Philip.