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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

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

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**EDVANCE INTERNATIONAL HOLDINGS LIMITED**  
**安領國際控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 1410)**

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

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Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” of this circular.

A letter from the Board is set out on pages 3 to 9 of this circular. A notice convening the Annual General Meeting of the Company to be held at 20th Floor, 8 Wyndham Street, Central, Hong Kong on Tuesday, 9 August 2022 at 10:30 a.m. or any adjourned meeting thereof to approve matters referred to in this circular is set out on pages 51 to 56 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is also enclosed with this circular. Such form of proxy is also published on the Company’s website at [www.edvanceintl.com](http://www.edvanceintl.com).

Whether or not you are able or intend to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

8 July 2022

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be convened and held at 20th Floor, 8 Wyndham Street, Central, Hong Kong on Tuesday, 9 August 2022 at 10:30 a.m. or any adjournment thereof
“Auditor”	Deloitte Touche Tohmatsu, the independent auditor of the Company
“Board”	the board of Directors
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act (as revised) of the Cayman Islands
“Company”	Edvance International Holdings Limited (安領國際控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, and the shares of which are listed on the main board of the Stock Exchange (stock code: 1410)
“core connected person”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Articles of Association”	the existing amended and restated articles of association of the Company adopted on 23 March 2017, effective on 19 April 2017 and amended on 31 July 2020
“Existing Memorandum and Articles of Association”	the Existing Memorandum of Association and the Existing Articles of Association
“Existing Memorandum of Association”	the existing amended and restated memorandum of association of the Company adopted on 23 March 2017 and effective on 19 April 2017
“General Mandates”	the Issuance Mandate and the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all the power to allot, issue and otherwise deal with Shares with an aggregate amount not exceeding 20% of the total number of issued Shares as at the date of the passing of the resolution granting such mandate
“Latest Practicable Date”	30 June 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“New Memorandum and Articles of Association”	the new amended and restated memorandum and articles of association of the Company proposed to be adopted at the Annual General Meeting
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares on the Stock Exchange with an aggregate amount up to 10% of the total number of issued Shares as at the date of the passing of the resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as amended from time to time and approved by the Securities and Futures Commission of Hong Kong
“%”	per cent

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LETTER FROM THE BOARD

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**EDVANCE INTERNATIONAL HOLDINGS LIMITED**

**安領國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1410)**

*Executive Directors:*

Mr. Liu Yui Ting Raymond (*Chairman and  
Chief Executive Officer*)  
Mr. Lee Francis Sung Kei  
Mr. Von John  
Mr. Lam Tak Ling

*Non-executive Director:*

Mr. Lo Wai Ho Ashley

*Independent Non-executive Directors:*

Mr. Yu Kwok Chun Raymond  
Mr. Ng Tsz Fung Jimmy  
Mr. Chan Siu Ming Simon  
Mrs. Wong Hung Flavia Yuen Yee

*Registered office:*

Windward 3, Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

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

20th Floor  
8 Wyndham Street  
Central  
Hong Kong

8 July 2022

*To the Shareholders*

Dear Sir or Madam,

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

**INTRODUCTION**

At the annual general meeting of the Company held on 6 August 2021, resolutions were passed for approving, *inter alia*, the grant of general mandates to the Directors to allot, issue

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## LETTER FROM THE BOARD

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and deal with Shares and to exercise the powers of the Company to repurchase. Pursuant to the Listing Rules, these general mandates continue to be valid and remain in force until the conclusion of the Annual General Meeting. It is therefore proposed to renew the general mandates to allot, issue and deal with Shares and to repurchase Shares at the Annual General Meeting.

The purpose of this circular is to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the matters which include, *inter alia*, (i) the Issuance Mandate and Repurchase Mandate; (ii) the re-election of retiring Directors; (iii) the re-appointment of Auditor; (iv) the adoption of the New Memorandum and Articles of Association; and to send you the notice of the Annual General Meeting.

### **GRANT OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES**

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to issue, allot and deal with further Shares representing up to 20% of the number of issued shares of the Company as at the date of passing of the relevant resolution.

- (i) the Issuance Mandate to allot, issue and otherwise deal with the Shares and securities of exceeding 20% of the aggregate number of the issued share capital of the Company as at the date of passing the relevant resolution;
- (ii) the Repurchase Mandate to repurchase Shares not exceeding 10% of the number of issued Shares of the Company at the date of the passing of such resolution; and
- (iii) subject to the passing of the ordinary resolutions to approve the Issuance Mandate and the Repurchase Mandate at the Annual General Meeting, the extension of the Issuance Mandate to add the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate to the Issuance Mandate.

As at the Latest Practicable Date, the Directors had issued 4,820,000 Shares under the existing general mandates to issue and repurchase Shares. Based on 1,011,738,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued or repurchased prior to the Annual General Meeting subject to the passing of the ordinary resolution for approving the Issuance Mandate and the Repurchase Mandate, the Directors will be authorised to allot, issue and otherwise deal with up to 202,347,600 Shares pursuant to the Issuance Mandate and repurchase up to 101,173,800 Shares pursuant to the Repurchase Mandate.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution for the grant of the Repurchase Mandate to the Directors. The explanatory statement required by the Listing Rules is set out in Appendix I to this circular.

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## **LETTER FROM THE BOARD**

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Each of the Issuance Mandate and Repurchase Mandate, if approved, will continue in force until the earliest of: (i) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Existing Articles of Association or any other applicable laws of the Cayman Islands to be held; or (iii) the revocation and variation of the authority given under such resolution by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company following the Annual General Meeting.

### **RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to Article 108(a) of the Existing Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election at the annual general meeting. Accordingly, Mr. Lam Tak Ling, Mr. Ng Tsz Fung Jimmy and Mr. Yu Kwok Chun Raymond will retire from office as Directors at the Annual General Meeting and, being eligible, offer themselves for re-election.

Details of each of the above Directors who offer themselves for re-election that are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

The Company's nomination committee has reviewed the qualifications, skills and experience of the retiring Directors and is of the view that they can contribute the appropriate knowledge, expertise and diversity in perspectives to the Board and recommended to the Board on the proposed re-election of all the retiring Directors.

### **RE-APPOINTMENT OF AUDITOR**

The Board (which agreed with the view of the Audit Committee of the Company) recommended that, subject to the approval of the Shareholders at the Annual General Meeting, Deloitte Touche Tohmatsu be re-appointed as the Auditor of the Company for the financial year ending 31 March 2023.

### **PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

Reference is made to the announcement of the Company dated 22 June 2022 in relation to the proposed adoption of the New Memorandum and Articles of Association.

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## LETTER FROM THE BOARD

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The Board proposes that the Shareholders adopt the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association in order to, among other things, (i) bring the relevant provisions of the Existing Memorandum and Articles of Association in line with recent changes to the Listing Rules and applicable laws of the Cayman Islands, including, but not limited to, the latest requirements in relation to the Core Shareholder Protection Standards as set out in Appendix 3 to the Listing Rules; (ii) allow general meetings to be held by physical, electronic or hybrid means; and (iii) make various consequential and housekeeping amendments to the Existing Memorandum and Articles of Association.

The main proposed amendments to the Existing Memorandum and Articles of Association which will be effected by the proposed adoption of the New Memorandum and Articles of Association include the following:

- (a) to change each reference to the “Companies Law” to a reference to the “Companies Act”;
- (b) to insert the definitions of “electronic meeting”, “hybrid meeting”, “Meeting Location”, “Participant”, “physical meeting” and “Principal Meeting Place”;
- (c) to update the address of the registered office of the Company;
- (d) to specify that a resolution shall be a special resolution when it has been passed by a majority of the Shareholders representing not less than  $\frac{3}{4}$  of the total voting rights of such Shareholders at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given;
- (e) to specify the requirements for varying or abrogating all or any of the special rights attached to any class of shares and the necessary quorum required for a separate general meeting;
- (f) to remove certain requirements in relation to the redemption of redeemable shares;
- (g) to specify the situations in which the Company may close the register of Shareholders maintained in Hong Kong;
- (h) to specify that the Company shall hold a general meeting as its annual general meeting in each financial year, and that such annual general meeting shall be held within six months after the end of the Company’s financial year (or any longer period authorised by the Stock Exchange);



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## LETTER FROM THE BOARD

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- (i) to provide that an extraordinary general meeting may be convened on the written requisition of one or more Shareholder(s) holding, as at the date of deposit of the requisition, not less than 10% of the voting shares (on a one vote per share basis) in the issued share capital of the Company, and that such Shareholder(s) shall be entitled to add resolutions to the agenda of the extraordinary general meeting concerned;
- (j) to provide that the appointment and removal of the Company's auditors shall be ordinary business at a general meeting, and to specify that the Shareholders may appoint or remove the Company's auditors by way of an ordinary resolution;
- (k) to provide that the chairman of a general meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands instead of by poll;
- (l) to allow all general meetings (including an annual general meeting, an adjourned meeting and a postponed meeting) to be held as a physical meeting in any part of the world and at one or more locations, or as a hybrid meeting or an electronic meeting;
- (m) to specify the additional details to be included in a notice of a general meeting in light of allowing general meetings to be held at more than one meeting location, or as a hybrid meeting;
- (n) to specify the situations in which the chairman of a general meeting may, in his/her absolute discretion, without the consent of any person present at the meeting, interrupt the meeting or adjourn it for any period he/she decides or for an indefinite period;
- (o) to specify the situations in which the Board may, in its absolute discretion, without the consent of any person, (i) postpone a general meeting; and/or (ii) change the place, electronic facilities and/or form of and/or for the meeting;
- (p) to provide that each Shareholder shall have the right to speak and (except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration) vote at a general meeting;
- (q) to provide that a Shareholder which is a clearing house (or its nominee(s)) may appoint one or more proxies or representatives to attend any general meeting of the Company, any meeting of any class of Shareholders or any meeting of creditors of the Company, and that each of those proxies or representatives shall enjoy rights equivalent to the rights of other Shareholders; and
- (r) to provide that Shareholders may by way of ordinary resolution remove any Director (including a managing Director or other executive Director) at any time before the expiration of his/her term of office.

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## LETTER FROM THE BOARD

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Particulars of the proposed amendments to the Existing Memorandum and Articles of Association which will be affected by the proposed adoption of the New Memorandum and Articles of Association, are set out in Appendix III to this circular. If the adoption of the New Memorandum and Articles of Association is approved by the Shareholders by way of a special resolution at the Annual General Meeting, the New Memorandum and Articles of Association will become effective immediately after the Annual General Meeting.

The legal advisers to the Company as to Hong Kong law have confirmed that the New Memorandum and Articles of Association conform with the requirements of the Listing Rules and the legal advisers to the Company as to Cayman Islands law have confirmed that the New Memorandum and Articles of Association conform to the laws of Cayman Islands. In addition, the Company confirms that there is nothing unusual about the proposed amendments to the Existing Memorandum and Articles of Association for a company listed in Hong Kong.

The Shareholders are advised that the New Memorandum and Articles of Association are drafted in English and there is no official Chinese translation of them. The Chinese translation of the New Memorandum and Articles of Association is provided for reference only. In the event of any inconsistency between the English version and the Chinese version, the English version shall prevail.

### **ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

A notice of the Annual General Meeting is set out on pages 51 to 56 of this circular. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

### **VOTING BY WAY OF POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders of a company at a general meeting must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting in accordance with the Existing Articles of Association. Each Shareholder who has the right to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies, whether they are Shareholders or not, to attend and vote at the Annual General Meeting on his behalf.

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## LETTER FROM THE BOARD

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The Company will announce the results of the poll in the manner prescribed under rule 13.39(5) of the Listing Rules on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.edvanceintl.com](http://www.edvanceintl.com)).

### **RESPONSIBILITY STATEMENT**

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

### **RECOMMENDATION**

The Directors consider that all the proposed resolutions, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

### **GENERAL**

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

Yours faithfully,  
By Order of the Board  
**Edvance International Holdings Limited**  
**Liu Yui Ting Raymond**  
*Chairman, Chief Executive Officer and Executive Director*

*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the Company has a total of 1,011,738,000 Shares in issue. Subject to the passing of the relevant resolution(s) as set out in the notice of the Annual General Meeting and assuming that no further Shares are issued or repurchased by the Company, the Directors will be authorised to repurchase up to 101,173,800 Shares (being 10% of the number of issued Shares as at the date of the Annual General Meeting) pursuant to the Repurchase Mandate during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date on which the next annual general meeting of the Company is required by law to be held; and (iii) the revocation and variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in general meeting.

## **2. REASONS FOR REPURCHASES**

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

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase Shares in circumstances where they consider that the repurchase would be in the best interest of the Company and the Shareholders as a whole.

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such repurchase in accordance with the New Memorandum and Articles of Association, the Listing Rules, the laws of the Cayman Islands and other applicable laws. Repurchases pursuant to the Repurchase Mandate will be made out of funds of the Company legally permitted to be utilised in this connection, including the funds of the Company otherwise available for dividend or distribution or the proceeds of a fresh issue of Shares made for such purpose.

## **4. IMPACT ON WORKING CAPITAL OR GEARING POSITION**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts contained in the annual report of the Company for the year ended 31 March 2022) in the event

that the Repurchase Mandate were to be carried out in full at any time during the share repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

## **5. DISCLOSURE OF INTERESTS**

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, none of the Directors nor, any of their close associates have a present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Company is authorised to make repurchases of Shares.

## **6. UNDERTAKING OF THE DIRECTORS**

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

## **7. EFFECT OF THE TAKEOVERS CODE**

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

To the best knowledge of the Company, as at the Latest Practicable Date, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

**8. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares (whether on the Stock Exchange or otherwise) have been made by the Company since the last annual general meeting up to the Latest Practicable Date.

**9. SHARE PRICES**

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

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2021</b>		
June	0.74	0.60
July	0.69	0.56
August	0.68	0.55
September	0.67	0.59
October	0.64	0.60
November	0.69	0.61
December	0.77	0.61
<b>2022</b>		
January	0.85	0.70
February	0.76	0.67
March	0.73	0.61
April	0.71	0.63
May	0.70	0.61
June (up to the Latest Practicable Date)	0.68	0.60

*The biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out as follows:*

#### EXECUTIVE DIRECTOR

**Mr. Lam Tak Ling** (林德齡) (“**Mr. Lam**”), aged 51, was appointed as an executive Director on 21 November 2016. He joined the Group in January 2011 and he is responsible for managing the overall development of enterprise solutions.

Mr. Lam has over 23 years of experience in the IT industry. He joined HP Hong Kong in September 1997 and subsequently Hewlett-Packard HKSAR Ltd., and his last position prior to his departure in December 2010 was program manager.

Mr. Lam obtained a bachelor of engineering degree in computer science and a master philosophy degree in computer science from the Hong Kong University of Science & Technology in November 1995 and November 1998, respectively.

As at the Latest Practicable Date, Mr. Lam is deemed to be interested in 22,500,000 shares of the Company, representing approximately 2.22% of the total number of issued shares of the Company through his 100% owned Linking Vision Limited, within the meaning of Part XV of the SFO.

Mr. Lam had entered into a service contract with the Company for an initial term of three (3) years commencing from the 19 April 2017 and renewable automatically for successive terms of one (1) year each commencing from the day next after the expiry of the then current term of the appointment, subject to retirement and re-election in accordance to the Existing Articles of Association and the Listing Rules and terminated by either the Company or himself giving each other one month notice in writing. Under the service contract, Mr. Lam is entitled to receive director’s emoluments and a discretionary bonus per annum which would be determined by reference to various factors such as duties and responsibilities of Mr. Lam and the Group’s performance for the financial year concerned. Mr. Lam received emoluments of approximately HK\$1,686,000 and discretionary bonus of approximately HK\$536,000 for the financial year ended 31 March 2022 for his various management positions held in the Group. Any future emoluments to be paid to Mr. Lam shall be determined and approved by the remuneration committee of the Company based on the responsibilities and performance of Mr. Lam and prevailing market conditions and will be disclosed in due course.

Save as disclosed above, Mr. Lam does not have any relationship with any existing Directors, senior management of the Group, substantial Shareholders or controlling Shareholders. He has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Lam that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Ng Tsz Fung Jimmy (吳子豐)** (“**Mr. Jimmy Ng**”), aged 59, was appointed as an independent non-executive Director on 23 March 2017. He is a member of our nomination committee and remuneration committee, and is the chairman of our audit committee.

Mr. Jimmy Ng has approximately 31 years of experience in finance and accounting. He worked as an auditor of Kennic L.H. Lui & Co., from August 1988 to January 1989. From January 1989 to March 1993, Mr. Jimmy Ng worked as a senior manager of Lewis Luk & Co., which is a legal firm and he was primarily responsible for human resources, finance and administration. Mr. Jimmy Ng was a chief finance officer of GEM Group Consultant Limited from May 1993 to April 1999, and he was responsible for accounting, company secretary, auditing, administration and human resources management. From May 1999 to April 2001, Mr. Jimmy Ng was a general manager of Tianjin Viction (Group) Company (天津維信(集團)有限公司), and Mr. Jimmy Ng was responsible for human resources management and financial management, and the sales of the import and export businesses. From May 2001 to May 2002, Mr. Jimmy Ng worked as a chief finance officer of GEM Group Consultant Limited, and he was responsible for providing advices on financial matters, company reorganisation, human resources management and corporate management. From March 2003 to April 2005, Mr. Jimmy Ng worked as a vice president of G&A manufacturing Company Limited, which is principally engaged in the garment industry, and he was responsible for the finance, human resources management and business operation. From May 2005 to December 2006, Mr. Jimmy Ng worked at Goldsland Holdings Company Limited\* (廣新控股有限公司) and his last position held was chief investment officer, and he was responsible for managing internal affairs of the company and all related issues including due diligence on potential investment prospects of the Company. From December 2006 to September 2014, Mr. Jimmy Ng was the chief operating officer of GEM Group Consultant Limited. From September 2014 to January 2018, Mr. Jimmy Ng was the general manager of the control management division of Bridgestone Aircraft Tire Co (Asia) Limited.

Mr. Jimmy Ng obtained a master degree in professional accounting from The Hong Kong Polytechnic University in December 2005. He became a fellow member of The Association of Chartered Certified Accountants in November 2001 and is a non-practising member of Hong Kong Institute of Certified Public Accountants.

As at the Latest Practicable Date, Mr. Jimmy Ng did not have any interest in the Shares within the meaning of Part XV of the SFO.

\* *For identification purposes only*



Mr. Jimmy Ng had entered into a letter of appointment with the Company for an initial term of three (3) years and renewable automatically for successive terms of one (1) year each commencing from the day next after the expiry of the then current term of the appointment, subject to retirement and re-election in accordance to the Existing Articles of Association and the Listing Rules and terminated by either the Company or himself giving each other a three months' notice in writing.

Mr. Jimmy Ng is entitled to an annual director's fee of HK\$180,000 for the financial year ended 31 March 2022, which is determined with reference to overall performance and his duties and responsibilities with the Company. The remuneration committee of the Company will review his salary and then make recommendation to the Board.

Save as disclosed above, Mr. Jimmy Ng does not have any relationship with any existing Directors, senior management of the Group, substantial Shareholders or controlling Shareholders. He has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Jimmy Ng that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Mr. Yu Kwok Chun Raymond (余國俊) ("Mr. Raymond Yu")**, aged 66, was appointed as an independent non-executive Director on 23 March 2017. He is a member of our audit committee and nomination committee, and is the chairman of our remuneration committee. Mr. Raymond Yu has over 34 years of experience in IT industry. He worked at the Hongkong and Shanghai Banking Corporation Limited from January 1983 to December 1989 and he last served as project manager responsible for systems maintenance and implementation support. From January 1990 to 1992, Mr. Raymond Yu worked as the head of the information technology department of Standard Chartered Trust Group in the Hong Kong and Asia Pacific region and he was responsible for overseeing system development maintenance, support and operation activities. From 1992 to 1994, Mr. Raymond Yu worked as a program manager of Digital Equipment Corporation, which is principally engaged in the provision of implementation and supporting networked business solutions, and he was responsible for managing large systems integration projects. Mr. Raymond Yu was a senior consultant of IBM Hong Kong Limited from 1994 to 1995, and he was responsible for development of consulting services business in the banking sector in China. From May 1995 to August 2000, Mr. Raymond Yu was a managing consultant of HP (HKSAR) and was primarily responsible for managing consulting services businesses for the financial services industry. From 2000 to 2002, Mr. Raymond Yu was a chief information officer of Saggio Asia Pacific Limited, which is principally engaged in sale of office supplies and equipment, and he was responsible for implementation of an e-procurement system across the region. From March 2003 to October 2006, Mr. Raymond Yu was a senior managing consultant of HP (HKSAR), and he was primarily responsible for managing consulting services businesses for the financial services industry. From May 2007 to June 2012, Mr. Raymond Yu worked at the Hongkong and Shanghai Banking Corporation Limited and, he last served as a

senior manager of the change delivery department and he was responsible for business process re-engineering and standardisation.

Mr. Raymond Yu graduated from McGill University in Canada with a bachelor's degree in commerce, majoring in management information systems in June 1982. Mr. Raymond Yu was the honorary secretary of the Hong Kong Computer Society from 2001 to 2007.

As at the Latest Practicable Date, Mr. Raymond Yu did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Raymond Yu had entered into a letter of appointment with the Company for an initial term of three (3) years and renewable automatically for successive terms of one (1) year each commencing from the day next after the expiry of the then current term of the appointment, subject to retirement and re-election in accordance to the Existing Articles of Association and the Listing Rules and terminated by either the Company or himself giving each other a three months' notice in writing.

Mr. Raymond Yu is entitled to an annual director's fee of HK\$180,000 for the financial year ended 31 March 2022, which is determined with reference to overall performance and his duties and responsibilities with the Company. The remuneration committee of the Company will review his salary and then make recommendation to the Board.

Save as disclosed above, Mr. Raymond Yu does not have any relationship with any existing Directors, senior management of the Group, substantial Shareholders or controlling Shareholders. He has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Raymond Yu that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

The following are the proposed amendments to the Existing Memorandum and Articles of Association which will be affected by the adoption of the New Memorandum and Articles of Association. Unless otherwise specified, paragraphs and Article numbers referred to herein are paragraphs of the Existing Memorandum of Association and Articles numbers of the Existing Articles of Association.

- (1) Deleting the words “Companies Law” wherever they may appear and replacing them with the words “Companies Act”;
- (2) Deleting the words “Close Associates” and “Close Associate(s)” wherever they may appear and replacing them with the words “close associate(s)”;

**Other amendments to the Existing Memorandum of Association:**

- | <b>Paragraph no.</b> | <b>Proposed amendments (showing changes to the original paragraph)</b>  |
|----------------------|---|
| (3) Paragraph 2      | The registered office <u>of the Company</u> will be situate at the offices of <del>Estera</del> <u>Ocorian</u> Trust (Cayman) Limited, <del>Clifton House, 75 Fort Street</del> <u>Windward 3, Regatta Office Park</u> , PO Box 1350, Grand Cayman KY1-1108, Cayman Islands or at such other place in the Cayman Islands as the <del>Directors</del> <u>directors of the Company</u> may from time to time decide.  |
| (4) Paragraph 4.2    | To lend money with or without security either at interest or without and to invest money of the Company in such manner as the <del>Directors</del> <u>directors of the Company</u> think fit.   |
| (5) Paragraph 5      | If the Company is registered as an exempted company as defined in the <del>Cayman Islands Companies Law</del> <u>Act (as revised) of the Cayman Islands</u> , it shall have the power, subject to the provisions of the <del>Cayman Islands Companies Law</del> <u>Act (as revised) of the Cayman Islands</u> and with the approval of a special resolution, to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de-registered in the Cayman Islands. |

Other amendments to the Existing Articles of Association:

Article no.	Proposed amendments (showing changes to the original Article)
(6) Article 1	<p>(a) Table “A” of the Companies Law Act (as revised) <u>of the Cayman Islands</u> shall not apply to the Company.</p> <p>(b) Any marginal notes, titles or lead in references to Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum <del>or</del> <u>of Association or these</u> Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith:</p> <p><b>address:</b> <del>shall have</del> <u>has</u> the ordinary meaning given to it and <del>shall include</del> <u>includes</u> any facsimile number, electronic number or address or website used for the purposes of any communication pursuant to these Articles;</p> <p>...</p> <p><b>Board:</b> means the board of Directors <del>of the Company,</del> as constituted from time to time, or, as the context may require <del>the,</del> <u>a</u> majority of <u>the</u> Directors present and voting at a meeting of the Directors at which a quorum is present;</p> <p><b>Call:</b> <del>shall include</del> <u>includes</u> any instalment of a call;</p> <p>...</p> <p><del>Close Associate</del> <b>close associate(s):</b> <del>shall have</del> <u>has</u> the meaning as <del>defined</del> <u>given to it</u> in the Listing Rules;</p> <p><b>Companies Law Act:</b> means the Companies Law Act (as revised) of the Cayman Islands (as amended from time to time) and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, <del>the</del> <u>its</u> Memorandum of Association and/or <del>these</del> <u>Articles</u> <del>of Association;</del></p> <p><b>Companies Ordinance:</b> means the Companies Ordinance, (Cap. 622 of the Laws of Hong Kong) (as amended from time to time);</p>

Article no.	Proposed amendments (showing changes to the original Article)
	...
	<u><b>elected Shares:</b> has the meaning given to it in Article 160(a)(ii)(D);</u>
	<u><b>electronic meeting:</b> means a general meeting convened for, and held and conducted wholly and exclusively by, virtual attendance and participation by Shareholders and/or proxies by means of electronic facilities;</u>
	...
	<u><b>hybrid meeting:</b> means a general meeting convened for, and held and conducted by: (a) physical attendance and participation by Shareholders and/or proxies at the Principal Meeting Place and, where applicable, one or more Meeting Locations; and (b) virtual attendance and participation by Shareholders and/or proxies by means of electronic facilities;</u>
	...
	<u><b>Listing Rules:</b> shall <del>mean</del> means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);</u>
	<u><b>Meeting Location:</b> has the meaning given to it in Article 71A(1);</u>
	...
	<u><b>non-elected Shares:</b> has the meaning given to it in Article 160(a)(i)(D);</u>
	...
	<u><b>Participant:</b> has the meaning given to it in Article 71A(1);</u>
	<u><b>physical meeting:</b> means a general meeting convened for, and held and conducted by, physical attendance and participation by Shareholders and/or proxies at the Principal Meeting Place and, where applicable, one or more Meeting Locations;</u>

Article no. Proposed amendments (showing changes to the original Article)

**Principal Meeting Place:** has the meaning given to it in Article 65;

...

**Registered Office:** means the registered office of the Company for the time being as required by the Companies Law~~Act~~;

**Registration Office:** means such place or places in the Relevant Territory or elsewhere where the Board from time to time determine to keep a branch register of Shareholders ~~of the Company~~ in respect of that class of share capital and where (except in cases where the Board otherwise agrees) transfers of other documents of title for Shares are to be lodged for registration and are to be registered;

...

**Securities Seal:** ~~shall mean~~means a seal for use ~~for~~ sealing certificates for ~~s~~Shares or other securities issued by the Company which is a facsimile of the Seal ~~of the Company~~ with the addition on its face of the words “Securities Seal”;

**Share:** means a share in the ~~share~~ capital of the Company and includes stock except where a distinction between stock and Shares is expressed or implied;

...

**Subscription Right Reserve:** has the meaning given to it in Article 195(a)(i);

**Subsidiary:** has the meaning ascribed to it by Section 15 of the Companies Ordinance; and

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

- | Article no. | Proposed amendments (showing changes to the original Article)   |
|-------------|---|
|             | <p>(c) In, <u>and for the purposes of,</u> these Articles, unless there be something in the subject or context inconsistent herewith:</p> <ul style="list-style-type: none"><li>(i) words denoting the singular number <del>shall</del> include the plural number and vice versa;</li><li>(ii) words importing any gender <del>shall</del> include every gender and words importing persons <del>shall</del> include partnerships, firms, companies and corporations;</li><li>(iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Law Act (except any statutory modification thereof not in force when these Articles become binding on the Company) <del>shall</del> bear the same meaning in these Articles, save that <del>“company” shall,</del> where the context permits <del>include,</del> <b>“company” includes</b> any company incorporated in the Cayman Islands or elsewhere; <del>and</del></li><li>(iv) references to any statute or statutory provision <del>shall</del> are to be construed as relating to any statutory modification or re-enactment thereof for the time being in force;</li><li>(v) <u>reference to a meeting is to a meeting convened and held in any manner permitted by these Articles and any Shareholder or Director participating in a meeting by means of electronic facilities is deemed to be present at that meeting for all purposes of the Companies Act and these Articles, and the terms “attend”, “participate”, “attending”, “participating”, “attendance” and “participation” are to be construed accordingly;</u></li><li>(vi) <u>a reference to electronic facilities includes, without limitation, a website address, a webinar, a webcast, video or any other form of conference call system (being a telephone, video, web or other system);</u></li><li>(vii) <u>no provision precludes the holding and conducting of a general meeting of the Company in such a way that persons who are not present together at the same place or places may attend and participate in that general meeting by electronic means; and</u></li></ul> |

Article no.	Proposed amendments (showing changes to the original Article)
	<p>(viii) <u>a reference to the right of a Shareholder to speak at an electronic meeting or a hybrid meeting includes the right to raise a question or make a statement to the chairman of the meeting, verbally or writing, by means of electronic facilities, and such a right will be deemed to have been duly exercised if the question or statement may be heard or seen by all or only some of the persons present at the meeting, or only by the chairman of the meeting, in which event the chairman of the meeting shall relay the question raised or the statement made verbatim to all persons present at the meeting, either verbally or in writing by means of electronic facilities.</u></p>
	<p>(d) At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of <u>Shareholders representing not less than <math>\frac{3}{4}</math> of the votes cast by total voting rights of such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given. <u>Provided that, except in the case of an annual general meeting if it is so agreed by a majority in number of the Shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than 95% in nominal value of the Shares giving that right (or, in the case of an annual general meeting, by all Shareholders having that right), a resolution may be proposed and passed as a Special Resolution at a meeting of which less than 21 days' notice has been given.</u></u></p>
(7) Article 2	<p><del>To the extent that the same is permissible under Cayman Islands law and subject to Article 13, a</del> <u>A</u> Special Resolution shall be required to alter the Memorandum of Association of the Company, to approve any amendment of these <u>Articles</u> or to change the name of the Company.</p>



- | Article no.   | Proposed amendments (showing changes to the original Article)  |
|---------------|--|
| (8) Article 5 | <p>(a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law Act, be varied or abrogated <del>either with the consent in writing of the holders of not less than <math>\frac{3}{4}</math> in nominal value of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than two persons holding</del> <u>Shareholders present in person</u> (or, in the case of a Shareholder being a corporation, by its duly authorised representative) <u>holding or representing by proxy not less than one-third in nominal value of the issued Shares of that class,</u> <del>that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.</del></p> <p>...</p> |
| (9) Article 9 | <p>The Board may, 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 allotment and issue of such Shares, but in default <u>of</u> 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.</p>   |

Article no.	Proposed amendments (showing changes to the original Article)
(10) Article 15	<p>...</p> <p>(e) <del>Where the Company purchases for redemption a redeemable Share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all Shareholders alike.</del></p> <p>(<del>e</del>) The purchase or redemption of any Share shall not be deemed to give rise to the purchase or redemption of any other Share.</p> <p>(<del>e</del>) The holder of the Shares being purchased or redeemed shall be bound to deliver up to the Company at the Head Office or such other place as the Board shall specify the certificate(s) thereof for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.</p>
(11) Article 17	<p>...</p> <p>(c) During the Relevant Period (except when the Register is closed), any Shareholder may inspect during business hours any Register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance. <u>The Company may close any Register maintained in Hong Kong in a manner which complies with section 632 of the Companies Ordinance.</u></p> <p>...</p>
(12) Article 19	<p>Every certificate for Shares, warrants or debentures or representing any other form of securities of the Company shall be issued under the Seal <del>of the Company</del>, which for this purpose may be a duplicate Seal.</p>

- | <b>Article no.</b> | <b>Proposed amendments (showing changes to the original Article)</b>  |
|--------------------|---|
| (13) Article 23    | <p>The Company shall have a first and paramount lien on every Share (not being a fully paid Share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of that 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 Shareholder, whether singly or jointly with any other person or persons, for all the debts and liabilities of such Shareholder 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 Shareholder, 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 Shareholder or his estate and any other person, whether a Shareholder of the Company or not. The Company's lien (if any) on a Share shall extend to all Dividends and bonuses declared 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.</p> |
| (14) Article 24    | <p>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 14 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, in the manner in which notices may be sent to Shareholders of the Company as provided in these Articles, 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 to the Shares.</p>   |

Article no.	Proposed amendments (showing changes to the original Article)
(15) Article 62	<p>At all times during the Relevant Period <del>other than the year of the Company's adoption of these Articles,</del> the Company shall in each <u>financial year</u> hold a general meeting as its annual general meeting in addition to any other meeting in that <u>financial year</u> and shall specify the meeting as such in the notice calling it; <del>and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next.</del> <u>The. Each annual general meeting shall be held within six Months after the end of the Company's financial year (or any longer period authorised by the HK Stock Exchange) in the Relevant Territory or elsewhere, as may be determined by the Board, and at such time and place as the Board shall appoint. A</u><del>Without prejudice to any of the provisions of Articles 71A to 71F, a meeting of the Shareholders or any class thereof (including an annual general meeting or an adjourned or postponed meeting) may be held as a physical meeting in any part of the world, and at one or more locations as provided in Article 71A, or as a hybrid meeting or an electronic meeting, as may be determined by the Board in its absolute discretion. Each Shareholder who is entitled to attend and vote at a meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings</del><u>speak at that meeting.</u></p>

Article no.	Proposed amendments (showing changes to the original Article)
(16) Article 64	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. <del>Extraordinary</del><u>An extraordinary</u> general meetings shall also be convened on the requisition of one or more Shareholders holding, <del>at</del><u>on</u> the date of deposit of the requisition, not less than <del>one tenth</del><u>10%</u> of the <del>paid-up</del><u>voting rights (on a one vote per Share basis) in the issued share capital of the Company.</u> Such Shareholder(s) shall also <u>be entitled to add resolutions to the agenda of the Company having the right of voting at extraordinary general meetings</u><del>meeting concerned.</del> Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If, within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>

Article no.	Proposed amendments (showing changes to the original Article)
(17) Article 65	<p data-bbox="504 300 1410 1300">An annual general meeting of the Company shall be called by at least 21 days' notice in writing, and a general meeting of the Company, other than an annual general meeting, shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify <del>the place,</del><u>or include: (i) except in the case of an electronic meeting, the place of the meeting (and, if two or more Meeting Locations have been determined by the Board pursuant to Article 71A(1), the principal place of the meeting, which shall be a location in Hong Kong or any other location determined by the Board (the "Principal Meeting Place")); (ii) the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned; and (iii) if the general meeting is to be a hybrid meeting or an electronic meeting, a statement to that effect and details of the electronic facilities to be made available for attending and participating by electronic means at the meeting (or how these details will be made available by the Company before the meeting). The notice shall be given 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 notices from the Company, provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:</u></p> <p data-bbox="504 1349 1410 1455">(a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat <u>or by their proxies</u>; and</p> <p data-bbox="504 1504 1410 1647">(b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% of the total voting rights at the meeting of all members of the Company.</p>

Article no.	Proposed amendments (showing changes to the original Article)
(18) Article 67	<p data-bbox="504 300 1410 485">(a) All business shall be deemed special that is transacted at an extraordinary general meeting and also all business shall be deemed special that is transacted at an annual general meeting with the exception of the following, which shall be deemed ordinary business:</p> <ul style="list-style-type: none"><li data-bbox="571 534 1206 559">(i) the declaration and sanctioning of Dividends;</li><li data-bbox="571 608 1410 753">(ii) the consideration and adoption of the accounts and balance sheets and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheets;</li><li data-bbox="571 802 1273 827">(iii) the election of Directors in place of those retiring;</li><li data-bbox="571 876 1206 902">(iv) the appointment <u>and removal</u> of <u>the</u> Auditors;</li><li data-bbox="571 951 1410 1023">(v) the fixing of, or the determining of the method of fixing of, the remuneration of the Directors and of the Auditors;</li><li data-bbox="571 1072 1410 1336">(vi) the granting of any mandate or authority to the Board to offer, allot, grant options over, or otherwise dispose of the unissued Shares representing not more than 20% (or such other percentage as may from time to time be specified in the Listing Rules) in nominal value of its then existing issued share capital and the number of any securities repurchased pursuant to paragraph (vii) of this Article; and</li><li data-bbox="571 1385 1410 1455">(vii) the granting of any mandate or authority to the Board to repurchase securities of the Company.</li></ul>
(19) Article 68	<p data-bbox="504 1504 1410 1761"><del>For</del><u>Unless otherwise specified, for</u> all purposes the quorum for a general meeting shall be two Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.</p>

- | Article no.                       | Proposed amendments (showing changes to the original Article)   |
|-----------------------------------|---|
| (20) Article 71                   | <p><del>The</del>Subject to Article 71C, the chairman of the meeting 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 as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting, shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p> |
| (21) Article 71A<br>(new Article) | <p>(1) <u>The Board may, in its absolute discretion, arrange for a person who proposes to attend a general meeting (each, a “Participant”) to do so by simultaneous attendance and participation by means of electronic facilities or at such location or locations (each, a “Meeting Location”) determined by the Board in its absolute discretion. Any Participant attending and participating in such way, any Shareholder or any proxy participating in such way or any Shareholder or any proxy participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at, and shall be counted in the quorum for, the meeting.</u></p>  |



- | Article no. | Proposed amendments (showing changes to the original Article)   |
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|             | <p>(2) <u>The following rules and requirements apply to each general meeting:</u></p> <p>(i) <u>where one or more Participants attend a Meeting Location, and/or, in the case of a hybrid meeting, one or more Participants join the meeting by means of electronic facilities, and a quorum for the meeting is present in accordance with these Articles the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;</u></p> <p>(ii) <u>each Participant present in person (or, in the case of a Participant being a corporation, by its duly authorised representative) or by proxy at a Meeting Location, and/or each Participant participating in an electronic meeting or a hybrid meeting by means of electronic facilities, shall be counted in the quorum for, and entitled to vote at, the meeting, and the meeting shall be duly constituted, and its proceedings valid, provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Participants at all Meeting Locations, and, where applicable, all Participants participating in an electronic meeting or a hybrid meeting by means of electronic facilities, are able to participate in the meeting, consider all of the business and matters for which the meeting has been convened and communicate with each other simultaneously and instantaneously at all times;</u></p> |

- | Article no. | Proposed amendments (showing changes to the original Article)  |
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|             | <p>(iii) <u>where Participants attend a meeting by being present at one of the Meeting Locations and/or where Participants participate in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those Participants in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or, in the case of an electronic meeting or a hybrid meeting, the inability of one or more Participants (or, in the case of a Participant being a corporation, its duly authorised representative who is present at the meeting) to access, or continue to access, the electronic facilities, despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed at it, or any business conducted at the meeting, provided that there is a quorum present throughout the meeting; and</u></p> <p>(iv) <u>if any Meeting Location is not in the same jurisdiction as the Principal Meeting Place, and in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place.</u></p> |

Article no.	Proposed amendments (showing changes to the original Article)
(22) Article 71B ( <i>new Article</i> )	<u>The Board, and, at any general meeting, the chairman of the meeting, may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place and/or any Meeting Location(s) and/or participation and/or voting in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or another means of identification, hyperlinks, passcodes, seat reservations, electronic voting or otherwise) as it/he/she shall in its/his/her absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Participant who, pursuant to such arrangements, is not entitled to attend, in person (or, in the case of a Participant being a corporation, by its duly authorised representative) or by proxy, at any Meeting Location shall be entitled to attend at another Meeting Location, and the entitlement of any Participant to attend the meeting or adjourned or postponed meeting at such Meeting Location or other Meeting Location shall be subject to any arrangements made by the chairman of the meeting or which may be for the time being in force and, by the notice of meeting or adjourned or postponed meeting, stated to apply to the meeting.</u>

Article no.	Proposed amendments (showing changes to the original Article)
(23) Article 71C (new Article)	<p data-bbox="504 300 1126 329"><u>If it appears to the chairman of the meeting that:</u></p> <ol style="list-style-type: none"><li data-bbox="504 378 1418 597">(1) <u>the electronic facilities at the Principal Meeting Place, or any other Meeting Location(s) at which the meeting may be attended, have become inadequate for the purpose referred to in Article 71A(1) or otherwise not adequate or sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or</u></li><li data-bbox="504 646 1418 753">(2) <u>in the case of an electronic meeting or a hybrid meeting, the electronic facilities which have been made available have become inadequate; or</u></li><li data-bbox="504 802 1418 944">(3) <u>it is not possible to ascertain the view or position of any Participant attending the meeting or to give each Participant attending the meeting a reasonable opportunity to communicate and/or vote at the meeting; or</u></li><li data-bbox="504 993 1418 1100">(4) <u>violence, a threat of violence, unruly behaviour or another disruption occurs at the meeting or it is not possible for the meeting to be conducted in a proper and orderly manner,</u></li></ol> <p data-bbox="504 1149 1418 1453"><u>then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman of the meeting may, in his/her absolute discretion, without the consent of anyone else present at the meeting, before or after the meeting begins and irrespective of whether a quorum is present, interrupt the meeting or adjourn it for any period he/she decides or for an indefinite period. All business conducted at the meeting until the time when it is interrupted or adjourned shall be valid.</u></p>

Article no.	Proposed amendments (showing changes to the original Article)
(24) Article 71D ( <i>new Article</i> )	<u>The Board, and, at any general meeting, the chairman of the meeting, may make any arrangements and impose any requirement or restriction the Board or the chairman of the meeting (as applicable) considers appropriate to ensure the security and orderly conduct of that meeting, including, without limitation, requirements for evidence of identity to be produced by the Participants, the searching of their personal property and restrictions on any items that may be brought to a Meeting Location or the number and frequency of, and the time allowed for, questions or comments that may be raised or given at the meeting. Each Participant attending a general meeting shall also comply with all requirements or restrictions that may be imposed by the owner or occupier of the premises at which that meeting is held. Any arrangement, requirement or restriction made or imposed by the Board or the chairman of the meeting pursuant to this Article shall be final and conclusive and the Board or the Chairman of the meeting (as applicable) may eject (physically or electronically), or procure the ejection of, any person who refuses to comply with it from the meeting.</u>

Article no.	Proposed amendments (showing changes to the original Article)
(25) Article 71E ( <i>new Article</i> )	<p><u>If, after the delivery of a notice calling a general meeting but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not a notice calling the adjourned meeting is required), the Board, in its absolute discretion, considers that (for any reason) it will be inappropriate, impracticable, unreasonable or undesirable for the general meeting to be held on the date or at the time or place, or by means of the electronic facilities, specified in the notice of the meeting, it may: (a) postpone the meeting to another date and/or time; and/or (b) change the place, electronic facilities and/or form of and/or for the meeting (including, without limitation, by changing the meeting to a physical meeting, an electronic meeting or a hybrid meeting), without the consent of any person. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every notice calling a general meeting the circumstances in which such a change or postponement of the relevant general meeting may occur automatically without further notice, including, without limitation, where a gale warning, rainstorm warning, extreme weather conditions or other similar event is/are in force or arise at any time on the day of the meeting. This Article is subject to the following rules and requirements:</u></p> <p>(1) <u>a general meeting has been postponed or there has been change to the place, electronic facilities and/or form of a general meeting, the Company shall: (A) endeavour to post a notice of such change or postponement on the Company’s website as soon as reasonably practicable (provided that failure to post such a notice shall not affect the automatic change or automatic postponement of such meeting); and (B) subject, and without prejudice, to Article 71, unless already specified in the original notice calling the meeting or any notice posted on the Company’s website, the Board shall determine the date, time, place (if applicable), electronic facilities (if applicable) and form of the meeting (if applicable) for the changed or postponed meeting, specify the date and time by which proxies must be submitted in order to be valid at that meeting (provided that any proxy submitted for the original meeting shall be valid for the purposes of that meeting unless it is revoked or replaced); and</u></p>

Article no.	Proposed amendments (showing changes to the original Article)
	(2) <u>the Company will not be required to give notice of the matters to be considered at a changed or postponed general meeting, or send (or resend) any relevant documents, to any Shareholder, provided that those matters and documents are the same as the matters and documents referred to in the notice calling the original meeting.</u>
(26) Article 71F (new Article)	<u>Each Participant who will attend and participate in an electronic meeting or a hybrid meeting will be responsible for establishing and maintaining electronic facilities which enable him/her to do so. As long as the chairman of the meeting considers each Participant's, or each relevant Participant's, electronic facilities to be adequate at the commencement of an electronic meeting or a hybrid meeting, the inability of a Participant to attend or participate in, or continue to attend or participate in, that meeting due to a problem with the electronic facilities that he/she is using shall not invalidate the proceedings of, or any resolution passed at, that meeting, provided that a quorum is present throughout the meeting.</u>
(27) Article 71G (new Article)	<u>Without prejudice to any provision of Article 71, a physical meeting may also be held by means of any telephonic, electronic or other communication facilities which permit the Participants attending it to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at that meeting.</u>
(28) Article 72	<u>At any general meeting a resolution put to the vote of the meeting shall be decided by poll, save that the chairman of the meeting may, pursuant to the Listing Rules in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, in which case each Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy(ies) shall have one vote, provided that where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands. For the purposes of this Article, procedural and administrative matters are those that: (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to the Shareholders; and (ii) relate to the duty of the chairman to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Shareholders a reasonable opportunity to express their views.</u>

Article no.	Proposed amendments (showing changes to the original Article)
	<p>Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded by:</p> <ul style="list-style-type: none"><li data-bbox="504 417 1417 561">(a) at least two Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or</li><li data-bbox="504 612 1417 795">(b) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or</li><li data-bbox="504 846 1417 1066">(c) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.</li></ul>
(29) Article 74	<p>A poll shall be taken in such manner (including the use of ballot or voting papers or tickets <u>or an e-voting platform</u>) and at such time and place as the chairman of the meeting directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. In the event that a poll is demanded after the chairman of the meeting allows a show of hands pursuant to Article 72, the demand for a poll may be withdrawn, with the consent of the chairman of the meeting, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is the earlier.</p>
(30) Article 75	<p>Any poll on the election of a chairman of a meeting or on any question of adjournment <u>or postponement</u> shall be taken at the meeting and without adjournment <u>or postponement</u>.</p>
(31) Article 76	<p>In the <del>ease</del><u>event</u> of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote. In <del>ease</del><u>event</u> of any dispute as to the admission or rejection of any vote, the chairman of the meeting shall determine the same, and such determination shall be final and conclusive.</p>



- | <b>Article no.</b> | <b>Proposed amendments (showing changes to the original Article)</b>  |
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| (32) Article 79    | Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share), and on a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in this Article) have one (1) vote. On a poll a Shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands and on a poll, each such proxy is under no obligation to cast all his votes in the same way. <u>Votes (whether on a show of hands or a poll) may be cast by such means, electronic (including through an e-voting platform) or otherwise, as the chairman of the meeting may determine.</u> |
| (33) Article 79A   | <u>Each Shareholder has the right to speak and (except where that Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration) vote at a general meeting.</u> Where the Company has knowledge that any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.   |
| (34) Article 80    | Any person entitled under Article 51 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 <u>or postponed</u> 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.   |

Article no.	Proposed amendments (showing changes to the original Article)
(35) Article 84	No objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned <u>or postponed</u> 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 of the meeting, whose decision shall be final and conclusive.
(36) Article 85	Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder <del>of the Company</del> . On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were <u>a Shareholder who is an individual</u> <del>Shareholder</del> .

Article no.	Proposed amendments (showing changes to the original Article)
(37) Article 88	The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned <u>or postponed</u> meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned <u>or postponed</u> meeting where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or, in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
(38) Article 91	A vote given in accordance with the terms of an instrument of proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the Share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Article 88, at least two hours before the commencement of the meeting or adjourned <u>or postponed</u> meeting at which the proxy is used.

Article no.	Proposed amendments (showing changes to the original Article)
(39) Article 92	<p>(a) Any corporation which is a Shareholder may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders of the Company, and the person so authorised shall be entitled to exercise the same rights and powers on behalf of the corporation which he represents as that corporation could exercise if it were <u>a Shareholder who is an individual</u><del>Shareholder of the Company</del>. References in these Articles to a Shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a Shareholder represented at the meeting by such duly authorised representative.</p> <p>(b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article (93) <u>appoint one or more proxies or</u> authorise such person or persons as it thinks fit to act as its representative or representatives at any <u>general meeting</u> of the Company<del>or at</del> any meeting of any class of Shareholders<u>or any meeting of creditors, and each of those proxies or proxies or representatives shall enjoy rights equivalent to the rights of other Shareholders,</u> provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were <u>a Shareholder who is an individual</u><del>Shareholder</del>, including the right to vote individually on a show of hands<u>and the right to speak</u>.</p>

Article no.	Proposed amendments (showing changes to the original Article)
(40) Article 93	<p data-bbox="504 300 1417 368">Unless the Board agrees otherwise, an appointment of a corporate representative shall not be valid as against the Company unless:</p> <ul style="list-style-type: none"><li data-bbox="504 417 1417 910">(a) in the case of such an appointment by a Shareholder which is a Clearing House (or its nominee(s)), a written notification of the appointment issued by any director, the secretary or any authorised officer(s) of such Shareholder shall have been delivered at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company, or handed to the chairman of the meeting at the meeting or, if no place is specified, at the principal place of business maintained by the Company in the Relevant Territory from time to time before the time of holding the meeting or adjourned <u>or postponed</u> meeting at which the person so authorised proposes to vote or handed to the chairman of the meeting at the meeting; and</li><li data-bbox="504 959 1417 1802">(b) in the case of such an appointment by any other corporate Shareholder, a copy of the resolution of its directors or other governing body of the Shareholder authorising the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the Shareholder's constitutive documents and a list of directors or members of the governing body of the Shareholder as at the date of such resolution, or, as the case may be, power of attorney, in each case certified by a director, secretary or a member of the governing body of that Shareholder and notarised, or, in the case of a form of notice of appointment issued by the Company as aforesaid, completed and signed in accordance with the instructions thereon or in the case of a power of attorney a notarised copy of the relevant authority under which it was signed, shall have been deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company as aforesaid (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned <u>or postponed</u> meeting or poll (as the case may be) at which the corporate representative proposes to vote.</li></ul>

Article no.	Proposed amendments (showing changes to the original Article)
(41) Article 99	A Director or an alternate 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 all meetings of any class of Shareholders <del>of the Company</del> .
(42) Article 105	A Director shall vacate his office: <ul style="list-style-type: none"><li data-bbox="504 570 1417 676">(a) if he becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors generally; or</li><li data-bbox="504 725 1417 910">(b) if he dies or becomes of unsound mind as determined pursuant to an order made by any competent court or official on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs and the Board resolves that his office be vacated; or</li><li data-bbox="504 959 1417 1187">(c) if he absents himself from the meetings of the Board during a continuous period of six <del>m</del>Months, without special leave of absence from the Board, and his alternate Director (if any) shall not during such period have attended in his stead, and the Board pass a resolution that he has by reason of such absence vacated his office; or</li><li data-bbox="504 1236 1417 1336">(d) if he becomes prohibited by law from acting as a Director, or he ceases to be a Director by virtue of any provision of law or is removed from office pursuant to these Articles; or</li></ul>

Article no.	Proposed amendments (showing changes to the original Article)
	<ul style="list-style-type: none"> <li>(e) if he has been validly required by the stock exchange of the Relevant Territory to cease to be a Director and the relevant time period for application for review of or appeal against such requirement has lapsed and no application for review or appeal has been filed or is underway against such requirement; or</li> <li>(f) if by notice in writing delivered to the Company at its Registered Office or at the Head Office or tendered at a meeting of the Board he resigns his office; or</li> <li>(g) if he shall be removed from office by an Ordinary Resolution of <del>the Company</del> under Article 114; or</li> <li>(h) if he shall be removed from the office by notice in writing served on him signed by not less than ¾ in number (or if that is not a round number, the nearest lower round number) of the Directors (including himself) then in office.</li> </ul>
(43) Article 107	<p>...</p> <p>(g) <u>Each reference to close associate(s) in paragraph (d) or (f) of this Article above shall be deemed to be a reference to associate(s) (as defined in the Listing Rules) where the proposal, transaction, contract or arrangement concerned is a connected transaction (as defined in the Listing Rules).</u></p>
(44) Article 112	<p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy <del>shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board</del> as an addition to the existing Board shall hold office only until the <del>next following</del><u>first</u> annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election <u>at such annual general meeting</u>. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.</p>

Article no.	Proposed amendments (showing changes to the original Article)
(45) Article 114	The <del>Company</del> <u>Shareholders</u> may by Ordinary Resolution remove any Director (including a managing director or other executive director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.
(46) Article 124	A Director appointed to an office under Article 122 shall be subject to the same provisions as to resignation and removal as the other Directors <del>of the Company</del> , and he shall ipso facto and immediately cease to hold such office if he shall cease to hold the office of Director for any cause.
(47) Article 155	<p>(a) The Board may subject to Article 156 from time to time pay to the Shareholders such interim Dividends as appear to the Board to be justified by the financial conditions and the profits of the Company and, in particular but without prejudice to the generality of the foregoing, if at any time the share capital of the Company is divided into different classes, the Board may pay such interim Dividends in respect of those Shares <del>in the capital of the Company</del> which confer <del>to</del><u>on</u> the holders thereof deferred or non-preferential rights as well as in respect of those Shares which confer on the holders thereof preferential rights with regard to Dividend and provided that the Board acts bona fide it shall not incur any responsibility to the holders of Shares conferring any preference for any damage that they may suffer by reason of the payment of an interim Dividend on any Shares having deferred or non-preferential rights.</p> <p>(b) The Board may also pay half-yearly or at other suitable intervals to be settled by it any Dividend which may be payable at a fixed rate if the Board is of the opinion that the financial conditions and the profits of the Company justify the payment.</p>



Article no.	Proposed amendments (showing changes to the original Article)
(48) Article 176	<p data-bbox="504 300 1417 597">(c) The Board may in addition from time to time declare and pay special Dividends of such amounts and on such dates and out of such distributable funds of the Company as it thinks fit, and the provisions of paragraph (a) of this Article as regards the power and exemption from liability of the Board as relate to the declaration and payment of interim Dividends shall apply, mutatis mutandis, to the declaration and payment of any such special Dividends.</p> <p data-bbox="504 646 1417 1374">(a) The <del>Company</del><u>Shareholders</u> shall at each annual general meeting <u>by Ordinary Resolution</u> appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. <del>A No</del> Director, <del>or officer of the Company,</del> or <u>any</u> employee of any <del>such</del> Director, <del>or officer or employee of the Company</del> shall <del>not</del> be appointed <u>as the Auditors of the Company</u>. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by, or on the authority of, <del>the Company in the Shareholders at each annual general meeting by Ordinary Resolution,</del> except that <del>in,</del> <u>at any particular year the Company in annual general meeting may, the Shareholders may by Ordinary Resolution</u> delegate the fixing of such remuneration to the Board, and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.</p> <p data-bbox="504 1423 1417 1647">(b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by <del>Special</del><u>Ordinary</u> Resolution at any time before the expiration of the term of office, and, <u>if they do this,</u> shall, by Ordinary Resolution, at that meeting, appoint new <del>a</del><u>Auditors</u> in <del>its</del><u>their</u> place for the remainder of <del>the</del><u>that</u> term.</p>

<b>Article no.</b>	<b>Proposed amendments (showing changes to the original Article)</b>
(49) Article 177	<p>The Auditors <del>of the Company</del> shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information as may be necessary for the performance of his or their duties, and the Auditors shall audit every balance sheet and profit and loss account of the Company in each year and prepare an Auditors' report thereon to be annexed thereto. Such report shall be laid before the Company in the annual general meeting.</p>
(50) Article 181	<p>...</p> <p>(b) Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he served in the manner so described which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the <del>register of members of the Company</del><u>Register</u>.</p> <p>...</p>

Article no.	Proposed amendments (showing changes to the original Article)
(51) Article 187	No Shareholder (not being a Director) shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company which in the opinion of the Board will be inexpedient in the interests of the Shareholders <del>of the Company</del> to communicate to the public.
(52) Article 188	<del>Subject to the Companies Law,</del> a resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution.
(53) Article 193	(a) The Company shall have the power to sell, in such manner as the Board thinks fit, any Shares of a Shareholder who is untraceable, but no such sale shall be made unless:  (i) during the period of 12 years prior to the date of the advertisements referred to in sub-paragraph (ii) below (or, if published more than once, the first thereof) at least three Dividends or other distributions in respect of the Shares in question have become payable or been made and no Dividend or other distribution in respect of the Shares during that period has been claimed;  (ii) the Company has caused an advertisement to be inserted in the Newspapers of its intention to sell such Shares and a period of three <del>m</del> Months has elapsed since the date of such advertisement (or, if published more than once, the first thereof);  (iii) the Company has not at any time during the said periods of 12 years and three <del>m</del> Months received any indication of the existence of the holder of such Shares or of a person entitled to such Shares by death, bankruptcy or operation of law; and  (iv) the Company has notified the HK Stock Exchange of its intention of such sale.  ...

**Article no.            Proposed amendments (showing changes to the original Article)**

(54) Adding the following new Article 197 after Article 196:

**“FINANCIAL YEAR**

Article 197            The Directors shall determine the financial year of the Company and may change it from time to time. Unless they determine otherwise, the financial year of the Company shall end on 31 March in each year.”

Other amendments to the Existing Memorandum and Articles of Association are also proposed, including making various consequential and housekeeping amendments which the Company deems necessary or desirable.

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## NOTICE OF ANNUAL GENERAL MEETING

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### EDVANCE INTERNATIONAL HOLDINGS LIMITED

### 安領國際控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1410)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**Annual General Meeting**”) of Edvance International Holdings Limited (the “**Company**”) will be held at 20th Floor, 8 Wyndham Street, Central, Hong Kong on Tuesday, 9 August 2022 at 10:30 a.m. (or any adjournment thereof) for considering and, if through fit, passing with or without amendment, the following resolutions:

#### ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director(s)**”) and the independent auditor of the Company (the “**Auditor**”) for the year ended 31 March 2022.
2.
  - (a) To re-elect Mr. Lam Tak Ling as an executive Director of the Company.
  - (b) To re-elect Mr. Ng Tsz Fung Jimmy as an independent non-executive Director of the Company.
  - (c) To re-elect Mr. Yu Kwok Chun Raymond as an independent non-executive Director of the Company.
  - (d) To authorise the board of Directors (the “**Board**”) of the Company to fix the respective remuneration of the Directors.
3. To re-appoint Deloitte Touche Tohmatsu as the Auditor and to authorise the Board to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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As special business, to consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions of the Shareholders:

4. **“THAT:**

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”) or to make and/or grant offers, agreements and options (including warrants, bonds, notes and debentures convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make and/or grant offers, agreements and options (including warrants, bonds, notes and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted, issued or dealt with, or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval given under paragraph (a) of this resolution, otherwise than pursuant to: (i) a Rights Issue (as defined below); (ii) the exercise of the subscription or conversion rights attaching to any warrants, bonds, notes or any other securities issued by the Company which are convertible into Shares; (iii) the exercise of options granted by the Company under any share option scheme or similar arrangement for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible person (if any) of Shares or rights to acquire Shares; or (iv) any scrip dividend or similar arrangements providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the articles of association of the Company; shall not exceed 20 percent of the aggregate number of Shares of the Company in issue at the date of the passing of this resolution, and the said approval shall be limited accordingly;
- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(e) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in a general meeting; and

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or any other stock exchange (as amended from time to time), be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution shall not exceed 10 percent of the aggregate number of Shares of the Company in issue as at the date of passing of this resolution;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the Shareholders in a general meeting.”

6. “**THAT** conditional upon the passing of resolutions no. 4 and no. 5 set out in the notice convening the Annual General Meeting, the aggregate nominal amount of the number of Shares which are repurchased by the Company under the authority granted to the Directors as mentioned in the said resolution no. 5 shall be added to the aggregate nominal amount of share capital of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to the approval in the said resolution no. 4.”

As special business, to consider and, if though fit, to pass with or without amendments, the following resolution as a special resolution of the Shareholders:

7. “**THAT:**

- (a) the new amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) (a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification) be and are hereby approved and adopted as the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the existing amended and restated memorandum and articles of association of the Company with immediate effect after the close of this meeting; and



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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) any one director, the secretary or the registered office provider of the Company be and is hereby authorised to execute all such documents and do all such other acts and things as he/she/it may, in his/her/its absolute discretion, consider necessary, desirable or expedient to effect, or in connection with, the adoption of the New Memorandum and Articles of Association and to make each registration or filing that is required in connection with the adoption of the New Memorandum and Articles of Association under the laws of Hong Kong or the Cayman Islands.”

By Order of the Board  
**Edvance International Holdings Limited**  
**Liu Yui Ting Raymond**  
*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 8 July 2022

*Registered office:*

Windward 3, Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*  
20th Floor  
8 Wyndham Street  
Central  
Hong Kong

*Notes:*

- (1) A shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxy(ies) (if he/she/it is the holder of two or more shares) to attend and vote on poll instead of him/her at the Annual General Meeting that the appointment shall specify the number of shares in respect of which such proxy is so appointed. A proxy need not be a member of the Company.
- (2) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of authority, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 48 hours before the time appointed for holding of the Annual General Meeting (i.e. 10:30 a.m. on Sunday, 7 August 2022) or any adjournment thereof (as the case may be).
- (3) Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting or at any adjournment thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (4) Where there are joint registered holders of any shares, any one of such joint holders may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Annual General Meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other joint registered holders.
- (5) In order to determine members who are entitled to attend and vote at the Annual General Meeting to be held on Tuesday, 9 August 2022, the register of members of the Company will be closed from Wednesday, 3 August 2022 to Tuesday, 9 August 2022, both days inclusive, during which period no transfer of shares can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch share

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## NOTICE OF ANNUAL GENERAL MEETING

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registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Tuesday, 2 August 2022.

- (6) Save for resolutions approving the procedural and administrative matters, any voting of the Annual General Meeting should be taken by poll.
- (7) If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal or “extreme conditions after super typhoons” announced by the Hong Kong Government is/are in force any time after 7:00 a.m. on the date of the Annual General Meeting, then the Annual General Meeting will be postponed. The Company will post an announcement on the website of the Company ([www.edvanceintl.com](http://www.edvanceintl.com)) and the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the date, time and place of the rescheduled meeting. The Annual General Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the Annual General Meeting under bad weather condition bearing in mind their own situations.
- (8) In light of epidemic situation of COVID-19, shareholders may consider appointing the chairman of the Annual General Meeting as his/her proxy to vote on the resolutions, instead of attending Annual General Meeting in person.