
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

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

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Edvantage Group Holdings Limited
中匯集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 0382)

**(1) PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) DECLARATION OF FINAL DIVIDEND
AND
SHARE DIVIDEND SCHEME IN RELATION TO
THE FINAL DIVIDEND;
(4) DECLARATION OF SPECIAL FINAL DIVIDEND;
(5) PROPOSED GENERAL AND SPECIFIC AMENDMENTS TO
THE MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
(6) NOTICE OF ANNUAL GENERAL MEETING**

PRECAUTIONARY MEASURES FOR THE COVID-19 AT THE ANNUAL GENERAL MEETING

As set out on page 1 of this circular, measures will be taken at the Annual General Meeting to facilitate the prevention and control of the COVID-19 epidemic, including:

- Mandatory temperature checks
- Each attendee is required to wear surgical face masks
- No corporate gifts and refreshments

The Company encourages Shareholders, particularly those who are subject to quarantine in relation to COVID-19, to appoint the Chairman of the Annual General Meeting as their proxy to vote at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

A notice convening the annual general meeting of Edvantage Group Holdings Limited to be held at Room 1102, 11/F, Wing On Plaza, 62 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong on 27 January 2023 at 4:00 p.m. is set out on pages 109 to 117 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the website of the Company at www.edvantagegroup.com.hk. Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (i.e. by 4:00 p.m. on 25 January 2023, Hong Kong time) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting or any adjourned meeting thereof if they so wish.

CONTENTS

	<i>Page</i>
Precautionary Measures for the COVID-19 at the Annual General Meeting	iii
Expected timetable	iv
Definitions	1
Letter from the Board	7
1. Introduction	8
2. Issue Mandate and Extension thereof	8
3. Repurchase Mandate	9
4. Re-Election of Retiring Directors	10
5. Proposed Final Dividend and Share Dividend Scheme in relation to the Final Dividend.	12
6. Proposed Special Final Dividend	20
7. Proposed General and Specific Amendments to the Memorandum and Articles	22
8. Annual General Meeting	25
9. Closure of Register of Members	26
10. Voting by Poll.	26
11. Recommendation.	27
12. Responsibility of the Directors	27
APPENDIX I — EXPLANATORY STATEMENT	28
APPENDIX II — DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION.	32

CONTENTS

APPENDIX III — PROPOSED GENERAL AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION	37
APPENDIX IV — NOTICE OF ANNUAL GENERAL MEETING	109

PRECAUTIONARY MEASURES FOR THE COVID-19 AT THE ANNUAL GENERAL MEETING

In view of the COVID-19 epidemic, the following precautionary measures will be implemented at the Annual General Meeting to ensure the health and safety of attending Shareholders, staff and other stakeholders:

- (1) Mandatory temperature check will be carried out for every attendee at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry to the Annual General Meeting venue and may not be allowed to attend the Annual General Meeting.
- (2) The attendees are required to wear surgical face masks inside the Annual General Meeting venue at all times, and to maintain a safe distance between seats.
- (3) No refreshments will be served, and there will be no corporate gifts to avoid the coming into close contact amongst participants.

In the interest of all stakeholders' health and safety and for compliance with the guidelines for the prevention and control of COVID-19, the Company reminds all Shareholders that attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. As an alternative, by completing proxy forms with voting instructions, Shareholders may appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting in person.

The proxy form is attached to this circular. If Shareholders choosing not to attend the Annual General Meeting in person have any questions about the relevant resolutions, or about the Company or any other matters for communication with the Board, they can contact the Company by email to ir@edvantagegroup.com.hk or fax to (852) 3168 6678.

EXPECTED TIMETABLE

The following is a summary of the events in relation to the proposed Final Dividend and the Share Dividend Scheme in respect thereof, and the proposed Special Final Dividend in the form of a timetable:

2023

Latest time for lodging transfer of Shares for registration in order to qualify for attendance and voting at the Annual General Meeting	4:30 p.m. on Wednesday, 18 January
Register of members closes (both days inclusive)	Thursday, 19 January to Friday, 27 January
Latest time for lodging forms of proxy for the Annual General Meeting.	4:00 p.m. on Wednesday, 25 January
Record date for attendance and voting at the Annual General Meeting.	Friday, 27 January
Date and time of the Annual General Meeting	4:00 p.m. on Friday, 27 January
Publication of the announcement of the results of the Annual General Meeting.	Friday, 27 January

The following events are conditional on the fulfillment of the conditions for the implementation of the Final Dividend and the Share Dividend Scheme in respect thereof, and the Special Final Dividend

Last day of dealings in Shares on a cum-entitlement basis	Wednesday, 1 February
First day of dealings in Shares on an ex-entitlement basis	Thursday, 2 February
Latest time for lodging transfer of Shares for registration in order to qualify for the Final Dividend and the Share Dividend Scheme in respect thereof, and the Special Final Dividend	4:30 p.m. on Friday, 3 February

EXPECTED TIMETABLE

Closure of register of members for registration of transfer of Shares to determine Shareholders' entitlement to the Final Dividend and the Share Dividend Scheme in respect thereof, and the Special Final Dividend (both days inclusive)	Monday, 6 February to Tuesday, 7 February
Record Date for determining entitlement to the Final Dividend and the Share Dividend Scheme in respect thereof, and the Special Final Dividend	Tuesday, 7 February
Re-open of register of members of the Company	Wednesday, 8 February
Despatch of share certificates for Final Dividend Shares	Monday, 27 February
Expected date for payment of the Special Final Dividend	Monday, 27 February
First day of dealings in Final Dividend Shares on the Stock Exchange	Tuesday, 28 February

Notes:

1. All references to dates and time in this circular are to Hong Kong dates and time.
2. Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be announced or notified to the Shareholders as and when appropriate in compliance with the Listing Rules. In particular, the latest time for lodging transfer of Shares for registration in order to qualify for the Final Dividend and the Share Dividend Scheme in respect thereof, and the Special Final Dividend will be delayed if a tropical cyclone warning signal no. 8 or above, or "extreme conditions" caused by a super typhoon, or a "black" rainstorm warning is in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on 3 February 2023. Instead the latest time of lodging transfer of Shares for registration in order to qualify for the Final Dividend and the Share Dividend Scheme in respect thereof, and the Special Final Dividend will be rescheduled to 4:30 p.m. on the next business day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m. and further announcement(s) will be made for the revised expected timetable.

DEFINITIONS

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

“Amendment of Articles Announcement”	the announcement of the Company dated 28 November 2022 in respect of, among others, the Proposed General Amendments and the Proposed Specific Amendments to the Memorandum and Articles
“Announcement”	the announcement of the Company dated 25 November 2022 in respect of (i) the annual results of the Company for the financial year ended 31 August 2022; and (ii) the proposed Final Dividend, the Share Dividend Scheme and the proposed Special Final Dividend
“Annual General Meeting”	the annual general meeting of the Company to be held at Room 1102, 11/F, Wing On Plaza, 62 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong on 27 January 2023 at 4:00 p.m., or any adjournment thereof and notice of which is set out on pages 109 to 117 of this circular
“Articles”	the amended and restated articles of association of the Company adopted by special resolution passed on 6 June 2019 and effective on the Listing Date, as amended, supplemented and modified from time to time
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Act”	the Companies Act (As Revised), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor

DEFINITIONS

“Company”	Edvantage Group Holdings Limited (中滙集團控股有限公司), an exempted company with limited liability incorporated in the Cayman Islands on 18 October 2018, with its Shares listed on the Main Board of the Stock Exchange (Stock code: 0382)
“COVID-19”	coronavirus disease 2019
“Director(s)”	the director(s) of the Company
“Eligible Shareholder(s)”	holder(s) of the Share(s) whose names is/are shown on the register of members of the Company at the close of business on the Record Date (and not being Prohibited Shareholders), who is/are entitled to participate in the Share Dividend Scheme
“Existing Memorandum and Articles”	the existing Memorandum and Articles adopted by special resolution passed on 6 June 2019 and effective on the Listing Date
“Final Dividend”	the final dividend of HK9.60 cents per Share for the year ended 31 August 2022 payable to the Eligible Shareholders whose names appear on the register of members of the Company at the close of business on the Record Date which will be carried out by way of the Share Dividend Scheme
“Final Dividend Shares”	new Shares proposed to be allotted, issued and credited as fully paid up under the Share Dividend Scheme
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with the Shares not exceeding 20 per cent of the number of issued Shares of the Company as at the date of passing of the relevant resolution granting the relevant mandate (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of new Shares that may be allotted and issued as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same)
“Latest Practicable Date”	20 December 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	16 July 2019, being the date of listing of the Shares on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented and modified from time to time
“Memorandum”	the amended and restated memorandum of association of the Company adopted by special resolution passed on 6 June 2019 and effective on the Listing Date, as amended, supplemented and modified from time to time
“Mr. Liu”	Mr. Liu Yung Chau (廖榕就), the founder of the Company, an executive Director, the chairman of the Board and the spouse of Ms. Chen
“Ms. Chen”	Ms. Chen Yuan, Rita (陳練瑛), an executive Director and the spouse of Mr. Liu

DEFINITIONS

“Overseas Shareholder(s)”	holder(s) of Share(s) whose address(es) as shown in the register of members of the Company at the close of business on the Record Date is/are in jurisdictions outside Hong Kong (if any)
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purposes of this circular
“Prohibited Shareholder(s)”	Overseas Shareholder(s), whom the Board, after making enquiries pursuant to Rule 13.36(2) of the Listing Rules, considers it necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place not to extend the Share Dividend Scheme to them (if any)
“Proposed General Amendments”	the proposed general amendments to the Memorandum and Articles to be incorporated in the Second Amended and Restated Memorandum and Articles as set out in Appendix III to this circular
“Proposed Specific Amendments”	the proposed specific amendments to the Memorandum and Articles as more particularly set out under the paragraphs headed “B. Proposed Specific Amendments to the Memorandum and Articles” under the section headed “7. PROPOSED GENERAL AND SPECIFIC AMENDMENTS TO THE MEMORANDUM AND ARTICLES” in the “Letter from the Board” of this circular
“Record Date”	7 February 2023, being the date for determination of entitlements to the proposed Final Dividend, the Share Dividend Scheme and the proposed Special Final Dividend

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase on market through the Stock Exchange or on another recognised stock exchange Shares not exceeding 10 per cent of the number of issued Shares of the Company as at the date of passing of the relevant resolution granting the relevant mandate (subject to adjustment in case of any Share consolidation or subdivision after the mandate has been approved, provided that the maximum number of securities that may be repurchased as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same)
“Second Amended and Restated Memorandum and Articles”	the second amended and restated Memorandum and Articles incorporating all the Proposed General Amendments proposed to be adopted by the Shareholders by way of a special resolution at the Annual General Meeting (full text of which with the Proposed General Amendments marked-up against the Existing Memorandum and Articles are set out in Appendix III to this circular)
“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 Dividend Scheme”	the scheme that the Final Dividend be satisfied wholly in the form of an allotment of Shares credited as fully paid up (e.g. Final Dividend Shares) without offering any right to Shareholders to elect to receive the Final Dividend in cash in lieu of such allotment
“Share(s)”	ordinary share(s) in the capital of the Company with a par value of US\$0.01 each
“Shareholder(s)”	holder(s) of the Share(s)

DEFINITIONS

“Special Final Dividend”	the special final dividend of HK1.60 cents per Share for the year ended 31 August 2022 payable to the Shareholders whose names appear on the register of members of the Company at the close of business on the Record Date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

In this circular, the terms “close associate”, “core connected person”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

LETTER FROM THE BOARD



Edvantage Group Holdings Limited

中匯集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 0382)

Executive Directors:

Mr. Liu Yung Chau (*Chairman*)
Ms. Chen Yuan, Rita
Ms. Liu Yi Man (*Chief Executive Officer*)

Non-Executive Director:

Mr. Liu Yung Kan

Independent Non-executive Directors:

Mr. Xu Gang
Mr. O'Yang Wiley
Mr. Li Jiatong

Registered office:

PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

*Headquarters and principal place of
business in the PRC:*

No. 1 Huashang Road
Licheng Street, Zhengcheng
Guangzhou, PRC

Principal Place of Business in Hong Kong:

Room 1115, 11/F, Wing On Plaza
62 Mody Road
Kowloon, Hong Kong

30 December 2022

To the Shareholders,

Dear Sir or Madam,

- (1) PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) DECLARATION OF FINAL DIVIDEND
AND
SHARE DIVIDEND SCHEME IN RELATION TO
THE FINAL DIVIDEND;
(4) DECLARATION OF SPECIAL FINAL DIVIDEND;
(5) PROPOSED GENERAL AND SPECIFIC AMENDMENTS TO
THE MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
(6) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to give you the notice of the Annual General Meeting and further information about the following proposals to be put forward at the Annual General Meeting: (a) the granting to the Directors of the Issue Mandate (and extension thereof) and the Repurchase Mandate; (b) the re-election of the retiring Directors; (c) the declaration of Final Dividend (if any) and the Share Dividend Scheme in respect thereof; (d) the declaration of Special Final Dividend; and (e) the Proposed General Amendments and the Proposed Specific Amendments to the Memorandum and Articles.

Pursuant to the resolutions passed by the Shareholders on 25 January 2022, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with the additional Shares in the share capital of the Company up to 20 per cent of the number of issued Shares of the Company as at the date of passing of the resolution granting the mandate (as such number of Shares may be adjusted in the event of any subdivision or consolidation of Shares after the date of the resolution); and (b) a general unconditional mandate to repurchase the Shares representing up to 10 per cent of the number of issued Shares as at the date of passing of the resolution granting the mandate (as such number of Shares may be adjusted in the event of any subdivision or consolidation of Shares after the date of the resolution); and (c) the power to extend the general unconditional mandate mentioned in (a) above by the addition to the total number of Shares which may be allotted and issued or agreed to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the total number of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

The above general mandates will expire at the conclusion of the Annual General Meeting.

2. ISSUE MANDATE AND EXTENSION THEREOF

In order to ensure flexibility and give discretion to the Directors to deal with additional Shares in the event that it becomes desirable for the Company to issue any new Shares, at the Annual General Meeting, an ordinary resolution No. 6(A) will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares in the share capital of the Company up to 20 per cent of the number of issued Shares of the Company as at the date of passing of the resolution in relation to the Issue Mandate (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of new Shares that may be allotted and issued as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same).

LETTER FROM THE BOARD

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,082,404,033 Shares. Subject to the passing of the ordinary resolution No. 6(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to issue a maximum of 216,480,806 Shares under the Issue Mandate. In addition, subject to a separate approval of the ordinary resolution No. 6(C), the number of Shares repurchased by the Company under ordinary resolution No. 6(B) will also be added to extend the 20 per cent limit of the Issue Mandate as mentioned in the ordinary resolution No. 6(A) provided that such additional amount shall not exceed 10 per cent of the number of issued Shares of the Company as at the date of passing of the resolutions in relation to the Issue Mandate and the Repurchase Mandate (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares that may be repurchased as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same). The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

The Issue Mandate, if approved, will continue to be in force from the passing of the said resolution until whichever of the following first occurs: (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 any applicable laws or the Articles to be held; and (iii) the revocation or variation of the authority given under such ordinary resolution by an ordinary resolution of the Shareholders in general meeting.

3. REPURCHASE MANDATE

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase on market through the Stock Exchange or on another recognised stock exchange the Shares representing up to 10 per cent of the number of issued Shares of the Company as at the date of passing of the resolution in relation to the Repurchase Mandate (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares that may be repurchased as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same).

The Repurchase Mandate, if approved, will continue to be in force from the passing of the said resolution until 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

LETTER FROM THE BOARD

Company is required by any applicable laws or the Articles to be held; or (iii) the revocation or variation of the authority given under such resolution by an ordinary resolution of the Shareholders of the Company in general meeting.

The Company has no current intention of exercising the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix I to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

4. RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 16.19 of the existing Articles, at every annual general meeting of the Company one-third of the Directors for the time being shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed to fill casual vacancy shall not be taken into account in determining which Directors are to retire by rotation. All retiring Directors shall be eligible for re-election. Pursuant to the corporate governance code as set out in Appendix 14 to the Listing Rules, every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every 3 years.

Reference is made to the announcement of the Company dated 15 February 2022 in relation to the appointment of Mr. O'Yang Wiley by the Board as an independent non-executive Director to fill the casual vacancy arising from the resignation of Mr. Lo Chi Chiu. Pursuant to the Articles and the corporate governance code as set out in Appendix 14 to the Listing Rules, Mr. O'Yang Wiley shall hold office until the Annual General Meeting (being the first general meeting after his appointment) and is subject to re-election by Shareholders at the Annual General Meeting.

Accordingly, each of Mr. Liu and Ms. Chen, both being executive Directors and Mr. O'Yang Wiley, an independent non-executive Director, shall retire from office as Director at the Annual General Meeting. The abovementioned Directors, being eligible, will offer themselves for re-election at the Annual General Meeting. If re-elected at the Annual General Meeting, each of Mr. Liu, Ms. Chen and Mr. O'Yang Wiley will hold office until the conclusion of the annual general meeting of the Company for the financial year ending 31 August 2025.

Further, if re-elected, all the aforesaid Directors, subject to the terms agreed otherwise which expire earlier, will be subject to rotation, removal, vacation or termination of their offices as Directors as set out in the Articles or the disqualification to act as a Director under the Articles,

LETTER FROM THE BOARD

the laws of the Cayman Islands and the Listing Rules. Details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

Recommendation of the Nomination Committee on re-election of independent non-executive Directors

The Nomination Committee has taken into account the nomination policy and procedures adopted by the Company in making the recommendation to the Board for the re-election of Mr. O'Yang Wiley as an independent non-executive Director. In particular, the Nomination Committee has assessed Mr. O'Yang Wiley against the following nomination criteria applicable to independent non-executive Directors:

- (a) willingness and ability to make sufficient time commitment to the affairs of the Company in order to effectively perform the duties of a Director, including attendance at and active participation in Board and Board committee meetings, which will include considering the other responsibility of the relevant candidate (such as other directorships held in public companies the securities of which are listed on any securities market in Hong Kong or overseas and other major appointments, if any) and the effort and time that may be required by the candidate in fulfilling such role;
- (b) accomplishments of the candidate in his field;
- (c) outstanding professional and personal reputation; and
- (d) the candidate's ability to meet the independence criteria for directors established in the Listing Rules (for independent non-executive Directors).

The Nomination Committee has reviewed the written confirmation of independence of Mr. O'Yang Wiley based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that he remains independent in accordance with Rule 3.13 of the Listing Rules. In addition, the Nomination Committee has evaluated his performance and considers that he has provided valuable contributions to the Company and has demonstrated his abilities to provide independent, balanced and objective view to the Company's affairs.

The Nomination Committee is also of the view that Mr. O'Yang Wiley would bring to the Board his own perspective, skills and experience, as further described in his biography in Appendix II to this circular. With his strong and diversified educational background and professional experience, the Nomination Committee considers that Mr. O'Yang Wiley can contribute to the diversity of the Board.

LETTER FROM THE BOARD

As a good corporate governance practice, Mr. O'Yang Wiley abstained from voting at the relevant Nomination Committee meeting on the proposed recommendation and nomination of himself to the Board for it to recommend to the Shareholders for re-election at the Annual General Meeting.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that Mr. O'Yang Wiley stands for re-election as Director at the Annual General Meeting. As a good corporate governance practice, Mr. O'Yang Wiley abstained from voting at the relevant Board meeting on the proposition of his recommendation for re-election by the Shareholders at the Annual General Meeting.

5. PROPOSED FINAL DIVIDEND AND SHARE DIVIDEND SCHEME IN RELATION TO THE FINAL DIVIDEND

Reference is made to the Announcement, in which the Board announced that (among others) it had resolved to recommend the declaration of the Final Dividend and the payment of the Final Dividend by way of the Share Dividend Scheme to the Eligible Shareholders. Given the proposed Final Dividend will be satisfied wholly in the form of an allotment of shares credited as fully paid up (i.e. scrip form), the Share Dividend Scheme was described and named as "Scrip Dividend Scheme" in the Announcement. Yet, having considered that in Hong Kong the term "scrip dividend scheme" is commonly used to refer to such arrangement that dividend is payable in cash with a scrip dividend alternative, allowing eligible shareholders to choose to receive such dividend wholly or partly in the form of allotment of new shares, credited as fully paid, in lieu of cash (or vice versa), for clarity sake, the Company has subsequent to the publication of the Announcement decided to rename the "Scrip Dividend Scheme" (as defined in the Announcement) to "Share Dividend Scheme" in order to differentiate the proposed arrangement in respect of the Final Dividend where the Final Dividend is proposed to be satisfied wholly in the form of an allotment of shares credited as fully paid up without offering any right to the Shareholders to elect to receive such dividend in cash in lieu of such allotment, from those commonly known "scrip dividend schemes" where dividend is payable in cash with scrip alternative or vice versa. Accordingly, all references to "Scrip Dividend Scheme" in the Announcement should be construed as references to the Share Dividend Scheme and all references to "Scrip Shares" in the Announcement should be construed as references to the Final Dividend Shares. For the avoidance of doubt, save as the change in the name of the "Share Dividend Scheme" and the terminology of "Final Dividend Shares" as aforesaid disclosed, no change is made to the terms and details of the Share Dividend Scheme subsequent to the publication of the Announcement.

Pursuant to Article 24.1 of the existing Articles, subject to the Companies Act and the Articles, the Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board. Further, pursuant to Article 24.10 of the

LETTER FROM THE BOARD

existing Articles, the Company may upon the recommendation of the Board by ordinary resolution resolve in respect of any one particular dividend of the Company that a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid up without offering any right to the Shareholders to elect to receive such dividend in cash in lieu of such allotment.

Accordingly, the Board recommended the declaration of the Final Dividend in the sum of HK9.60 cents per Share for the year ended 31 August 2022 and recommended that the Final Dividend be satisfied wholly in the form of allotment of Final Dividend Shares under the Share Dividend Scheme without offering any right to the Shareholders to elect to receive the Final Dividend in cash in lieu of such allotment. This, when coupled with the Special Final Dividend of HK1.60 cents per Share for the year ended 31 August 2022 payable in cash (as more particularly set out in “6. PROPOSED SPECIAL FINAL DIVIDEND” below which is also subject to Shareholders’ approval) and the interim dividend of HK8.40 cents per Share for the six months ended 28 February 2022, represents an annual dividend pay-out ratio of approximately 33.9%, based on the Company’s profits available for distribution generated in the year ended 31 August 2022. Resolutions will be proposed at the Annual General Meeting for approving the declaration of Final Dividend and the Share Dividend Scheme, respectively.

The Share Dividend Scheme is proposed to be extended to the Eligible Shareholders whose names appear on the register of members of the Company at the close of business on the Record Date. Shareholders whose Shares are held by nominee companies (or which are deposited in CCASS) should note that the Company will regard a nominee company (including HKSCC) as a single Shareholder according to the register of members of the Company. Shareholders with their Shares held by nominee companies (or which are deposited in CCASS) are advised to consider whether they would like to arrange for registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date.

Shareholders should note that receipt of the Final Dividend Shares may give rise to notification requirements under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Shareholders who are in any doubt as to how these provisions may affect them or as to their taxation position are recommended to consult their own professional advisers.

Basis for calculating the Final Dividend Shares

Subject to the conditions as set out under the heading “Conditions of the Share Dividend Scheme” below, under the Share Dividend Scheme, the Final Dividend will be payable to Eligible Shareholders by way of an allotment and issue of Final Dividend Shares (the number of which is determined as explained below), having an aggregate value, save for adjustment for fractional entitlements, equal to the total amount of the Final Dividend which such Eligible Shareholder

LETTER FROM THE BOARD

would be entitled to, which should be in the total amount of approximately HK\$103,911,000 based on 1,082,404,033 Shares in issue as at the Latest Practicable Date assuming no further Shares will be issued or repurchased from the Latest Practicable Date up to the Record Date.

For the purpose of calculating the number of Final Dividend Shares to be allotted and issued under the Share Dividend Scheme, the issue price of the Final Dividend Shares will be HK\$2.647 per Share, which is determined with reference to the average closing price (the “**Average Closing Price**”) per Share as stated in the daily quotation sheet of the Stock Exchange for the three consecutive trading days commencing from Tuesday, 22 November 2022 to Thursday, 24 November 2022 (both days inclusive).

Accordingly, the number of Final Dividend Shares which an Eligible Shareholder is entitled to receive in respect of the Shares registered in his/her/its name at the close of business on the Record Date will be calculated as below:

$$\begin{array}{rcccl} & & \text{Number of existing Shares} & & \text{The Final Dividend per} \\ & & \text{held at the close of} & & \text{Share (i.e. HK9.60 cents)} \\ \text{Number of Final Dividend} & & & & \hline \text{Shares to be received} & = & \text{business on the Record} & \times & \text{Average Closing Price} \\ & & \text{Date} & & \text{(i.e. HK\$2.647)} \end{array}$$

The Final Dividend Shares to be issued to each Eligible Shareholder will be issued on a pro rata basis to the number of existing Shares held by an Eligible Shareholder at close of business on the Record Date but will be rounded down to the nearest whole number.

For illustration purpose only, based on (i) 1,082,404,033 Shares in issue as at the Latest Practicable Date; and (ii) the Average Closing Price of HK\$2.647, the estimated number of Final Dividend Shares to be issued will be 39,256,058 Shares, representing approximately 3.63% of the issued share capital of the Company as at the Latest Practicable Date and approximately 3.50% of the issued share capital of the Company as enlarged by the issue of the Final Dividend Shares assuming no further Shares will be issued or repurchased from the Latest Practicable Date up to the Record Date.

The exact number of Final Dividend Shares to which an Eligible Shareholder will be entitled may only be determined after the close of business on the Record Date. An announcement on the basis of allotment of the Final Dividend Shares, the number of Final Dividend Shares that will be issued by the Company and the size of the issue as compared to the existing issued share capital of the Company and the issued share capital of the Company to be enlarged by the issue of the Final Dividend Shares will be published on the websites of the Stock Exchange and the Company, respectively, after the close of business on the Record Date.

LETTER FROM THE BOARD

For the avoidance of doubt, pursuant to the rules governing the share award scheme conditionally adopted by the Company on 6 June 2019 and effective on 16 July 2019 (“**Award Scheme**”), the Final Dividend Shares attributable to any award shares held by the trustee of the Award Scheme shall be deemed to be an accretion to such award shares and shall be held by the trustee as if they were award shares acquired by the trustee and all the provisions of the rules governing the Award Scheme in relation to the original award shares shall apply to such Final Dividend Shares.

As at the Latest Practicable Date, there were in aggregate outstanding share options carrying rights to subscribe for 17,556,821 Shares granted pursuant to the Company’s share option scheme conditionally adopted on 6 June 2019 and effective on 16 July 2019. Save as disclosed above, there were no outstanding share options, warrants, securities which are convertible into Shares issued by the Company as at the Latest Practicable Date.

Conditions of the Share Dividend Scheme

The Share Dividend Scheme is conditional upon (i) the passing at the Annual General Meeting of the ordinary resolutions approving the declaration of Final Dividend and the Share Dividend Scheme; (ii) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Final Dividend Shares to be issued under the Share Dividend Scheme; and (iii) compliance with the relevant legal procedures and requirements (if any) under the applicable laws of the Cayman Islands and the Articles to effect the Share Dividend Scheme.

The two resolutions respectively approving the declaration of Final Dividend and the Share Dividend Scheme are inter-conditional. If any of these resolutions is not passed, the other resolution will not be passed. If any of the conditions set out above are not satisfied, the Share Dividend Scheme will not become effective and the Final Dividend will not be paid whether in cash, in Final Dividend Shares or otherwise to any of the Shareholders whose names appear on the register of members of the Company at the close of business on the Record Date.

Status of the Final Dividend Shares and Fractional Entitlements

The Final Dividend Shares to be allotted and issued under the Share Dividend Scheme shall not be entitled to the Special Final Dividend for the financial year ended 31 August 2022 as declared (subject to Shareholders’ approval), but the Final Dividend Shares will rank *pari passu* in all respects with all other Shares in issue at the time of allotment and issue of the Final Dividend Shares and will be entitled to any subsequent dividends and/or distributions (if any) to be declared by the Company of which the record date falls on or after the date of issue and allotment of the Final Dividend Shares.

LETTER FROM THE BOARD

The Final Dividend Shares will be issued on a pro rata basis and will be rounded down to the nearest whole number if there are any fractional entitlements to the Final Dividend Shares. No cash in lieu of fractional entitlements to Final Dividend Shares will be paid to the Eligible Shareholders as the Company considers that it is not cost effective to do so after taking into account the amounts of fractional entitlements in cash and the administrative expenses that will be incurred. As such, the fractional entitlements to the Final Dividend Shares will be disregarded and the benefit thereof will accrue to the Company.

The Final Dividend Shares will be allotted by way of capitalisation of the Company's reserves and are not renounceable.

Overseas Shareholders

This circular will not be registered or filed under the securities law or equivalent legislation of any jurisdiction. No Overseas Shareholder receiving a copy of this circular in any jurisdiction outside Hong Kong may treat the same as an invitation to participate in the Share Dividend Scheme unless such invitation could lawfully be made to him/her/it without the Company having to comply with any registration or other requirements or formalities in the relevant jurisdiction. Persons who receive the Final Dividend Shares must also comply with any restrictions on the transfer or sale of the Shares which may apply outside Hong Kong. Shareholders residing in a jurisdiction where it would be illegal for the Company to make such an invitation shall be deemed to have received this circular for information only. **For the avoidance of doubt, the Final Dividend Shares are not being offered to the public.**

The Final Dividend Shares will only be issued to the Eligible Shareholders. Based on the register of members of the Company as at the Latest Practicable Date, there was one Overseas Shareholder with registered address in the BVI and there were no other Eligible Shareholders whose registered address is outside of Hong Kong.

Pursuant to Rule 13.36(2)(a) of the Listing Rules, the Company has made enquiries in respect of the legal restrictions under the laws of the BVI and the requirement of the relevant regulatory body or stock exchange in the BVI for the Company to extend the Share Dividend Scheme to the Overseas Shareholder with registered address in the BVI. On the basis of the results of such enquiries obtained as at the Latest Practicable Date, the Directors note that there is no legal restriction under the laws of or the requirements of the relevant regulatory bodies or stock exchanges in the BVI with respect to the offer of the Final Dividend Shares to the Overseas Shareholder with registered addresses in the BVI as at the Latest Practicable Date.

LETTER FROM THE BOARD

Yet, your attention is drawn to the following statement concerning the offering of Shares to persons in the BVI:

No Shares may be offered to any person in the BVI for purchase or subscription except under circumstances that will result in compliance with the rules concerning offering of such securities in the BVI and with the laws of the BVI. Accordingly, this circular and the Share Dividend Scheme do not constitute and shall not be construed as an offer to the public in the BVI to purchase or subscribe for Shares. Shares shall not be received for the account or benefit of any person who is a resident of, or who is domiciled in, the BVI, other than a BVI Business Company (as defined under the BVI Business Companies Act (as amended)) incorporated in the BVI that is not resident in the BVI, nor to a custodian, nominee or trustee of any such person.

Accordingly, the Board is of the view that it would not be necessary or expedient for the Company to exclude the Overseas Shareholder with registered address in the BVI from participating in the Share Dividend Scheme on account of the restrictions or requirements from the perspective of the BVI laws. In view of the above, the Overseas Shareholder with registered address in the BVI will not be excluded from participating in the Share Dividend Scheme and this circular will be sent to the Overseas Shareholder with registered address in the BVI.

If as at the close of business on the Record Date, a Shareholder's address as recorded on the register of members of the Company is in a place outside Hong Kong, such Shareholder is considered to be an Overseas Shareholder who may not be eligible to participate in the Share Dividend Scheme. If necessary, the Board will make enquiries as to whether the extension of Share Dividend Scheme and offer of Final Dividend Shares to the Overseas Shareholders may contravene the applicable securities legislation of the relevant overseas places or the requirements of the relevant regulatory body or stock exchange. If, after making such enquiry, the Board is of the opinion that it would be necessary or expedient, on account either of the legal restrictions under the laws of the relevant place or any requirement of the relevant regulatory body or stock exchange in that place, not to extend the Share Dividend Scheme to such Overseas Shareholders, no issue of the Final Dividend Shares will be made to such Overseas Shareholders. The Final Dividend Shares otherwise falling to be allotted to them will be sold in the market as soon as practicable after dealings in the Final Dividend Shares commence and the net proceeds of sale will be paid to the Overseas Shareholders affected. Where, however, if the amount of the net proceeds payable to any particular Overseas Shareholder is less than HK\$100, the net proceeds will be retained by the Company instead for its own benefit and will not be paid to the Overseas Shareholders affected. Such Overseas Shareholders receiving a copy of this circular outside Hong Kong may not treat the same as an invitation to participate in the Share Dividend Scheme unless such invitation could lawfully be made to him/her without having to comply with any registration or other legal requirements in the relevant territory.

LETTER FROM THE BOARD

Notwithstanding the enquiries made by the Company with its legal advisers, it is the responsibility of any Overseas Shareholder wishing to receive Final Dividend Shares to satisfy himself/herself/itself as to full observance of the laws of any relevant jurisdiction, including obtaining any governmental or other consents or observing any requirement or formality which may be required. Overseas Shareholders who are in any doubt as to their positions should consult their own professional advisers.

Listings, Dealings and Share Certificates for the Final Dividend Shares

Application will be made to the Listing Committee of the Stock Exchange for the listing of and permission to deal in the Final Dividend Shares to be issued pursuant to the Share Dividend Scheme. Subject to the granting of the listing of and permission to deal in the Final Dividend Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Final Dividend Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Final Dividend Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Dealing in the Final Dividend Shares may be settled through CCASS and Shareholders should seek the advice of their licensed securities broker or other professional adviser for details of these settlement arrangements and how such arrangements will affect their rights and interests.

No part of the share capital of the Company is listed or dealt in on any other stock exchange and no such listing or permission to deal is being or proposed to be sought. The Final Dividend Shares will not be listed or traded on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is being or proposed to be sought.

Dealings in the Final Dividend Shares will be subject to payment of stamp duty in Hong Kong, the Stock Exchange trading fee, transaction levy, or any other applicable fees and charges in Hong Kong. Eligible Shareholders are recommended to consult their professional advisers if they are in any doubt as to the tax implications of holding, disposing of or dealing in the Final Dividend Shares. None of the Company, its Directors or any other parties involved in the Share Dividend Scheme accepts responsibility for any tax implication or liabilities of the Eligible Shareholders.

Subject to the passing of resolutions at the Annual General Meeting approving the Final Dividend and the Share Dividend Scheme, and the fulfilment of all the other conditions of the Share Dividend Scheme, it is expected that the share certificates for the Final Dividend Shares will

LETTER FROM THE BOARD

be despatched by ordinary post on or around 27 February 2023, to Eligible Shareholders entitled thereto at their own risk to their respective addresses shown on the register of members of the Company at the close of business on the Record Date; and in case of joint holders, to the address of the joint holder whose name stands first in the register of members of the Company in respect of such joint shareholding.

Reasons for and Benefits of the Share Dividend Scheme

As disclosed in the Company's prospectus dated 4 July 2019, the Company has a dividend policy with a proposed pay-out ratio following the listing of the Shares on the Stock Exchange in July 2019 ("**Listing**") of approximately 30% of the Company's profits available for distribution generated in each financial year subject to consideration of a basket of factors.

Whilst the Company has been making return to its Shareholders in the form of cash dividend since its Listing, the Board considers that, as an alternative to cash dividend, issuing Shares, such as in the form of scrip shares, is another way to respond to and recognise the Shareholders' support. As such, the Company undertook a scrip dividend scheme for the interim dividend for the 6 months ended 28 February 2022 whereby Shareholders are provided with option to choose to receive scrip alternative to cash dividend.

Having taken into account the current economic and business environment, and the national policy of the PRC that more resources should be invested in the education industry, the Board considers that it will be in the best interest of the Company and the Shareholders as a whole for the Company to reserve cash resources of the Group to finance business development of the Group and to enable the Group to seize business opportunity. Accordingly, the Board has proposed a distribution plan for the year ended 31 August 2022 which consists of distribution of Final Dividend in the form of the Final Dividend Shares and distribution of Special Final Dividend in the form of cash in recognition of the Shareholders' continuous support to the Company. The Board considers that the proposed Special Final Dividend in the sum of HK1.60 cents per Share which is payable in cash, when taken together with the proposed Final Dividend in the sum of HK9.60 cents per Share which is to be satisfied wholly by way of Final Dividend Shares and the interim dividend in the sum of HK8.40 cents per Share for the six months ended 28 February 2022, represents an annual dividend pay-out ratio of approximately 33.9%.

The Board believes that, in contrast to declaring cash dividend only, a combination of cash dividend and Final Dividend Shares allows to the Company to share its success and growth with the Shareholders, but also at the same time to retain more cash for its long-term development.

LETTER FROM THE BOARD

The Share Dividend Scheme, which is in effect a re-investment in the Company, will allow the Shareholders to enjoy a pro-rata increase in the number of Shares held in the Company without incurring brokerage fees, stamp duty and related dealing costs.

Although the price per Share on an ex-entitlement basis is expected to reduce proportionately and the Share Dividend Scheme is not expected to increase the Shareholders' proportionate shareholdings in the Company, the Share Dividend Scheme will increase the number of Shares held by each Shareholder, which will offer flexibility to Shareholders in managing their own investment portfolios such as giving them the opportunity to dispose of a portion of the Shares to realise a cash return to meet the individual Shareholder's financial needs or to make a capital gain under favourable market condition whilst at the same time choosing to hold the remaining portion of the Shares for long term investment to receive more cash dividend in the future. The increased number of Shares in the market may also represent the prospect of additional trading in the Shares. The Board is confident in the prospects of the Company, and takes the view that payment of the Final Dividend by way of Final Dividend Shares is beneficial to both the Company and the Shareholders as a whole.

Accordingly, the Board believes that the Share Dividend Scheme in respect of the Final Dividend, in combination with distribution of Special Final Dividend in cash, will not only enlarge the capital base of the Company but also represent an appropriate and balanced way to respond to the support of the Shareholders throughout the years.

Arrangement on Odd Lot Trading

Final Dividend Shares issued to the Eligible Shareholders may be allocated in odd lots (of fewer than a board lot of 2,000 Shares). As the scale of Share Dividend Scheme is considered not significant, no special dealing arrangements will be put in place by the Company to facilitate the top-up, trading or disposal of Final Dividend Shares issued in odd lots. Eligible Shareholders should be aware that odd lots usually trade at a discount to the price of board lots.

6. PROPOSED SPECIAL FINAL DIVIDEND

As disclosed in the Announcement, the Board has also recommended the declaration of a Special Final Dividend of HK1.60 cents in cash per Share to the Shareholders whose names appear on the register of members of the Company on 7 February 2023. An ordinary resolution will be proposed at the Annual General Meeting to declare the Special Final Dividend.

Subject to the fulfilment of the conditions set out in the paragraph headed "Conditions of the payment of Special Final Dividend out of the share premium account" below, the Special Final Dividend is proposed to be paid out of the share premium account of the Company.

LETTER FROM THE BOARD

Under section 34(2) of the Companies Act, the share premium account may be applied by a company in paying dividends to members provided that no dividend may be paid to members out of the share premium account unless, immediately following the date on which the dividend is proposed to be paid, the company shall be able to pay its debts as they fall due in the ordinary course of business.

As at 31 August 2022, based on the audited consolidated financial statements of the Group, the amount standing to credit of the share premium account of the Company amounted to approximately RMB882.9 million. The Board proposed to use an amount of approximately RMB15.8 million standing to the credit of the share premium account of the Company for the payment of the Special Final Dividend. Subject to compliance with certain requirements under the laws of the Cayman Islands, the share premium account may be applied for payment of dividend by the Company. Following the payment of the proposed Special Final Dividend, there will be a remaining balance of approximately RMB867.1 million standing to the credit of the share premium account of the Company.

(a) Conditions of the payment of the Special Final Dividend out of the share premium account

The payment of the Special Final Dividend out of the share premium account is conditional upon, inter alia, the following being fulfilled: (i) the passing of an ordinary resolution by the Shareholders to approve the payment of the Special Final Dividend out of the share premium account; and (ii) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, and immediately after the Special Final Dividend is paid, will be unable to pay its liabilities as they become due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the Special Final Dividend will be payable in cash on or about 27 February 2023.

The conditions set out above cannot be waived. The Special Final Dividend will be paid only when all the conditions are satisfied.

(b) Reasons for and effect of the payment of the Special Final Dividend out of the share premium account

After taking into account a number of factors including cash flow and financial condition of the Company, the Board considers it appropriate and proposes that the Special Final Dividend be paid out of the share premium account of the Company in accordance with Article 24.6 of the existing Articles and the Companies Act. The Board considers such arrangement to be in the interests of the Company and the Shareholders as a whole. The Board believes that the payment of

LETTER FROM THE BOARD

the Special Final Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorised or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

7. PROPOSED GENERAL AND SPECIFIC AMENDMENTS TO THE MEMORANDUM AND ARTICLES

A. Proposed General Amendments to the Memorandum and Articles

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Stock Exchange has revised the Core Shareholder Protection Standards under Appendix 3 to the Listing Rules with effect from 1 January 2022. Listed issuers are required to make necessary amendments to their constitutional documents by the second annual general meeting following 1 January 2022 to bring the constitutional documents in conformity with the revised Appendix 3 to the Listing Rules.

As stated in the Amendment of Articles Announcement, the Board proposed to amend the Existing Memorandum and Articles by adopting the Second Amended and Restated Memorandum and Articles in order to bring the Memorandum and Articles in line with the relevant requirements of the Listing Rules as well as the applicable laws of Cayman Islands, as well as to allow the Board to change or postpone a general meeting to another date, time and place in its absolute discretion, and to provide that postponement of a general meeting may occur automatically where a gale warning signal, black rainstorm warning or other similar event is in force. Other housekeeping and consequential amendments to the Memorandum and Articles are also proposed, including making consequential amendments in connection with the above amendments to the Memorandum and Articles and for clarity and consistency with the other provisions of the Memorandum and Articles where it is considered desirable and to better align the wording with those of the Listing Rules and the applicable laws of the Cayman Islands.

The full text of the Second Amended and Restated Memorandum and Articles (with the Proposed General Amendments marked-up against the Existing Memorandum and Articles), which incorporated the Proposed General Amendments, are set out in Appendix III to this circular. The Second Amended and Restated Memorandum and Articles is written in English. The Chinese translation of the Second Amended and Restated Memorandum and Articles is for reference only and in case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.

LETTER FROM THE BOARD

The Proposed General Amendments and the proposed adoption of the Second Amended and Restated Memorandum and Articles are subject to, and will become effective upon, the approval of the Shareholders by way of passing a special resolution at the Annual General Meeting.

The Proposed General Amendments, subject to the approval of the Shareholders by way of passing a special resolution at the Annual General Meeting, will bring the Memorandum and Articles in conformity with, and hence in full compliance with, the requirements of the Listing Rules, including the Core Shareholder Protection Standards as set out in Appendix 3 to the Listing Rules.

B. Proposed Specific Amendments to the Memorandum and Articles

In addition to the Proposed General Amendments, the Board further proposed the following Proposed Specific Amendments to the Memorandum and Articles to give the Board more flexibility in implementing share dividend schemes by (i) allowing the Board to, in the case of declaration of dividend which is not subject to shareholders' approval, resolve that a dividend may be satisfied wholly or in part in the form of an allotment of shares credited as fully paid without offering any right to members to elect to receive such dividend (or such part of the dividend) in cash in lieu of such allotment, whereas before the Proposed Specific Amendment is passed the Board does not have such authority; and (ii) allowing the Company to, upon the recommendation of the Board, by ordinary resolution in a general meeting resolve a dividend may be satisfied wholly or in part in the form of an allotment of shares credited as fully paid without offering any right to members to elect to receive such dividend (or such part of the dividend) in cash in lieu of such allotment, whereas before the Proposed Specific Amendment is passed the Company may only resolve that a dividend may be satisfied wholly (but not in part) in the foregoing manner.

LETTER FROM THE BOARD

The Proposed Specific Amendments are as follows:-

<p>24.10 The Company may upon the recommendation of the Board by ordinary resolution resolve in respect of any one particular dividend of the Company that notwithstanding the provisions of Article 24.7 a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid without offering any right to members to elect to receive such dividend in cash in lieu of such allotment.</p>	<p>24.10 Whenever the Company in a general meeting has resolved that a dividend be paid or declared on the share capital of the Company, the Company may upon the recommendation of the Board by ordinary resolution resolve in respect of any one particular dividend of the Company that notwithstanding the provisions of Article 24.7 a dividend may be satisfied wholly or in part in the form of an allotment of shares credited as fully paid without offering any right to members to elect to receive such dividend (or such part of the dividend) in cash in lieu of such allotment. Whenever the Board has resolved that a dividend be paid or declared on the share capital of the Company, the Board may further resolve in respect of any one particular dividend of the Company that notwithstanding the provisions of Article 24.7 a dividend may be satisfied wholly or in part in the form of an allotment of shares credited as fully paid without offering any right to members to elect to receive such dividend (or such part of the dividend) in cash in lieu of such allotment. For the avoidance of doubt, the provisions of Articles 24.7(a), 24.8, 24.9 and 24.11 shall apply <i>mutatis mutandis</i> to dividend declared or paid under this Article save that members shall have no right to elect to receive such dividend declared or paid under this Article in cash in lieu of allotment of shares credited as fully paid.</p>
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The Proposed Specific Amendments are subject to, and will become effective upon, the approval of the Shareholders by way of passing a special resolution at the Annual General Meeting.

C. Further information about the Proposed General Amendments and the Proposed Specific Amendments

The legal adviser to the Company as to Hong Kong laws has confirmed that the Proposed General Amendments and the Proposed Specific Amendments conform with the requirements of the Listing Rules, including the requirements set out in Appendix 3 (Core Shareholder Protection

LETTER FROM THE BOARD

Standards) to the Listing Rules. The legal adviser to the Company as to the Cayman Islands laws has confirmed that the Proposed General Amendments and the Proposed Specific Amendments are not inconsistent with the applicable laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the Proposed General Amendments and the Proposed Specific Amendments for a company listed on the Stock Exchange.

Whilst the Proposed General Amendments serve the purpose of bringing the Memorandum and Articles in line with the prevailing requirements of relevant laws and the Listing Rules and enable the Board to swiftly react to bad weather etc. on the scheduled date and time of general meeting by changing the date, time and venue, the Proposed Specific Amendments relate to dividend arrangement. In order to give the Shareholders more flexibility to consider whether to adopt the aforesaid amendments, the Proposed Specific Amendments are separated from the Proposed General Amendments, and separate resolutions will be put forward at the Annual General Meeting respectively for approving the Proposed General Amendments and for approving the Proposed Specific Amendments which are independent, standalone and not conditional upon each other.

For the avoidance of doubt, if both the resolutions approving the Proposed General Amendments and the Proposed Specific Amendments are passed in the Annual General Meeting as special resolutions, the Proposed General Amendments shall take effect immediately prior to the taking effect of the Proposed Specific Amendments such that the Proposed Specific Amendments will then be incorporated into the Second Amended and Restated Memorandum and Articles forthwith. In such case, the updated Second Amended and Restated Memorandum and Articles with the Proposed Specific Amendments incorporated will be made available on the Company's website and the Stock Exchange's website following the passing of both the resolutions approving the Proposed General Amendments and the Proposed Specific Amendments.

Save for the Proposed General Amendments and the Proposed Specific Amendments, other provisions of the Memorandum and Articles will remain unchanged.

8. ANNUAL GENERAL MEETING

Set out on pages 109 to 117 of this circular is the notice of the Annual General Meeting containing, inter alia, ordinary resolutions in relation to granting the Directors the Issue Mandate (and extension thereof) and the Repurchase Mandate, the declaration of Final Dividend and the Share Dividend Scheme, the declaration of Special Final Dividend, the re-election of the retiring Directors and approving the Proposed General Amendments and the Proposed Specific Amendments to the Memorandum and Articles.

LETTER FROM THE BOARD

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong not less than 48 hours before the time fixed for the holding of the Annual General Meeting (i.e. by 4:00 p.m. on 25 January 2023, Hong Kong time) or at any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof if they so wish.

9. CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from 19 January 2023 to 27 January 2023, both dates inclusive, during which period no share transfers can be registered. In order to qualify for attending the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong not later than 4:30 p.m. on 18 January 2023.

Subject to the approval of the respective resolutions by Shareholders at the Annual General Meeting, the proposed Special Final Dividend will be payable in cash to Shareholders whose names appear on the register of members of the Company at the close of business on the Record Date (i.e. 7 February 2023), and the Final Dividend Shares will be issued to the Eligible Shareholders whose names appear on the register of members of the Company at the close of business on the Record Date (i.e. 7 February 2023). The transfer books and register of members of the Company will be closed from 6 February 2023 to 7 February 2023, both dates inclusive, during which period no transfers of Shares will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong not later than 4:30 p.m. on 3 February 2023.

10. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting (save for certain procedural or administrative matters) must be taken by poll. The Chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the notice of Annual General Meeting be taken by way of poll pursuant to Article 13.5 of the existing Articles.

LETTER FROM THE BOARD

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

11. RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the Issue Mandate (and extension thereof) and the Repurchase Mandate, the declaration of Final Dividend and the Share Dividend Scheme in respect thereof, the declaration of Special Final Dividend, the re-election of the retiring Directors and the Proposed General Amendments and the Proposed Specific Amendments to the Existing Memorandum and Articles are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

12. RESPONSIBILITY OF THE DIRECTORS

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.

Yours faithfully,
By order of the Board
Edvantage Group Holdings Limited
Liu Yung Chau
Chairman and Executive Director

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the Annual General Meeting in relation to the new Repurchase Mandate.

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

- (i) the shares to be repurchased by a company must be fully paid-up;
- (ii) the company has previously sent to its shareholders an explanatory statement complying with the Listing Rules; and
- (iii) all on market repurchase of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such repurchase, and a copy of such resolution together with the necessary documentation have been delivered to the Stock Exchange in accordance with the Listing Rules.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,082,404,033 Shares of nominal or par value of US\$0.01 each. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to repurchase a maximum of 108,240,403 Shares which represent 10 per cent of the issued share capital of the Company as at the Latest Practicable Date (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares of the Company that may be repurchased as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same) during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held; or (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in general meeting.

3. REASONS FOR REPURCHASES

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

4. FUNDING OF REPURCHASES

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Companies Act provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Companies Act. The amount of premium over the par value of the Shares payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are repurchased in the manner provided for in the Companies Act.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors consider that if the Repurchase Mandate was to be exercised in full, it might not have a material adverse impact on the working capital or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 August 2022, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If as a result of a repurchase of the Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers

Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Assuming that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date, on exercise in full of the Repurchase Mandate, the number of issued Shares will decrease from 1,082,404,033 to 974,163,630.

As at the Latest Practicable Date, Mr. Liu and Ms. Chen, for the purpose of Part XV of the SFO, are (or are deemed to be) interested in 761,438,560 Shares and 761,438,560 Shares respectively, representing 70.35% and 70.35% of the number of issued Shares respectively as at the Latest Practicable Date. Debo Education Investments Holdings Limited (德博教育投資控股有限公司) (“Debo”), a corporation owned as to 50% by Mr. Liu and 50% by Ms. Chen, held 757,350,000 Shares as at the Latest Practicable Date. Since Debo is directly owned by Mr. Liu as to 50% and Ms. Chen as to 50%, and Mr. Liu and Ms. Chen are spouses of each other, Mr. Liu and Ms. Chen are deemed to be interested in all the Shares held by Debo by virtue of Part XV of the SFO. Mr. Liu, Ms. Chen and Debo are presumed to be acting in concert with one another (“Concert Parties”) for the purpose of the Takeovers Code and their collective shareholding amounts to 70.35% of the number of issued Shares.

In the event that the Directors should exercise in full the Repurchase Mandate, the interests of the Concert Parties will be increased from approximately 70.35% to approximately 78.16% of the number of issued Shares, and such increase would not give rise to an obligation to make a mandatory general offer under the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate. The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25 per cent (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the Company would be in public hands. The Directors do not have intention to repurchase Shares which would result in the public float of the Company falling below the prescribed minimum percentage.

6. DIRECTORS, THEIR CLOSE ASSOCIATES AND THE COMPANY'S CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Memorandum and Articles.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

9. SHARE PRICE

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

	Share Price	
	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2021		
December	5.200	4.380
2022		
January	4.780	3.070
February	3.900	3.140
March	3.330	1.990
April	2.980	2.450
May	2.850	2.080
June	3.040	2.230
July	2.610	2.190
August	2.480	2.100
September	2.440	1.850
October	2.140	1.740
November	2.940	1.770
December (up to the Latest Practicable Date)	2.870	1.980

Set out below are details of the Directors who are proposed to be re-elected at the Annual General Meeting.

1. Mr. Liu Yung Chau

Mr. Liu Yung Chau (廖榕就), aged 69, founded the Group in December 2003 and serves as an executive Director and chairman of the Board.

Mr. Liu has been executive vice-president of the Guangdong Provincial Private Education Association (廣東省民辦教育協會) since June 2009, council member of the Chinese Vocational Education Association (中華職業教育社) since December 2014, vice-president of the Guangdong Association of Management Accountants (廣東省管理會計師協會) since June 2016, and vice-president of the Federation of Hong Kong Guangdong Community Organisations Ltd. (香港廣東社團總會) since July 2017. He was also committee member and standing committee member of the Chinese People's Political Consultative Conference Guangdong Committee (中國人民政治協商會議廣東省委員會), chief president of the Hong Kong Industrial & Commercial Association Limited, standing committee member of the Guangdong Federation of Industry (廣東省工商業聯合會), vice-chairman of the Guangdong City Federation of Industry (廣東市工商業聯合會), vice-chairman of the Guangdong Chamber of Foreign Investors, chairman of the Zengcheng Federation of Industry (增城市工商業聯合會), and vice-president of the Hong Kong Federation of Guangzhou Associations (香港廣州社團總會).

In addition, Mr. Liu was awarded (i) the World Outstanding Chinese Award (世界傑出華人獎) in May 2010 by the World Chinese Business Investment Foundation (世界華商投資基金會), (ii) the Bronze Bauhinia Star by the Hong Kong government in July 2013, and (iii) the Guangdong Contemporary Private Education Educator Special Contribution Award (廣東當代民辦教育舉辦人突出貢獻獎) in September 2015 jointly by the Guangdong Education Association (廣東教育學會), Institute of China Contemporary Private Education (廣東當代民辦教育管理研究院), Guangdong Education Fund (廣東省教育基金) and Guangdong Education Foundation Tripartite Private Education Award Fund (廣東省教育基金會「三村」民辦教育獎勵基金).

Mr. Liu is a director of Guangzhou Sun City Group Co., Ltd. (“**Sun City Group**”), which, together with its affiliates, engages in a wide range of business areas including hotel and tourism, textile and apparel, real estate, and financial investments.

Mr. Liu received an Honorary Doctorate of Philosophy from Lansbridge University, Canada in May 2010.

Mr. Liu is spouse of Ms. Chen, father of Ms. Liu Yi Man, and brother of Mr. Liu Yung Kan.

As at the Latest Practicable Date, for the purpose of Part XV of the SFO, Mr. Liu was or was deemed to be interested in a total of 761,438,560 Shares, representing approximately 70.35% of the total number of Shares in issue.

2. Ms. Chen Yuen, Rita

Ms. Chen Yuan, Rita (陳練瑛), aged 67, joined our Group in June 2014 and serves as an executive Director.

Ms. Chen is a director of Sun City Group, which, together with its affiliates, engages in a wide range of business areas including hotel and tourism, textile and apparel, real estate, and financial investments. Ms. Chen has also been a director of Global Business College of Australia Pty. Ltd (“GBCA”) since its inception in June 2014.

Ms. Chen is spouse of Mr. Liu, mother of Ms. Liu Yi Man, and sister-in-law of Mr. Liu Yung Kan.

As at the Latest Practicable Date, for the purpose of Part XV of the SFO, Ms. Chen was or was deemed to be interested in a total of 761,438,560 Shares, representing approximately 70.35% of the total number of Shares in issue.

3. Mr. O’Yang Wiley

Mr. O’Yang Wiley, aged 59, joined the Group in February 2022 and serves as an independent non-executive Director.

Mr. O’Yang Wiley is a managing director of Shanggu Securities Limited, a licenced corporation under the SFO to carry on type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities. Prior to joining Shanggu Securities Limited, Mr. O’Yang Wiley worked for various investment banks, including CMBC International Holdings Limited, a wholly-owned subsidiary of China Minsheng Banking Corporation Limited (Stock code: 1988), Kim Eng Securities (Hong Kong) Limited, a wholly-owned subsidiary of Malayan Banking Berhad, UBS AG, Hong Kong Branch, J.P. Morgan Securities (Asia Pacific) Limited and BNP Paribas Capital (Asia Pacific) Limited and held the positions of managing director and executive director. Mr. O’Yang Wiley has also worked as a solicitor in private practice at a number of solicitors’ firms and was a partner of Richards Butler (currently known as Reed Smith Richards Butler), an international law firm.

Mr. O'Yang Wiley served as an independent non-executive director of Hong Kong Economic Times Holdings Limited (Stock Code: 423) since October 2012, Midea Real Estate Holding Limited (Stock Code: 3990) since its listing in October 2018, D&G Technology Holding Company Limited (Stock Code: 1301) since May 2019, AB Builders Group Limited (Stock Code: 1615) since June 2019 and Tianyun International Holdings Limited (Stock Code: 6836) from November 2019 to 12 May 2022, all of which are companies listed on the Stock Exchange. Mr. O'Yang Wiley graduated from The Chinese University of Hong Kong with a bachelor's degree in Social Science and a master's degree in Business Administration. He is also a fellow member of the Association of Chartered Certified Accountants, a member of the Hong Kong Institute of Certified Public Accountants and a member of the Law Society of Hong Kong.

DIRECTORS' EMOLUMENTS

The amounts of emoluments received in the year ended 31 August 2022 by the above Directors to be re-elected at the Annual General Meeting is set out in the table below:

Directors	Fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Employee share option benefits RMB'000	Pension scheme contributions RMB'000	Total remuneration RMB'000
Mr. Liu	—	1,224	(378)	—	846
Ms. Chen	—	1,118	(76)	—	1,042
Mr. O'Yang Wiley	108	—	—	—	108

(Note: negative figures represent value of share options granted to such Director but lapsed pursuant to the terms of the share option scheme of the Company during the year)

The emoluments received in the year ended 31 August 2022 and to be received in the year ending 31 August 2023 by the above Directors to be re-elected at the Annual General Meeting were/will be determined by the Board based on the adopted remuneration policy reviewed by the Remuneration Committee of the Company, with reference to the performance of the individual and the Company as well as market practice and conditions.

OTHER INFORMATION

If re-elected at the Annual General Meeting, each of Mr. Liu, Ms. Chen and Mr. O'Yang Wiley will hold office until the conclusion of the annual general meeting of the Company for the financial year ending 31 August 2025. Further, if re-elected at the Annual General Meeting, all the

aforesaid Directors, subject to the terms agreed otherwise which expire earlier, will be subject to the rotation, removal, vacation or termination of such offices as set out in the Articles or the disqualification to act as a Director under the Articles, the laws of the Cayman Islands and the Listing Rules.

Each of Mr. Liu and Ms. Chen, both being executive Directors, has entered into a service contract with the Company. The initial term of their service contracts shall commence from the date of their appointment as an executive Director and continue for a period of three years after or until the third annual general meeting of the Company since the Listing Date, whichever is earlier, and shall be automatically renewed for successive periods of three years until terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than three months' prior notice in writing. Each of Mr. Liu and Ms. Chen is not entitled to any remuneration in his/her capacity as an executive Director under his/her respective service contract.

Mr. O'Yang Wiley, being an independent non-executive Director, has entered into a letter of appointment with the Company. The initial term for his appointment letters shall be three years from the date of his appointment as an independent non-executive Director, until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than three months' prior notice in writing and is subject to election at general meeting and re-election at annual general meeting of the Company in accordance with the Articles, the laws of the Cayman Islands and the Listing Rules.

Pursuant to the letter of appointment, Mr. O'Yang Wiley is entitled to an annual director's remuneration from the Company of HK\$240,000.

Save as disclosed above, none of the Directors has or is proposed to have entered into any service agreement or letter of appointment with any member of the Group (excluding agreements expiring or determinable by any member of the Group within one year without payment of compensation other than statutory compensation).

Save as disclosed herein, as at the Latest Practicable Date, each of the above Directors did not have, and was not deemed to have any interests or short positions in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above and immediately preceding the Latest Practicable Date, each of the above Directors has not held any directorships in other listed public companies during the past three years, does not hold any other position with the Company or other members of the Group and does not have any other relationships with any of the other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters concerning each of the Directors that need to be brought to the attention of the Shareholders in connection with his/her re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The following is the full text of the Second Amended and Restated Memorandum and Articles with the Proposed General Amendments marked-up against the Existing Memorandum and Articles. For the avoidance of doubt, the Proposed Specific Amendments (text of which is set out in the paragraphs headed “B. Proposed Specific Amendments to the Memorandum and Articles” under the section headed “7. PROPOSED GENERAL AND SPECIFIC AMENDMENTS TO THE MEMORANDUM AND ARTICLES” in the “Letter from the Board” of this circular) has not been incorporated in the following text.

Note: The Second Amended and Restated Memorandum and Articles is written in English. The Chinese translation of the Second Amended and Restated Memorandum and Articles is for reference only and in case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.

**THE COMPANIES LAW ACT (~~2018 REVISION~~AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

**SECOND AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION**

OF

**EDVANTAGE GROUP HOLDINGS LIMITED
中滙集團控股有限公司**

(~~conditionally~~ adopted by special resolution passed on
[•] 20236 June 2019 and effective on ~~16 July 2019~~)

THE COMPANIES LAW ACT (2018 REVISION AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

SECOND AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION

OF

EDVANTAGE GROUP HOLDINGS LIMITED
中滙集團控股有限公司

(~~conditionally~~ adopted by special resolution passed on
[•] 2023 ~~June 2019 and effective on 16 July 2019)~~)

THE COMPANIES LAW ACT (AS REVISED 2018 REVISION)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

SECOND AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION

OF

EDVANTAGE GROUP HOLDINGS LIMITED
中滙集團控股有限公司

(~~conditionally~~ adopted by special resolution passed on
[•] ~~2023~~ June 2019 and effective on ~~16 July 2019~~)

- 1 The name of the Company is Edvantage Group Holdings Limited 中滙集團控股有限公司.
- 2 The Registered Office of the Company shall be at the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands or at such other place in the Cayman Islands as the Board may from time to time decide.
- 3 The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the laws of the Cayman Islands.
- 4 The liability of each member is limited to the amount from time to time unpaid on such member's shares.
- 5 The share capital of the Company is US\$15,000,000 divided into 1,500,000,000 shares of a nominal or par value of US\$0.01 each.
- 6 The Company has power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.
- 7 Capitalised terms that are not defined in this Memorandum of Association bear the respective meanings given to them in the Articles of Association of the Company.

THE COMPANIES LAW ACT (2018 REVISION AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

SECOND AMENDED AND RESTATED
ARTICLES OF ASSOCIATION

OF

EDVANTAGE GROUP HOLDINGS LIMITED
中滙集團控股有限公司

(~~conditionally adopted by special resolution passed on~~
~~[•] 20236 June 2019 and effective on 16 July 2019)~~)

TABLE OF CONTENTS

Heading	Page Number
1 EXCLUSION OF TABLE A	1
2 INTERPRETATION	1
3 SHARE CAPITAL AND MODIFICATION OF RIGHTS	5
4 REGISTER OF MEMBERS AND SHARE CERTIFICATES	8
5 LIEN	<u>1110</u>
6 CALLS ON SHARES	<u>1211</u>
7 TRANSFER OF SHARES	<u>1413</u>
8 TRANSMISSION OF SHARES	<u>1615</u>
9 FORFEITURE OF SHARES	16
10 ALTERATION OF CAPITAL	18
11 BORROWING POWERS	19
12 GENERAL MEETINGS	20
13 PROCEEDINGS AT GENERAL MEETINGS	22
14 VOTES OF MEMBERS	<u>2423</u>
15 REGISTERED OFFICE	<u>2726</u>
16 BOARD OF DIRECTORS	27
17 MANAGING DIRECTORS	33
18 MANAGEMENT	34
19 MANAGERS	35
20 PROCEEDINGS OF DIRECTORS	<u>3635</u>
21 SECRETARY	38
22 GENERAL MANAGEMENT AND USE OF THE SEAL	38
23 CAPITALISATION OF RESERVES	40
24 DIVIDENDS AND RESERVES	42
25 UNTRACEABLE MEMBERS	48
26 DOCUMENT DESTRUCTION	49
27 ANNUAL RETURNS AND FILINGS	50
28 ACCOUNTS	50
29 AUDIT	51
30 NOTICES	52
31 INFORMATION	55
32 WINDING UP	55
33 INDEMNITIES	56
34 FINANCIAL YEAR	<u>5756</u>
35 AMENDMENT OF MEMORANDUM AND ARTICLES	<u>5756</u>
36 TRANSFER BY WAY OF CONTINUATION	57
37 MERGERS AND CONSOLIDATIONS	57

THE COMPANIES ~~LAW ACT (AS REVISED 2018 REVISION)~~
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

SECOND AMENDED AND RESTATED
ARTICLES OF ASSOCIATION

OF

EDVANTAGE GROUP HOLDINGS LIMITED
中滙集團控股有限公司

(~~conditionally adopted by special resolution passed on~~
~~[•] 20236 June 2019 and effective on 16 July 2019)~~)

1 Exclusion of Table A

The regulations contained in Table A in the First Schedule to the Companies Act~~Law~~ shall not apply to the Company.

2 Interpretation

2.1 The marginal notes to these Articles shall not affect the interpretation hereof.

2.2 In these Articles, unless there be something in the subject or context inconsistent therewith:

“**Articles**” shall mean these Articles of Association and all supplementary, amended or substituted Articles for the time being in force.

“**associate**” shall have the meaning given to it in the Listing Rules.

“**Auditor(s)**” shall mean the person(s) appointed by the Company from time to time to perform the duties of auditors of the Company.

“**Board**” shall mean the board of Directors of the Company as constituted from time to time or as the context may require the majority of the Directors present and voting at a meeting of Directors at which a quorum is present.

- “business day”** shall mean a day on which the Exchange generally is open for the business of dealing in securities in Hong Kong. Notwithstanding the foregoing, where the Exchange is closed for business of dealing in securities in Hong Kong on a day by reason of a ~~Number 8 or higher typhoon signal~~ gale warning, a black rainstorm warning, extreme conditions or other similar event, such day shall for the purpose of any notice sent under these Articles be counted as a business day.
- “capital”** shall mean the share capital of the Company from time to time ~~of the Company~~.
- “Chairman”** shall mean the Chairman presiding at any meeting of members or of the Board.
- “close associate”** shall have the meaning given to it in the Listing Rules, except that for the purposes of Article 16.23 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.
- “Companies ActLaw”** shall mean the Companies ActLaw (As Revised ~~2018~~ Revision), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
- “Companies Ordinance”** shall mean the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) as in force from time to time and any amendments thereto or re-enactments thereof for the time being in force and includes every other law or subsidiary legislation incorporated therewith or substituted therefor.
- “Company”** shall mean Edvantage Group Holdings Limited 中滙集團控股有限公司.
- “Company’s Website”** shall mean the website of the Company, the address or domain name of which has been notified to its members.
- “Director(s)”** shall mean any director(s) from time to time of the Company.

“dividend”	shall include bonus dividends and distributions permitted by the Companies <u>ActLaw</u> to be categorised as dividends.
“electronic”	shall have the meaning given to it in the Electronic Transactions <u>ActLaw</u> .
“ <u>electronic communication</u> ”	<u>shall mean a communication sent, transmitted, conveyed and received by wire, by radio, by optical means, by electronic means or by other electron magnetic or virtual means in any form through any medium.</u>
“electronic means”	shall include sending or otherwise making available to the intended recipient(s) of the communication in an <u>electronic communication</u> format .
“ <u>eElectronic Signature</u> ”	shall mean an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication.
“ <u>Electronic Transactions ActLaw</u> ”	shall mean the Electronic Transactions <u>ActLaw</u> (<u>As Revised</u> 2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
“Exchange”	shall mean The Stock Exchange of Hong Kong Limited.
“ <u>extreme conditions</u> ”	<u>shall have the meaning given to it in the Rules of the Exchange as from time to time in effect.</u>
“ <u>gale warning</u> ”	<u>shall have the meaning given to it in the Interpretation and General Clauses Ordinance (Cap.1 of the Laws of Hong Kong).</u>
“holding company”	shall have the meaning attributed to such term in the Companies Ordinance.
“Listing Rules”	shall mean the Rules Governing the Listing of Securities on the Exchange as amended from time to time.

“member(s)”	shall mean the person(s) who <u>is/are</u> duly registered as the holders from time to time of shares in the register including persons who are jointly so registered.
“Memorandum”	shall mean the memorandum of association of the Company.
“month”	shall mean a calendar month.
“ordinary resolution”	shall mean a resolution passed by a simple majority of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives , at a general meeting held in accordance with these Articles and includes an ordinary resolution passed pursuant to Article 13.10.
“principal register”	shall mean the register of members of the Company maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time.
“published in the newspapers”	shall mean published as a paid advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper, being in each case a newspaper published daily and circulating generally in Hong Kong in accordance with the Listing Rules.
“published on the Exchange’s website”	shall mean published in English and Chinese on the Exchange’s website in accordance with the Listing Rules.
“recognised clearing house”	shall have the meaning ascribed thereto in Part I of Schedule 1 to of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
“register”	shall mean the principal register and any branch registers.
“rights issue”	shall mean an offer by way of rights to existing holders of securities of the Company which enables those holders to subscribe for securities in proportion to their existing holdings.

- “**seal**” shall include the common seal of the Company, the securities seal or any duplicate seal adopted by the Company pursuant to Article 22.2.
- “**Secretary**” shall mean the person appointed as company secretary by the Board from time to time.
- “**share(s)**” shall mean a share(s) in the capital of the Company.
- “**special resolution**” shall have the same meaning as ascribed thereto in the Companies Act ~~Law~~ and shall include a unanimous written resolution of all members: for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy ~~or, in the case of corporations, by their 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, and includes a special resolution passed pursuant to Article 13.10.
- “**subsidiary**” shall have the meaning attributed to such term ~~in the Companies Ordinance, but interpreting the term “subsidiary” in accordance with the definition of “subsidiary” under the Listing Rules.~~
- “**transfer office**” shall mean the place where the principal register is situate for the time being.
- 2.3 ~~Subject as aforesaid, any words defined in the Companies Law shall, if not inconsistent with the subject and/or context, bear the same meanings in these Articles.~~
- 2.42.3 Words importing ~~either~~ any gender shall include ~~the other~~ every gender and the neuter; words importing persons ~~and the neuter~~ shall include companies, and corporations, partnerships, firms, associations and bodies of persons whether corporate or not ~~and vice versa~~; and words denoting the singular shall include the plural and words denoting the plural shall include the singular.
- 2.52.4 Expressions referring to “**W**riting” or “**w**ritten **p**rinting” shall ~~include,~~ unless the contrary intention appears, be construed as including writing, printing, lithograph, photograph, type-writing and every other mode of representing or reproducing words or figures in a

legible and non-transitory form or, to the extent permitted by and in accordance with the Companies Act and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the member's election comply with all applicable laws, rules and regulations. and, only where used in connection with a notice served by the Company on members or other persons entitled to receive notices hereunder, shall also include a record maintained in an electronic medium which is accessible in visible form so as to be useable for subsequent reference.

- 2.5 Sections 8 and 19(3) of the Electronic Transactions Law Act shall not apply.
- 2.6 The words "may" shall be construed as permissive whereas "shall" and "will" shall be construed as imperative.
- 2.7 References to any law, ordinance, statute or statutory provision shall be interpreted as relating to any statutory modification or re-enactment thereof for the time being in force.
- 2.8 References to a document (including, without limitation, a resolution in writing) being signed or executed shall include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.
- 2.9 Where a member is a corporation, any reference in these Articles to a member shall, where the context requires, refer to a duly authorised representative of such member.
- 2.10 References to electronic facilities shall include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise) or virtual medium by means of which all persons participating at a meeting are capable of hearing and being heard by each other.
- 2.62.11 Subject as aforesaid, any words defined in the Companies Act shall, if not inconsistent with the subject and/or context, bear the same meanings in these Articles.

3 Share Capital and Modification of Rights

Capital
App 3
r.9

3.1 The authorised share capital of the Company at the date of the adoption of these Articles is US\$15,000,000 divided into 1,500,000,000 shares of a nominal or par value of US\$0.01 each.

Issue of
shares
App 3
r.6(f)

3.2 Subject to the provisions of these Articles and to any direction that may be given by the Company in general meeting and without prejudice to any special rights conferred on the holders of any existing shares or attaching to any class of shares, any share in one or more classes may be issued and allotted upon such terms and conditions and with or have attached thereto such preferred, deferred, qualified or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise, and to such persons at such times and for such consideration as the Board may determine. ~~Subject to the Companies Law and to any special rights conferred on any members or attaching to any class of shares, any share may, with the sanction of a special resolution, be issued on terms that it is, or at the option of the Company or the holder thereof is, liable to be redeemed.~~ No shares shall be issued to bearer.

Issue of
warrants
App 3
r.2(2)

3.3 Subject to the Listing Rules, the Board may issue warrants to subscribe for any class of shares or other securities of the Company on such terms as it may from time to time determine. No warrants shall be issued to bearer for so long as a recognised clearing house (in its capacity as such) is a member. Where warrants are issued to bearer, no new warrant shall be issued to replace one that has been lost unless the Board is satisfied beyond reasonable doubt that the original has been destroyed and the Company has received an indemnity in such form as the Board shall think fit with regard to the issue of any such new warrant.

How class
rights may be
modified
App 3
r.156(2)
App 13
Part B
r.2(f)

3.4 If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Companies Law Act, be varied or abrogated with the consent in writing of the holders of not less than three-fourths of the voting rights ~~in nominal value~~ of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment or postponement thereof shall be a person or persons together holding (or representing by proxy ~~or duly authorised representative~~) at the date of the relevant meeting not less than one-third of the voting rights ~~in nominal value~~ of the issued shares of that class.

3.5 The special rights conferred upon the holders of shares of any class shall not, unless otherwise expressly provided in the rights attaching to or the terms of issue of such shares, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

Non-voting
or limited
voting shares
App 3
r.10

3.6 Where the share capital of the Company include shares which do not carry voting rights, the words “non-voting” shall appear in the designation of such shares. Where the share capital of the Company includes shares with different voting rights, the words “restricted voting” or “limited voting” shall appear in the designation of each class of shares other than the class of shares with the most favourable voting rights.

Company
may purchase
and finance
the purchase
of own shares
and warrants

3.7 Subject to the Companies ~~Law~~Act, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the members, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.

Surrender of shares

3.8 The Board may accept the surrender for no consideration of any fully paid share.

Power to
increase
capital

3.9 The Company in general meeting may, from time to time, whether or not all the shares for the time being authorised shall have been issued and whether or not all the shares for the time being issued shall have been fully paid up, by ordinary resolution, increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts as the resolution shall prescribe.

- Redemption 3.10 Subject to the provisions of the Companies ~~Law~~Act and the Memorandum, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holders are, liable to be redeemed on such terms and in such manner, including out of capital, as ~~determined by a special resolution~~the Board may deem fit.
- App 3
r.8(1) & (2) 3.11 Where the Company purchases or redeems any of its shares, purchases or redemption 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 members alike.
- Purchase or redemption not to give rise to other purchases or redemptions Certificates to be surrendered for cancellation 3.12 The purchase or redemption of any share shall not be deemed to give rise to the purchase or redemption of any other share.
- 3.13 The holder of the shares being purchased, surrendered or redeemed shall be bound to deliver up to the Company at its principal place of business in Hong Kong or such other place as the Board shall specify the certificate(s) thereof, if any, for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.
- Shares at the disposal of the Board 3.14 Subject to the provisions of the Companies ~~Law~~Act, the Memorandum and these Articles relating to new shares, the unissued shares in the Company (whether forming part of its original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration, and upon such terms, as the Board shall determine.
- Company may pay commissions 3.15 The Company may, unless prohibited by law, at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the Companies ~~Law~~Act shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the shares are issued.
- Company not to recognise trusts in respect of shares 3.16 Except as otherwise expressly provided by these Articles or as required by law or as ordered by a court of competent jurisdiction, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any shares or any interest in any fractional part of a share or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

4 Register of Members and Share Certificates

Share register
App 3
r.1(1)

4.1 The Board shall cause to be kept at such place within or outside the Cayman Islands as it deems fit a principal register of the members and there shall be entered therein the particulars of the members and the shares issued to each of them and other particulars required under the Companies Law Act.

4.2 If the Board considers it necessary or appropriate, the Company may establish and maintain a branch register or registers of members at such location or locations within or outside the Cayman Islands as the Board thinks fit. The principal register and the branch register(s) shall together be treated as the register for the purposes of these Articles.

4.3 The Board may, in its absolute discretion, at any time transfer any share on the principal register to any branch register or any share on any branch register to the principal register or any other branch register. In the event of any such transfer, the member requesting such transfer shall bear the cost of effecting the transfer unless the Board determines otherwise.

4.4 Notwithstanding anything contained in this Article 4, the Company shall as soon as practicable and on a regular basis record in the principal register all transfers of shares effected on any branch register and shall at all times maintain the principal register in such manner as to show at all times the members for the time being and the shares respectively held by them, in all respects in accordance with the Companies Law Act.

4.5 For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Companies Law Act in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.

App 13
Part B
r.203(2)

4.6 Except when a register is closed as specified in ~~and, if applicable, subject to the additional provisions of Article 4.8,~~ the principal register and any branch register, as the case may be, shall during business hours be kept open to inspection by any member without charge and by any other person on payment of such fee not exceeding HK\$2.50 (or such amount as may from time to time be permitted under the Listing Rules) as the Board may determine for each inspection, at such place at which the register is kept. Any member may require a copy of the register, or any part thereof, on payment of HK\$0.25, or such lesser sum as the Company may prescribe, for every 100 words or fractional part thereof required to be copied. The

Company shall cause any copy so required by any person to be sent to that person within a period of 10 days commencing on the date next after the day on which the request is received by the Company.

4.7 The reference to business hours in Article 4.6 is subject to such reasonable restrictions as the Board or the Company in general meeting may impose, but so that not less than two hours in each business day is to be allowed for inspections.

4.8 The register may, ~~on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to after notice has been given in accordance with the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, or by any other means (whether electronic means or otherwise) in such manner as may be accepted by the Exchange to that effect,~~ be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (~~or such longer period may be extended in respect of any year as the members may by ordinary resolution determine provided that, subject to the Listing Rules, such period shall not be extended for a period or periods exceeding 30 beyond 60 days in the whole in any year~~). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give ~~at least 5 business days' notice~~ in accordance with the procedures set out in this Article.

App 13
Part B
r.3(2)

4.9 ~~[Intentionally deleted] Any register held in Hong Kong shall during normal business hours (subject to such reasonable restrictions as the Board may impose) be open to inspection by a member without charge and any other person on payment of a fee of such amount not exceeding the maximum amount as may from time to time be permitted under the Listing Rules as the Board may determine for each inspection. Any member may require a copy of the register, or any part thereof, on payment of HK\$0.25, or such lesser sum as the Company may prescribe, for every 100 words or fractional part thereof required to be copied. The Company shall cause any copy so required by any person to be sent to that person within a period of 10 days commencing on the date next after the day on which the request is received by the Company.~~

4.10 In lieu of, or apart from, closing the register pursuant to other provisions in these Articles, the Board may fix in advance a date as the record date for any such determination of members entitled to receive notice of, or to vote at any general meeting of the members or any adjournment or postponement thereof, or for the purpose of determining the members entitled to receive payment of any dividend or distribution, or in order to make a determination of members for any other purpose.

Share
certificates
App 3
r.1(t)

4.11 Every person whose name is entered as a member in the register shall be entitled to receive, within any relevant time limit as prescribed in the Companies ~~Law~~ Act or as the Exchange may from time to time determine, whichever is shorter, and subject to payment of any fees which may be payable pursuant to Article 7.8, after allotment or lodgement of transfer, or within such other period as the conditions of issue shall provide, one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.

Share
certificates to
be sealed
App 3
r.2(t)

4.12 Every certificate for shares or debentures or representing any other form of securities of the Company shall be issued under the seal of the Company, which shall only be affixed with the authority of the Board.

Every
certificate to
specify
number and
class of
shares

4.13 Every share certificate shall specify the number and class of shares in respect of which it is issued and the amount paid thereon or the fact that they are fully paid, as the case may be, and may otherwise be in such form as the Board may from time to time prescribe. Each share certificate shall relate to only one class of shares.

Joint holders
App 3
r.1(s)

4.14 The Company shall not be bound to register more than four persons as joint holders of any share. If any share shall stand in the names of two or more persons, the person first named in the register shall be deemed the sole holder thereof as regards service of notices and, subject to the provisions of these Articles, all or any other matters connected with the Company, except the transfer of the share.

Replacement
of share
certificates
App 3
r.1(1)

4.15 If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding such amount as may from time to time be permitted under the Listing Rules (or such lesser sum as the Board may from time to time require) and on such terms and conditions, if any, as to publication of notices, evidence and indemnity, as the Board thinks fit and where it is defaced or worn out, after delivery up of the old certificate to the Company for cancellation. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company any exceptional costs and the reasonable out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity.

5 Lien

Company's
lien
App 3
r.1(2)

5.1 The Company shall have a first and paramount lien on every share (not being a fully paid up share) for all monies, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid up shares) standing registered in the name of a member (whether solely or jointly with others) for all the debts and liabilities of such member or his estate to the Company and whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether such person is a member or not.

Lien extends
to dividends
and bonuses

5.2 The Company's lien (if any) on a share shall extend to all dividends and bonuses declared in respect thereof. The Board may resolve that any share shall for some specified period be exempt wholly or partially from the provisions of this Article.

Sale of
shares subject
to lien

5.3 The Company may sell in such manner as the Board thinks fit any share 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 to the registered holder for the time being of the shares or the person, of which the Company has notice, entitled to the shares by reason of such holder's death, mental disorder, ~~or~~ bankruptcy or liquidation.

- Application of proceeds of such sale
- 5.4 The net proceeds of such sale by the Company after the payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability or engagement in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale and upon surrender, if required by the Company, for cancellation of the certificate for the shares sold) be paid to the holder immediately before such sale of the shares. For giving effect to any such sale, the Board may authorise any person to transfer the shares sold to the purchaser thereof and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- 6 Calls on Shares**
- Calls, how made
- 6.1 The Board may from time to time make such calls as it may think fit upon the members in respect of any monies unpaid on the shares held by them respectively (whether on account of the nominal amount of the shares or by way of premium or otherwise) and not by the conditions of allotment thereof made payable at fixed times. A call may be made payable either in one sum or by instalments. A call may be revoked or postponed as the Board may determine.
- Notice of call
- 6.2 At least 14 days' notice of any call shall be given to each member specifying the time and place of payment and to whom such payment shall be made.
- Copy of notice to be sent
- 6.3 A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as herein provided.
- Every member liable to pay call at appointed time and place
- 6.4 Every member upon whom a call is made shall pay the amount of every call so made on him to the person and at the time or times and place or places and in such manner as the Board shall specify. A person upon whom a call is made shall remain liable on such call notwithstanding the subsequent transfer of the shares in respect of which the call was made.
- Notice of call may be published in newspapers or given by electronic means
- 6.5 In addition to the giving of notice in accordance with Article 6.3, notice of the person appointed to receive payment of every call and of the times and places and manner appointed for payment may be given to the members affected by notice published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.

- When call deemed to have been made
- 6.6 A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed.
- Liability of joint holders
- 6.7 The joint holders of a share shall be severally as well as jointly liable for the payment of all calls and instalments due in respect of such share or other monies due in respect thereof.
- Board may extend time fixed for call
- 6.8 The Board may from time to time at its discretion extend the time fixed for any call, and may extend such time as to all or any of the members, whom by reason of residence outside Hong Kong or other cause the Board considers it reasonable to grant an extension to, but no member shall be entitled to any such extension as a matter of grace and favour.
- Interest on calls
- 6.9 If the sum or any instalment payable in respect of any call is unpaid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding 15% per annum as the Board shall determine from the day appointed for the payment thereof to the time of actual payment, but the Board may waive payment of such interest wholly or in part.
- Suspension of privileges while call in arrears
- 6.10 No member shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another member) at any general meeting, either personally or by proxy, or be reckoned in a quorum, or to exercise any other privilege as a member until all sums or instalments due from him to the Company in respect of any call, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.
- Evidence in action for call
- 6.11 At the trial or hearing of any action or other proceedings for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the register as the holder, or one of the holders, of the shares in respect of which such debt accrued; that the resolution making the call is duly recorded in the minute book; and that notice of such call was duly given to the member sued, in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, and the proof of the matters aforesaid shall be conclusive evidence of the debt.
- Sums payable on allotment or in future deemed a call
- 6.12 Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the nominal value of the share and/or by way of premium or otherwise, shall for all purposes of these Articles be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, liabilities of joint holders,

forfeiture and the like, shall apply as if such sum had become payable by virtue of a call duly made and notified. The Directors may on the issue of shares differentiate between the allottees or holders as to the amount of calls to be paid and the time of payment.

Payment of
calls in
advance
App 3
r.3(+)

6.13 The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money’s worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and upon all or any of the monies so advanced the Company may pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such member not less than one month’s notice in writing of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. No such sum paid in advance of calls shall entitle the member paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.

7 Transfer of Shares

Form of transfer

7.1 Transfers of shares may be effected by an instrument of transfer in the usual common form or in ~~such~~ any standard form of transfer as prescribed by the Exchange or such other form as the Board may approve, which is consistent with the standard form of transfer as prescribed by the Exchange and approved by the Board. All instruments of transfer must be left at the registered office of the Company or at such other place as the Board may appoint and all such instruments of transfer shall be retained by the Company.

Execution

7.2 The instrument of transfer shall be executed by or on behalf of the transferor and by or on behalf of the transferee PROVIDED that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. The instrument of transfer of any share shall be in writing and shall be executed with a manual signature or facsimile signature (which may be machine imprinted or otherwise) by or on behalf of the transferor and transferee PROVIDED that in the case of execution by facsimile signature by or on behalf of a transferor or transferee, the Board shall have previously been provided with a list of specimen signatures of the authorised signatories of such transferor or transferee and the Board shall be reasonably satisfied that such facsimile signature corresponds to one of those specimen signatures. The transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the register in respect thereof.

7.3 Notwithstanding Articles 7.1 and 7.2, transfers of shares which are listed on the Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules and which has been approved by the Board for such purpose.

Board may
refuse to
register a
transfer
App 3
r.1(2)

7.4 The Board may, in its absolute discretion, and without assigning any reason, refuse to register a transfer of any share which is not fully paid up or on which the Company has a lien.

Notice of refusal

7.5 If the Board shall refuse to register a transfer of any share, it shall, within two months after the date on which the transfer iswas lodged with the Company, send to each of the transferor and the transferee notice of such refusal.

Requirements
as to transfer
App 3
r.1(1)

7.6 The Board may also decline to register any transfer of any shares unless:

- (a) the instrument of transfer is lodged with the Company accompanied by the certificate for the shares to which it relates (which shall upon registration of the transfer be cancelled) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;
- (b) the instrument of transfer is in respect of only one class of shares;
- (c) the instrument of transfer is properly stamped (in circumstances where stamping is required);
- (d) in the case of a transfer to joint holders, the number of joint holders to which the share is to be transferred does not exceed four;
- (e) the shares concerned are free of any lien in favour of the Company; and
- (f) a fee of such amount not exceeding the maximum amount as the Exchange may from time to time determine to be payable (or such lesser sum as the Board may from time to time require) is paid to the Company in respect thereof.

No transfer
to an infant
etc

7.7 No transfer shall be made to an infant or to a person in respect of whom an order has been 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 or under other legal disability.

Certificate to
be given up
on transfer

7.8 Upon every transfer of shares, the certificate held by the transferor shall be given up to be cancelled and shall forthwith be cancelled accordingly and a new certificate shall be issued, on payment by the transferee of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require, to the transferee in respect of the shares transferred to him and, if any of the shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall be issued to him, on payment by the transferor of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require. The Company shall also retain the instrument(s) of transfer.

When
transfer
books and
register may
close
App 13
Part B
r.3(2)

7.9 The registration of transfers may be suspended when the register is closed in accordance with Article 4.8, ~~on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice before the announced closure, or the new closure, whichever is earlier. If, however, there are exceptional circumstances (e.g. during a Number 8 or higher typhoon signal and black rainstorm warning) that render the giving of such publication of advertisement impossible, the Company shall comply with these requirements as soon as practicable.~~

8 Transmission of Shares

Death of
registered
holder or of
joint holder
of shares

8.1 In the case of the death of a member, the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him.

Registration of personal representatives and trustee in bankruptcy

8.2 Any person becoming entitled to a share in consequence of the death or bankruptcy or winding-up of a member may, upon such evidence as to his title being produced as may from time to time be required by the Board and subject as hereinafter provided, either be registered himself as holder of the share or elect to have some other person nominated by him registered as the transferee thereof.

Notice of election to be registered/ Registration of nominee

8.3 If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee a transfer of such share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy or winding-up of the member had not occurred and the notice or transfer were a transfer executed by such member.

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

8.4 A person becoming entitled to a share by reason of the death or bankruptcy or winding-up of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share. However, the Board may, if it thinks fit, withhold the payment of any dividend payable or other advantages in respect of such share until such person shall become the registered holder of the share or shall have effectually transferred such share, but, subject to the requirements of Article 14.3 being met, such a person may vote at meetings.

9 Forfeiture of Shares

If call or instalment not paid notice may be given

9.1 If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time during such time as any part thereof remains unpaid, without prejudice to the provisions of Article 6.10, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.

Form of notice

9.2 The notice shall name a further day (not earlier than the expiration of 14 days from the date of service of the notice) on or before which, ~~and~~ the place where, and the manner in which, the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time and at the place and in the manner appointed, the shares in respect of which the call was made or instalment is unpaid will be liable to be forfeited. The Board may accept a surrender of any share liable to be forfeited hereunder and in such case, references in these Articles to forfeiture shall include surrender.

If notice not
complied
with shares
may be
forfeited

9.3 If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends and bonuses declared in respect of the forfeited share, and not actually paid before the forfeiture.

Forfeited
shares to be
deemed
property of
Company

9.4 Any share so forfeited shall be deemed to be the property of the Company, and may be re-allotted, sold or otherwise disposed of on such terms and in such manner as the Board thinks fit and at any time before a re-allotment, sale or disposition the forfeiture may be cancelled by the Board on such terms as it thinks fit.

Arrears to be
paid
notwithstanding
forfeiture

9.5 A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding this, remain liable to pay to the Company all monies which, at the date of forfeiture, were payable by him to the Company in respect of the shares, together with (if the Board shall in its discretion so require) interest thereon from the date of forfeiture until payment at such rate not exceeding 15% per annum as the Board may prescribe, and the Board may enforce the payment thereof if it thinks fit, and without any deduction or allowance for the value of the shares forfeited, at the date of forfeiture. For the purposes of this Article any sum which, by the terms of issue of a share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, whether on account of the nominal value of the share or by way of premium, shall notwithstanding that time has not yet arrived, be deemed to be payable at the date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment.

Evidence of
forfeiture

9.6 A statutory declaration in writing that the declarant is a Director or Secretary, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any re-allotment, sale or disposition thereof and the Board may authorise any person to execute a letter of re-allotment or transfer the share in favour of the person to whom the share is re-allotted, sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the subscription or purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, re-allotment, sale or other disposal of the share.

Notice after
forfeiture

9.7 When any share shall have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the register. Notwithstanding the above, no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice as aforesaid.

Power to
redeem
forfeited
shares

9.8 Notwithstanding any such forfeiture as aforesaid, the Board may at any time, before any share so forfeited shall have been re-allotted, sold, or otherwise disposed of, permit the share forfeited to be redeemed upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share, and upon such further terms (if any) as it thinks fit.

Forfeiture not
to prejudice
Company's
right to call
or instalment

9.9 The forfeiture of a share shall not prejudice the right of the Company to any call already made or instalment payable thereon.

Forfeiture for
non-payment
of any sum
due on shares

9.10 The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

10 Alteration of Capital

10.1 The Company may from time to time by ordinary resolution:

Consolidation
and division
of capital and
sub-division
and
cancellation
of shares

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares. On any consolidation of fully paid shares and division into shares of larger amount, the Board may settle any difficulty which may arise as it thinks expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of shares to be consolidated determine which particular shares are to be consolidated into each consolidated share, and if it shall happen that any person shall become entitled to fractions of a consolidated share or shares, such fractions may be sold by some person appointed by the Board for that purpose and the person so appointed may transfer the shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) may either be distributed among the persons who would otherwise be entitled to a fraction or fractions of a consolidated share or shares rateably in accordance with their rights and interests or may be paid to the Company for the Company's benefit;

- (b) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled subject to the provisions of the Companies ~~Law~~Act; and
- (c) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association of the Company, subject nevertheless to the provisions of the Companies ~~Law~~Act, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights, over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.

Reduction of capital 10.2 The Company may by special resolution reduce its share capital or any capital redemption reserve in any manner authorised and subject to any conditions prescribed by the Companies ~~Law~~Act.

11 Borrowing Powers

Power to borrow 11.1 The Board may from time to time at its discretion exercise all the powers of the Company to raise or borrow or to secure the payment of any sum or sums of money for the purposes of the Company and to mortgage or charge its undertaking, property and assets (present and future) and uncalled capital or any part thereof.

Conditions on which money may be borrowed 11.2 The Board may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and, in particular, by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debts, liability or obligations of the Company or of any third party.

Assignment 11.3 Debentures, debenture stock, bonds and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

Special privileges 11.4 Any debentures, debenture stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise.

Register of charges to be kept 11.5 The Board shall cause a proper register to be kept, in accordance with the provisions of the Companies Law Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Companies Law Act in regard to the registration of mortgages and charges therein specified and otherwise.

Register of debentures or debenture stock 11.6 If the Company issues debentures or debenture stock (whether as part of a series or as individual instruments) not transferable by delivery, the Board shall cause a proper register to be kept of the holders of such debentures.

Mortgage of uncalled capital 11.7 Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject to such prior charge, and shall not be entitled, by notice to the members or otherwise, to obtain priority over such prior charge.

12 General Meetings

When annual general meeting to be held App 13 Part B r.3(3) r.14(12) 12.1 The Company shall hold a general meeting as its annual general meeting ~~in~~for each financial year, to be held within six months (or such other period as may be permitted by the Listing Rules or the Exchange) after the end of such financial year. ~~other than the year of the Company's adoption of these Articles, within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise).~~ The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.

Extraordinary general meeting 12.2 All general meetings other than annual general meetings shall be called extraordinary general meetings.

Convening of extraordinary general meeting App 3 r.14(5) 12.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting. ~~General meetings shall also be convened on the written requisition of any~~ Any two or more members holding, as at the date of deposit of the requisition, shares in aggregate representing not less than one-tenth of the voting rights (on a one vote per share basis) in the issued share capital of the Company may also make a written requisition to convene an extraordinary general meeting and/or add resolutions to the agenda of a meeting. Such requisition shall be made in writing to the Board or the Secretary for the purpose requiring an extraordinary general meeting to be called by the Board for the transaction of any business or any resolution specified in such requisition and deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company specifying the objects of the meeting and the resolution(s) to be added to the meeting agenda and signed by the requisitionists, ~~provided that such~~

~~requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.~~

Notice of
meetings
App 13
Part B
r.14(2)(+)

12.4 An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than ~~such as~~ the members who, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.

12.5 Notwithstanding that a meeting of the Company is called by shorter notice than that referred to in Article 12.4, it shall be deemed to have been duly called if it is permitted by the Listing Rules and is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the members entitled to attend and vote thereat or their proxies; and

- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right.

12.6 There shall appear with reasonable prominence in every notice of general meetings of the Company a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member.

Omission to
give notice

12.7 The accidental omission to give any such notice to, or the non-receipt of any such notice by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.

Omission to
send
instrument of
proxy

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

Power to
postpone or
change
general
meeting

12.9 If, after the notice of a general meeting is sent but before the meeting is held, or after the adjournment or postponement of a meeting but before the adjourned or postponed meeting is held (whether or not notice of the adjourned or postponed meeting is required), the Board, in its absolute discretion, considers that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting or adjourned or postponed meeting on the date or at the time or place specified in the notice calling the meeting, it may change or postpone the meeting to another date, time and/or place without approval from the members. 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 a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a gale warning, black rainstorm warning or other similar event is in force or is announced to be issued at any time on the day of the meeting (unless such warning has been cancelled at least a minimum period of time prior to the general meeting as the Board may specify in the relevant notice). This Article shall be subject to the following:

- (a) when the date, time or place of a meeting is so changed or postponed, the Company shall endeavour to publish a notice of such change or postponement on the Company's Website and the Exchange's website (if applicable) as soon as practicable, provided that failure to publish such a notice shall not affect the automatic change or postponement of a meeting;

- (b) when a meeting is postponed or changed in accordance with this Article, subject to Article 13.4, unless already specified in the original notice of the meeting, the Board shall fix the date, time and/or place for the postponed or changed meeting and shall notify the members of such details in such manner as the Board may determine, and specify the date and time by which instrument appointment a proxy shall be submitted in order to be valid for such postponed or changed meeting (provided that all instruments appointing a proxy submitted for the original meeting shall continue to be valid for the postponed or changed meeting unless revoked or replaced by a new instrument appointing a proxy if they are received as required by these Articles not less than 48 hours before the time of the postponed or changed meeting), and shall give the members reasonable notice (in light of the circumstances) of such details in such manner as the Board shall determine; and
- (c) notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the members.

Arrangement on attendance, participation, voting and proceedings of general meeting

12.10 The Board and, at any general meeting, the Chairman may make any arrangement and impose any requirement, procedure, measure or restriction which the Board or the Chairman, as the case may be, considers appropriate to ensure the security and orderly and effective conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members and proxies shall also comply with all requirements, procedures, measures or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangement, requirement, procedure, measure or restriction may be refused entry to the meeting or ejected from the meeting.

13 Proceedings at General Meetings

Quorum

13.1 For all purposes the quorum for a general meeting shall be two members present in person ~~(or in the case of a corporation, by its duly authorised representative)~~ or by proxy provided always that if the Company has only one member of record the quorum shall be that one member present in person or by proxy. For quorum purposes only, two persons appointed by

a recognised clearing house as authorised representative or proxy shall form a quorum for all purposes. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.

When if
quorum not
present
meeting to be
dissolved and
when to be
adjourned

13.2 If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week (or if it is not a business day, to the next business day) and at such time and place as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the member or members present in person ~~(or in the case of a corporation, by its duly authorised representative)~~ or by proxy shall be a quorum and may transact the business for which the meeting was called.

Chairman of
general
meeting

13.3 The chairman of the board of Directors shall take the chair at every general meeting, or, if there be no such chairman or, if at any general meeting such chairman shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present shall choose another Director as Chairman, and if no Director be present, or if all the Directors present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members present (whether in person or represented by proxy ~~or duly authorised representative~~) shall choose one of their own number to be Chairman.

Power to
adjourn
general
meeting/
business of
adjourned
meeting

13.4 The Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place 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 member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

Must vote by poll

13.5 At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.

- Poll 13.6 A poll shall (subject as provided in Article 13.7) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting or postponed meeting at which the poll was taken as the Chairman directs. No notice need be given of a poll not taken immediately unless the Chairman determines otherwise. The result of the poll, whether or not declared by the Chairman of the meeting or any adjourned meeting or postponed meeting thereof, shall be deemed to be the resolution of the meeting at which the poll was taken. The poll results, as recorded in the scrutineer's certificate and signed by the scrutineer, shall be the conclusive evidence of such resolution of the meeting without further proof.
- In what case poll taken without adjournment 13.7 Any poll on the election of a Chairman of a meeting or any question of adjournment shall be taken at the meeting and without adjournment.
- 13.8 Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- Chairman to have casting vote 13.9 In the case of an equality of votes, whether on a poll or on a show of hands, the Chairman of the meeting at which the poll or show of hands is taken shall be entitled to a second or casting vote.
- Written resolutions 13.10 A resolution in writing (in one or more counterparts), including a special resolution, signed by all members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly appointed representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and where the resolution states a date as being the date of his signature thereof by or on behalf of any member such statement shall be prima facie evidence that it was signed by him on that date.
- 14 Right to Speak and Votes of Members**
- Right to speak and votes of members App 3 r.14(3) 14.1 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 ~~where a show of hands is allowed,~~ (a) every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have the right to speak, (b) on a show of hands, every member present in such manner shall have one vote, and (c) on a poll every

member present in such manner ~~person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy~~ shall have one vote for each share registered in his name in the register, except where such member is required by the Listing Rules to abstain from voting to approve the matter under consideration. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.

Counting of
votes
App 3
r.14(4)

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

Votes in
respect of
deceased and
bankrupt
members

14.3 Any person entitled under Article 8.2 to be registered as a member may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least 48 hours before the time of the holding of the meeting or adjourned meeting or postponed meeting (as the case may be) at which he proposed to vote, or, in the case of a poll taken subsequent to the date of a meeting or adjourned meeting or postponed meeting, not less than 48 hours before the time appointed for the taking of the poll, 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.

Votes of joint
holders
(including
joint
executors and
administrators)

14.4 Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that the vote of one of the said persons so present being the most or, as the case may be, the more senior shall be accepted to the exclusion of the votes of the other joint holder(s) ~~alone be entitled to vote in respect of the relevant joint holding~~ and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof.

Votes of
member of
unsound
mind

14.5 A member in respect of whom an order has been 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 may vote whether on a show of hands or on a poll, by any person authorised in such circumstances to do so (including his receiver, committee, curator bonis, or other person in the nature of a receiver, committee or curator bonis appointed by such

court), and such person may vote by proxy and may otherwise act and be treated as if he was the registered holder of such shares for the purposes of general meetings, provided that at least 48 hours before the time of the holding of the meeting or adjourned or postponed meeting (as the case may be) at which such person proposed to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting or postponed meeting, not less than 48 hours before the time appointed for the taking of the poll, he shall provide such evidence as the Board may request and satisfy the Board of the authority of such person or the Board shall have previously admitted his right to vote at such meeting in respect thereof.

Qualification for voting

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

Objections to voting

14.7 Subject to Article 14.2, No objection shall be raised as to the qualification of any person exercising or purporting to exercise any vote or to the admissibility of any vote except at the meeting or adjourned meeting or postponed meeting at which the person exercising or purporting to exercise his vote or the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. In the case 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.

Proxies App 13 Part B r.182(2)

14.8 Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. Votes may be given either personally or by proxy. A proxy need not be a member. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting). Where a member appoints more than one proxy, the instrument of proxy shall state which proxy is entitled to vote on a show of hands and shall specify the number of shares in respect of which each proxy is entitled to exercise the related votes.

Instrument appointing proxy to be in writing App 3 r.11(2)

14.9 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

Delivery of
authority for
appointment
of proxy

14.10 The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting or postponed meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid and the appointee under such instrument of proxy shall not be entitled to vote in respect of the shares in question provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of ~~telex or cable or facsimile~~written confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

Form of
proxy
App-3
r.11(1)

14.11 Every instrument of proxy, whether for a specified meeting or otherwise, shall be in common form or such other form that complies with the Listing Rules as the Board may from time to time approve, provided that it shall enable a member, according to his intention, to instruct his proxy to vote in favour of or against (or in default of instructions or in the event of conflicting instructions, to exercise his discretion in respect of) each resolution to be proposed at the meeting to which the form of proxy relates.

Authority
under
instrument
appointing
proxy

14.12 The instrument appointing a proxy to vote at a general meeting shall: (a) be deemed to confer authority to demand or join in demanding a poll and vote on any resolution (including any amendment of a resolution) put to the meeting for which it is given as the proxy thinks fit; and (b) unless the contrary is stated therein, be valid as well for any adjournment or postponement of the meeting as for the meeting to which it relates, provided that the meeting was originally held within 12 months from such date.

When vote
by proxy or
representative
valid though
authority
revoked

14.13 A vote given or a poll demanded by a proxy in accordance with the terms of an instrument of proxy or resolution of a member 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 or resolution of a member was executed or revocation of the relevant resolution or the transfer of the share in respect of which the proxy was 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 registered office, or at such other place as is referred to in Article 14.10, at least two hours before the commencement of the meeting or adjourned meeting or postponed meeting or (in the case of a poll taken subsequent to the date of a meeting of adjourned meeting or postponed meeting) at least two hours before the time appointed for the taking of the poll at which the proxy is used.

Corporations or
recognised
clearing houses
acting by
representatives
at meetings
App 13
Part B
r.182(2)

14.14 Any corporation which is a member 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 members of any class of shares and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member and where a corporation is so represented, it shall be treated as being present at any meeting in person.

App 13
Part B
r.196

14.15 If a recognised clearing house (or its nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any ~~general~~ meeting of the Company or at any ~~general~~ meeting of any class of members or, at any creditor’s meeting (where applicable), 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 person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including the right to speak and, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.

15 Registered Office

Registered office

The registered office of the Company shall be at such place in the Cayman Islands as the Board shall from time to time appoint.

16 Board of Directors

Constitution

16.1 The number of Directors shall not be less than two and there shall be no maximum number of Directors, in each case unless otherwise determined from time to time by members in general meeting.

Board may
fill vacancies
or appoint
additional
Directors
App 3
r.4(2)

16.2 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 addition to the Board. Any Director so appointed shall hold office only until the ~~first~~next following annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting.

Power of
general
meeting to
increase or
reduce the
number of
Directors

16.3 The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Companies Law Act, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. ~~Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.~~

Notice to be
given when
person
proposed for
election
App 3
r.4(4)
r.4(5)

16.4 No person shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless during the period, which shall be at least seven days (or such other period as determined by the Directors from time to time and notified to the members), commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting (or such other period as determined by the Directors from time to time and notified to the members), there has been lodged with and received by the Company at the registered office of the Company (or at such other place as may be notified by the Company to the members from time to time), ~~there has been given to the Secretary~~ notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

Register of
Directors and
notification
of changes to
Registrar

16.5 The Company shall keep at its registered office a register of directors and officers containing their names and addresses and any other particulars required by the Companies Law Act and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify to the Registrar of Companies of the Cayman Islands any change that takes place in relation to such Directors as required by the Companies Law Act.

Power to
remove
Director by
ordinary
resolution
App 13
Part B
r.5(1)
App 3
r.4(3)

16.6 The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his ~~term~~period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. ~~Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed.~~ Nothing in this Article should be taken as depriving a Director removed under any provision of this Article of compensation

or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.

Alternate Directors

- 16.7 A Director may at any time by notice in writing delivered to the registered office of the Company, the principal office of the Company in Hong Kong or at a meeting of the Board, appoint any person (including another Director) to be his alternate Director in his place during his absence and may in like manner at any time determine such appointment. Such appointment, unless previously approved by the Board, shall have effect only upon and subject to being so approved, provided that the Board may not withhold approval of any such appointment where the proposed appointee is a Director.
- 16.8 The appointment of an alternate Director shall determine on the happening of any event which, were he a Director, would cause him to vacate such office or if his appointor ceases to be a Director, but for the avoidance of doubt, such alternate Director or any other person may be re-appointed or appointed by the said Director to serve as an alternate Director, and provided always that, if at any meeting any Director retires but is re-elected at the same meeting, any appointment of alternate Director by such Director pursuant to this Article which was in force immediately before his retirement shall remain in force as if he had not retired.
- 16.9 An alternate Director shall (except when absent from Hong Kong), be entitled to receive and waive (in lieu of his appointor) notices of meetings of the Directors (or meetings of a committee of the Board to whom his appointor is a member) and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he (instead of his appointor) were a Director. Every person acting as an alternate Director shall have one vote for each Director for whom he acts as an alternate (in addition to his own vote if he is also a Director). If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative and he need not use all his votes or cast all the votes he uses in the same way. If his appointor is for the time being absent from Hong Kong or otherwise not available or unable to act (as to which a certificate by the alternate shall in the absence of actual notice to the contrary to other Directors be conclusive), his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. To such extent as the Board may from time to time determine in relation to any committee of the Board, the provisions of this Article shall also apply

mutatis mutandis to any meeting of any such committee of which his appointor is a member. An alternate Director shall not, ~~save as aforesaid,~~ have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles, save as aforesaid and insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed as the alternate, in which case he shall be responsible to the Company for his acts and defaults.

16.10 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

16.11 In addition to the provisions of Articles 16.7 to 16.10, a Director may be represented at any meeting of the Board (or of any committee of the Board) by a proxy appointed by him, in which event the presence or vote of the proxy shall for all purposes be deemed to be that of the Director. A proxy need not himself be a Director and the provisions of Articles 14.8 to 14.13 shall apply mutatis mutandis to the appointment of proxies by Directors save that an instrument appointing a proxy shall not become invalid after the expiration of twelve months from its date of execution but shall remain valid for such period as the instrument shall provide or, if no such provision is made in the instrument, until revoked in writing and save also that a Director may appoint any number of proxies although only one such proxy may attend in his stead at meetings of the Board (or of any committee of the Board).

Qualification
of Directors

16.12 A Director (and an alternate Director) need not hold any qualification shares. No Director shall be required to vacate office or be ineligible for re-election or re-appointment as a Director and no person shall be ineligible for appointment as a Director by reason only of his having attained any particular age.

Directors'
remuneration

16.13 The Directors shall be entitled to receive by way of remuneration for their services such sum as shall from time to time be determined by the Company in general meeting or by the Board, as the case may be, such sum (unless otherwise directed by the resolution by which it is determined) to be divided amongst the Directors in such proportions and in such manner as they may agree, or failing agreement, equally, except that in such event any Director holding office for less than the whole of the relevant period in respect of which the remuneration is paid shall only rank in such division in proportion to the time during such period for which

he has held office. Such remuneration shall be in addition to any other remuneration to which a Director who holds any salaried employment or office in the Company may be entitled by reason of such employment or office.

App 13
Part B
r.5(4)

16.14 Payment to any Director or past Director of any sum by way of compensation for loss of office or as consideration for or in connection with his retirement from office (not being a payment to which the Director is contractually entitled) must first be approved by the Company in general meeting.

Directors' expenses

16.15 The Directors shall be entitled to be paid all expenses, including travel, accommodation and other expenses, reasonably incurred by them in or in connection with the performance of their duties as Directors including their expenses of travelling to and from Board meetings, committee meetings or general meetings or otherwise incurred whilst engaged on the business of the Company or in the discharge of their duties as Directors.

Special remuneration

16.16 The Board may grant special remuneration to any Director, who shall perform any special or extra services at the request of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by way of salary, commission or participation in profits or otherwise as may be agreed.

Remuneration
of Managing
Directors,
etc.

16.17 The remuneration of an Executive Director (as appointed according to Article 17.1) or a Director appointed to any other office in the management of the Company shall from time to time be fixed by the Board and may be by way of salary, commission, or participation in profits or otherwise or by all or any of those modes and with such other benefits (including share option and/or pension and/or gratuity and/or other benefits on retirement) and allowances as the Board may from time to time decide. Such remuneration shall be in addition to such remuneration as the recipient may be entitled to receive as a Director.

When office
of Director to
be vacated
App 13
Part B
r.5(t)

16.18 The office of a Director shall be vacated:

- (a) if he resigns his office by notice in writing to the Company at its registered office or its principal office in Hong Kong;
- (b) if an order is 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;

- (c) if, without leave, he is absent from meetings of the Board (unless an alternate Director appointed by him attends in his place) for a continuous period of 12 months, and the Board resolves that his office be vacated;
- (d) if he becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors generally;
- (e) if he ceases to be or is prohibited from being a Director by law or by virtue of any provisions in these Articles;
- (f) if he shall be removed from office by notice in writing served upon him signed by not less than three-fourths in number (or, if that is not a round number, the nearest lower round number) of the Directors (including himself) then in office; or
- (g) if he shall be removed from office by an ordinary resolution under Article 16.6.

Retirement
by rotation

16.19 At every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed pursuant to Article 16.2 or Article 16.3 shall not be taken into account in determining the number of Directors and which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.

Directors
may contract
with
Company
App 13
Part B
r.5(3)

16.20 No Director or proposed Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any person, company or partnership of or in which any Director shall be a member or otherwise interested be capable on that account of being avoided, nor shall any Director so contracting or being any member or so interested be liable to account to the Company for any remuneration, profit or other benefits so realised by any such contract or arrangement by reason only of such Director holding that office or the fiduciary relationship thereby established, provided that such Director shall, if his interest in such contract or arrangement is material, declare the nature of his interest at the earliest meeting of the Board at which it is practicable for him to do so,

either specifically or by way of a general notice stating that, by reason of the facts specified in the notice, he is to be regarded as interested in any contracts of a specified description which may subsequently be made by the Company.

- 16.21 Any Director may continue to be or become a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any other company in which the Company may be interested and (unless otherwise agreed between the Company and the Director) no such Director shall be liable to account to the Company or the members for any remuneration, profit or other benefits received by him as a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any such other company. The Directors may exercise the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by them as directors of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them as directors, managing directors, joint managing directors, deputy managing directors, executive directors, managers or other officers of such company or providing for payment of remuneration or other benefits for such office) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or is about to be, appointed a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer of such a company, and that as such he is or may become interested in the exercise of such voting rights in the manner aforesaid.
- 16.22 A Director may hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his office of Director for such period and upon such terms as the Board may determine, and may be paid such extra remuneration therefor (whether by way of salary, commission, participation in profit or otherwise) as the Board may determine, and such extra remuneration shall be in addition to any remuneration provided for by or pursuant to any other Article. A Director may also act by himself or his firm in a professional capacity for the Company (other than as Auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

Director may
not vote
where he has
a material
interest
App 3
r.4(1)

16.23 A Director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his close associates (or, if required by the Listing Rules, his other associates) has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:

Director may
vote in
respect of
certain
matters
App 3
Note 1

- (a) any proposal, contract or arrangement for the giving of any security or indemnity either:
- (i) to the Director or any of his close associates in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
 - (ii) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his close associates has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (b) any proposal, contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his close associates is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (c) any proposal, contract or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:
- (i) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or any of his close associates may benefit; or
 - (ii) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to Directors, their close associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or any of his close associates as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and

(d) any contract or arrangement in which the Director or any of his close associates is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.

Director may
vote on
proposals not
concerning
own
appointment

16.24 Where proposals are under consideration concerning the appointment (including fixing or varying the terms of or terminating the appointment) of two or more Directors to offices or employments with the Company or any company in which the Company is interested, such proposals shall be divided and considered in relation to each Director separately and in such case each of the Directors concerned (if not prohibited from voting under Article 16.23) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.

Who to
decide
whether a
Director may
vote

16.25 If any question shall arise at any meeting of the Board as to the materiality of a Director's interest or the significance of a contract, arrangement or transaction or proposed contract, arrangement or transaction or as to the entitlement of any Director to vote or form part of a quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman of the meeting (or, where such question relates to the interest of the Chairman, to the other Directors at the meeting) and his ruling (or, as appropriate, the ruling of the other Directors) in relation to any other Director (or, as appropriate, the Chairman) shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned (or, as appropriate, the Chairman) as known to such Director (or, as appropriate, the Chairman) has not been fairly disclosed to the Board.

17 Managing Directors

Power to
appoint
Managing
Directors,
etc.

17.1 The Board may from time to time appoint any one or more of its body to the office of Managing Director, Joint Managing Director, Deputy Managing Director, or other Executive Director and/or such other employment or executive office in the management of the business of the Company as it may decide for such period and upon such terms as it thinks fit and upon such terms as to remuneration as it may decide in accordance with Article 16.17.

Removal of
Managing
Director, etc.

17.2 Every Director appointed to an office under Article 17.1 shall, without prejudice to any claim for damages that such Director may have against the Company or the Company may have against such Director for any breach of any contract of service between him and the Company, be liable to be dismissed or removed therefrom by the Board.

Cessation of
appointment

17.3 A Director appointed to an office under Article 17.1 shall be subject to the same provisions as to removal as the other Directors, and he shall, without prejudice to any claim for damages that such Director may have against the Company or the Company may have against such Director for any breach of any contract of service between him and the Company, ipso facto and immediately cease to hold such office if he shall cease to hold the office of Director for any cause.

Powers may
be delegated

17.4 The Board may from time to time entrust to and confer upon a Managing Director, Joint Managing Director, Deputy Managing Director or Executive Director all or any of the powers of the Board that it may think fit. But the exercise of all powers by such Director shall be subject to such regulations and restrictions as the Board may from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied but no person dealing in good faith and without notice of such withdrawal, revocation or variation shall be affected thereby.

18 Management

General
powers of
Company
vested in
Board

18.1 Subject to any exercise by the Board of the powers conferred by Articles 19.1 to 19.3, the management of the business of the Company shall be vested in the Board which, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the Companies Law Act expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Companies Law Act and these Articles and to any regulation from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. For the avoidance of doubt, the general powers conferred by this Article shall not be limited or restricted by any special authority or power conferred to the Board by any other Articles.

18.2 Without prejudice to the general powers conferred by these Articles, it is hereby expressly declared that the Board shall have the following powers:

- (a) to give to any person the right or option of requiring at a future date that an allotment shall be made to him of any share at par or at such premium as may be agreed; and

- (b) to give to any Directors, officers or employees of the Company an interest in any particular business or transaction or participation in the profits thereof or in the general profits of the Company either in addition to or in substitution for a salary or other remuneration.

App 13
Part B
r.5(2)

18.3 For so long as the shares of the Company are listed on the Exchange, ~~Except~~ as would be permitted by the Companies Ordinance if the Company were a company incorporated in Hong Kong, and except as permitted under the Companies ~~Law~~Act, the Company shall not directly or indirectly:

- (a) make a loan to a Director or ~~his close associates~~ or a director of any holding company of the Company or a body corporate controlled by such a director or Director or to any of their respective close associates;
- (b) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or ~~such a director~~ of any holding company of the Company or to any of their respective close associates or a body corporate controlled by such a director or Director; or
- (c) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.

19 Managers

Appointment
and
remuneration
of managers

19.1 The Board may from time to time appoint a general manager, manager or managers of the Company and may fix his or their remuneration either by way of salary or commission or by conferring the right to participation in the profits of the Company or by a combination of two or more of these modes and pay the working expenses of any of the staff of the general manager, manager or managers who may be employed by him or them in connection with the conduct of the business of the Company.

Tenure of
office and
powers

19.2 The appointment of such general manager, manager or managers may be for such period as the Board may decide and the Board may confer upon him or them all or any of the powers of the Board as it may think fit.

Terms and
conditions of
appointment

19.3 The Board may enter into such agreement or agreements with any such general manager, manager or managers upon such terms and conditions in all respects as the Board may in its absolute discretion think fit, including a power for such general manager, manager or managers to appoint an assistant manager or managers or other employees whatsoever under them for the purpose of carrying on the business of the Company.

20 Proceedings of Directors

Meetings of
Directors/
Quorum etc.

20.1 The Board may meet (by any means as the Board may deem fit) together for the despatch of business, adjourn or postpone and otherwise regulate its meetings and proceedings as it thinks fit in any part of the world and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall be a quorum. For the purposes of this Article an alternate Director shall be counted in a quorum in place of the Director who appointed him and an alternate Director who is an alternate for more than one Director shall for quorum purposes be counted separately in respect of himself (if he is a Director) and in respect of each Director for whom he is an alternate (but so that nothing in this provision shall be construed as authorising a meeting to be constituted when only one person is physically present). A meeting of the Board or any committee of the Board may be held by means of a telephone or tele-conferencing or electronic facilities or any other ~~telecommunications facility~~ communication equipment or electronic means provided that all participants are thereby able to communicate contemporaneously by voice with all other participants and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. For the avoidance of doubt, all business transacted at a meeting of the Board or a committee of the Board conducted in accordance with this Article 20.1 is for the purposes of these Articles deemed to be validly and effectively transacted at a meeting of the Board or a committee of the Board although fewer than two Directors or alternate Directors are physically present at the same place. The meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting is located.

Convening of
board
meeting

20.2 A Director may, and on request of a Director the Secretary shall, at any time summon a meeting of the Board. Failing any determination by the Board, not less than 48 hours' notice thereof shall be given to each Director either in writing or orally (whether in person by telephone) or by facsimile or other electronic means, ~~telex or telegram~~ at the address or telephone, facsimile or ~~telex number~~ electronic address from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine.

How questions to be decided

20.3 Subject to Articles 16.20 to 16.25, questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.

Chairman

20.4 The Board may elect a Chairman of its meetings and determine the period for which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

Power of meeting

20.5 A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles for the time being vested in or exercisable by the Board generally.

Power to appoint committee and to delegate

20.6 The Board may delegate any of its powers to committees consisting of such member or members of the Board (including alternate Directors in the absence of their appointers) and such other person or persons as the Board thinks fit, and it may from time to time revoke such delegation or revoke the appointment of and discharge any committees either wholly or in part, and either as to persons or purposes, but every committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Board.

Acts of committee to be of same effect as act of Directors

20.7 All acts done by any such committee in conformity with such regulations and in fulfilment of the purposes for which it is appointed, but not otherwise, shall have the like force and effect as if done by the Board, and the Board shall have power, with the consent of the Company in general meeting, to remunerate the members of any such committee, and charge such remuneration to the current expenses of the Company.

Proceedings of committee

20.8 The meetings and proceedings of any such committee consisting of two or more members of ~~the Board~~ such committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not replaced by any regulations imposed by the Board pursuant to Article 20.6.

Minutes of proceedings of meetings and Directors

20.9 The Board shall cause minutes to be made of:

- (a) all appointments of officers made by the Board;
- (b) the names of the Directors present at each meeting of the Board and of committees appointed pursuant to Article 20.6;

- (c) all declarations made or notices given by any Director of his interest in any contract, transaction or arrangement or proposed contract, transaction or arrangement or of his holding of any office or property whereby any conflict of duty or interest may arise; and
- (d) all resolutions and proceedings at all meetings of the Company and of the Board and of such committees.

20.10 Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the chairman of the meeting or by the chairman of the succeeding meeting.

20.11 All acts bona fide done by any meeting of the Board or by a committee ~~of Directors~~ appointed pursuant to these Articles or by any person acting as Director shall, notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of such Director, such member or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or member of such committee as the case may be.

When acts of
Directors or
committee to
be valid
notwithstanding
defects

20.12 The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company but for no other purpose.

Directors'
powers when
vacancies
exist

20.13 Unless required otherwise by the Listing Rules, a resolution in writing signed by each and every one of the Directors (or their respective alternates pursuant to Article 16.9), except such Director(s) as are absent from Hong Kong or are temporarily unable to act through ill-health or disability, and except all the alternate Directors (if applicable) whose appointors are temporarily unable to act as aforesaid (provided that such number is sufficient to constitute a quorum necessary for a meeting of the Board and further provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notice of Board meetings in the same manner as notices of meetings are required to be given by these Articles), shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. A notification of consent or signification or indication of agreement to such resolution given by a Director (or his alternate Director) in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his signature to such resolution in writing for the purpose of this Article, which shall be as valid and effective as if it were bearing the handwritten signature of the relevant Director (or alternate

Directors'
resolutions

Director). Notwithstanding the foregoing, a resolution which relates to any matter or business in which a substantial shareholder of the Company (as defined in the Listing Rules from time to time), or a Director, has an interest conflicting with that of the Company which the Board determines, prior to the passing of such resolution, to be material, shall not be passed by a resolution in writing and shall only be passed at a meeting of the Directors held in accordance with these Articles.

21 Secretary

Appointment of Secretary

21.1 The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board. Anything by the Companies ~~Law-Act~~ or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary appointed by the Board, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically in that behalf by the Board.

Same person not to act in two capacities at once

21.2 A provision of the Companies ~~Law-Act~~ or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.

22 General Management and Use of the Seal

Custody and use of seal

22.1 The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee ~~of the Board~~ appointed pursuant to these Articles authorised by the Board in that behalf, and every instrument to which such seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board or such committee for the purpose. The securities seal which shall be a facsimile of the common seal with the word “Securities” engraved thereon (or in such other form as the Board may approve) shall be used exclusively for sealing securities issued by the Company and for sealing documents creating or evidencing securities so issued. The Board may either generally or in any particular case resolve that the securities seal or any signatures or any of them may be affixed to or imprinted on certificates for shares, warrants, debentures or any other form of security by facsimile or other mechanical means specified in such authority or that any such certificates sealed with the securities seal need not be signed by any person. Every instrument to which the seal is affixed or on which the seal is imprinted as aforesaid shall, as regards all persons dealing in good faith with the Company, be deemed to have been affixed to or imprinted on that instrument with the authority of the Directors previously given.

- Duplicate seal 22.2 The Company may have a duplicate seal for use outside of the Cayman Islands as and where the Board shall determine, and the Company may by writing under the seal appoint any agents or agent, committees or committee abroad to be the agents of the Company for the purpose of affixing and using such duplicate seal and they may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the seal, the reference shall, when and so far as may be applicable, be deemed to include any such duplicate seal as aforesaid.
- Cheques and banking arrangements 22.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, indorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine. The Company's banking accounts shall be kept with such banker or bankers as the Board shall from time to time determine.
- Power to appoint attorney 22.4 The Board may from time to time and at any time, by power of attorney under the seal, appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.
- Execution of deeds by attorney 22.5 The Company may, by writing under its seal, empower any person, either generally or in respect of any specified matter, as its attorney to execute deeds and instruments on its behalf in any part of the world and to enter into contracts and sign the same on its behalf and every deed signed by such attorney on behalf of the Company and under his seal shall bind the Company and have the same effect as if it were under the seal of the Company.
- Regional or local boards 22.6 The Board may establish any committees, regional or local boards or agencies for managing any of the affairs of the Company, either in the Cayman Islands, Hong Kong, the People's Republic of China or elsewhere, and may appoint any persons to be members of such committees, regional or local boards or agencies and may fix their remuneration, and may delegate to any committee, regional or local board or agent any of the powers, authorities and discretions vested in the Board (other than its powers to make calls and forfeit shares), with power to sub-delegate, and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be upon such terms and subject to such conditions as the Board may think fit,

and the Board may remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Power to
establish
pension funds
and employee
share option
schemes

22.7 The Board may establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or provident or superannuation funds or (with the sanction of an ordinary resolution) employee or executive share option schemes for the benefit of, or give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or is allied or associated with the Company or with any such subsidiary company, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, and holding or who have held any salaried employment or office in the Company or such other company, and the wives, widows, families and dependents of any such persons. The Board may also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, and may make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object. The Board may do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

23 Capitalisation of Reserves

Power to capitalise

23.1 The Company in general meeting may upon the recommendation of the Board by ordinary resolution resolve that it is desirable to capitalise all or any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or funds or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of dividend on any shares with a preferential right to dividend) and accordingly that such sums be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares, debentures or other securities of the Company to be allotted and distributed credited as fully paid up to and amongst such members in proportion aforesaid or partly in one way and partly in the other, and the Board shall give effect to such resolution, provided that a share premium account and a capital redemption reserve and any

reserve or fund representing unrealised profits may, for the purposes of this Article, only be applied in paying up unissued shares to be issued to members as fully paid up shares or paying up calls or instalments due or payable on partly paid securities of the Company subject always to the provisions of the Companies ~~Law~~Act.

Effect of
resolution to
capitalise

23.2 Wherever such a resolution as referred to in Article 23.1 shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid up shares, debentures or other securities, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board:

- (a) to make such provision by the issue of fractional certificates or by payment in cash or otherwise (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the members concerned) as they think fit in cases where shares, debentures or other securities become distributable in fractions;
- (b) to exclude the right of participation or entitlement of any member with a registered address outside any territory where in the absence of a registration statement or other special or onerous formalities the circulation of an offer of such right or entitlement would or might be unlawful or where the Board consider the costs, expense or possible delays in ascertaining the existence or extent of the legal and other requirements applicable to such offer or the acceptance of such offer out of proportion to the benefits of the Company; and
- (c) to authorise any person to enter on behalf of all members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares, debentures or other securities to which they may be entitled upon such capitalisation, or, as the case may require, for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

23.3 The Board may, in relation to any capitalisation sanctioned under Article 23.2 in its absolute discretion specify that, and in such circumstances and if directed so to do by a member or members entitled to an allotment and distribution credited as fully paid up of unissued shares or debentures in the Company pursuant to such capitalisation, the unissued shares, debentures

or other securities to which that member is entitled shall be allotted and distributed credited as fully paid up to such person or persons as that member may nominate by notice in writing to the Company, such notice to be received not later than the day for which the general meeting of the Company to sanction the capitalisation is convened.

24 Dividends and Reserves

Power to declare dividends

24.1 Subject to the Companies Law-Act and these Articles, the Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board.

24.2 The dividends, interest and bonuses and any other benefits and advantages in the nature of income receivable in respect of the Company’s investments, and any commissions, trusteeship, agency, transfer and other fees and current receipts of the Company shall, subject to the payment thereof of the expenses of management, interest upon borrowed money and other expenses which in the opinion of the Board are of a revenue nature, constitute the profits of the Company available for distribution.

Board’s power to pay interim dividends

24.3 The Board may from time to time pay to the members such interim dividends as appear to the Board to be justified by the profits of the Company and, in particular (but without prejudice to the generality of the foregoing), if at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer on 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, the Board shall not incur any responsibility to the holders of shares conferring any preferential rights.

24.4 The Board may also pay half-yearly or at other intervals to be selected by it any dividend which may be payable at a fixed rate if the Board is of the opinion that the profits available for distribution justify the payment.

Powers of Directors to declare and pay special dividends

24.5 The Board may in addition from time to time declare and pay special dividends on shares of any class of such amounts and on such dates as they think fit, and the provisions of Article 24.3 as regards the powers and the exemption from liability of the Board as relate to declaration and payment of interim dividends shall apply, mutatis mutandis, to the declaration and payment of any such special dividends.

Dividends not
to be paid
out of capital

24.6 No dividend shall be declared or payable except out of the profits and reserves of the Company lawfully available for distribution including share premium. No dividend shall carry interest against the Company.

Scrip dividends

24.7 Whenever the Board or the Company in general meeting has resolved that a dividend be paid or declared on the share capital of the Company, the Board may further resolve:

EITHER

As to cash election

(a) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up, provided that the members entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment. In such case, the following provisions shall apply:

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

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

(iii) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded;

(iv) the dividend (or that part of the dividend to be satisfied by the allotment of shares as aforesaid) shall not be payable in cash on shares in respect whereof the cash election has not been duly exercised (the "**non-elected shares**") and in satisfaction thereof shares shall be allotted credited as fully paid to the holders of the non-elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company or any part of any of the Company's reserve accounts (including any special account, share premium account and capital redemption reserve (if there be any such reserve)) or profit and loss account or amounts otherwise available for distribution as the Board may determine, a sum equal to the aggregate nominal amount of the shares to be allotted on such basis and apply the same in paying up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the non-elected shares on such basis;

OR

As to scrip election

- (b) that members entitled to such dividend shall be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the Board may think fit. In such case, the following provisions shall apply:
- (i) the basis of any such allotment shall be determined by the Board;
 - (ii) the Board, after determining the basis of allotment, shall give not less than two weeks' notice in writing to members of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;
 - (iii) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded;
 - (iv) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable on shares in respect whereof the share election has been duly exercised (the "**elected shares**") and in lieu thereof shares shall be allotted credited as fully paid to the holders of the elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company's reserve accounts (including any special account, share premium account and capital redemption reserve (if there be any such reserve)) or profit and loss account or amounts otherwise available for distribution as the Board may determine, a sum equal to the aggregate nominal amount of the shares to be allotted on such basis and apply the same in paying up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the elected shares on such basis.

24.8 The shares allotted pursuant to the provisions of Article 24.7 shall be of the same class as the class of, and shall rank pari passu in all respects with, the shares then held by the respective allottees save only as regards participation:

- (a) in the relevant dividend (or share or cash election in lieu thereof as aforesaid); or

(b) in any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneously with the payment or declaration of the relevant dividend, unless contemporaneously with the announcement by the Board of its proposal to apply the provisions of Article 24.7(a) or 24.7(b) in relation to the relevant dividend or contemporaneously with its announcement of the distribution, bonus or rights in question, the Board shall specify that the shares to be allotted pursuant to the provisions of Article 24.7 shall rank for participation in such distributions, bonuses or rights.

24.9 The Board may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of Article 24.8 with full power to the Board to make such provisions as it thinks fit in the case of shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the members concerned). The Board may authorise any person to enter into on behalf of all members interested, an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made pursuant to such authority shall be effective and binding on all concerned.

24.10 The Company may upon the recommendation of the Board by ordinary resolution resolve in respect of any one particular dividend of the Company that notwithstanding the provisions of Article 24.7 a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid without offering any right to members to elect to receive such dividend in cash in lieu of such allotment.

24.11 The Board may on any occasion determine that rights of election and the allotment of shares under Article 24.7 shall not be made available or made to any members with registered addresses in any territory where in the absence of a registration statement or other special formalities the circulation of an offer of such rights of election or the allotment of shares would or might be unlawful, or where the Board considers the costs, expenses or possible delays in ascertaining the existence or extent of the legal and other requirements applicable to such offer or the acceptance of such offer out of proportion to the benefit of the Company, and in any such case the provisions aforesaid shall be read and construed subject to such determination.

24.12 The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. The Company may apply the share

Share
premium and
reserves

premium account in any manner permitted by the Companies Law Act. The Company shall at all times comply with the provisions of the Companies Law Act in relation to the share premium account.

24.13 The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for meeting claims on or liabilities of the Company or contingencies or for paying off any loan capital or for equalising dividends or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (including shares, warrants and other securities of the Company) as the Board may from time to time think fit, and so that it shall not be necessary to keep any reserves separate or distinct from any other investments of the Company. The Board may also without placing the same to reserve carry forward any profits which it may think prudent not to distribute by way of dividend.

Dividends to be paid in proportion to paid up capital

24.14 Unless and to the extent that the rights attached to any shares or the terms of issue thereof otherwise provide, all dividends shall (as regards any shares not fully paid throughout the period in respect of which the dividend is paid) be apportioned and paid pro rata according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid. For the purpose of this Article no amount paid up on a share in advance of calls shall be treated as paid up on the share.

Retention of dividends, etc.

24.15 The Board may retain any dividends or other monies payable on or in respect of a share upon which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

24.16 The Board may retain any dividends or other monies payable upon shares in respect of which any person is, under the provisions as to the transmission of shares hereinbefore contained, entitled to become a member, or in respect of which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.

Deduction of debts

24.17 The Board may deduct from any dividend or other monies payable to any member all sums of money (if any) presently payable by him to the Company on account of calls, instalments or otherwise.

Dividend and
call together

24.18 Any general meeting sanctioning a dividend may make a call on the members of such amount as the meeting resolves, but so that the call on each member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the member, be set off against the call.

Dividend in specie

24.19 The Board, with the sanction of the members in general meeting, may direct that any dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular (but without limitation) of paid up shares, debentures or warrants to subscribe securities of the Company or any other company, or in any one or more of such ways, with or without offering any rights to members to elect to receive such dividend in cash, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may disregard fractional entitlements, round the same up or down or provide that the same shall accrue to the benefit of the Company rather than to the members concerned, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective and binding on the members. Where required, a contract shall be filed in accordance with the provisions of the Companies Law Act and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend and such appointment shall be effective; and binding on the members. The Board may resolve that no such assets shall be made available to members with registered addresses in any particular territory or territories where, in the absence of a registration statement or other special formalities, such distribution of assets would or might, in the opinion of the Board, be unlawful or impracticable and in such event the only entitlement of the members aforesaid shall be to receive cash payments as aforesaid. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of members for any purpose whatsoever.

Effect of transfer

24.20 A transfer of shares shall not pass therewith the right to any dividend or bonus declared thereon before the registration of the transfer.

24.21 Any resolution declaring or resolving upon the payment of a dividend or other distribution on shares of any class, whether a resolution of the Company in general meeting or a resolution of the Board, may, subject to the provisions of the Listing Rules, specify that the same shall be payable or made to the persons registered as the holders of such shares at the close of business on a particular date, notwithstanding that it may be a date prior to that on which the

resolution is passed, and thereupon the dividend or other distribution shall be payable or made to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend of transferors and transferees of any such shares.

Receipt for dividends by joint holders of share

24.22 If two or more persons are registered as joint holders of any shares, any one of such persons may give effectual receipts for any dividends, interim and special dividends or bonuses and other monies payable or rights or property distributable in respect of such shares.

Payment by post

24.23 Unless otherwise directed by the Board, any dividend, interest or other sum payable in cash to a holder of shares may be paid by cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of the person whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares and shall be sent at his or their risk, and the payment of any such cheque or warrant by the bank on which it is drawn shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.

App 3 r.13(1)

24.24 The Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise its power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.

Unclaimed dividend App 3 r.13(2)

24.25 All dividends or bonuses unclaimed for one year after having been declared may be invested or otherwise made use of by the Board for the exclusive benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof or be required to account for any money earned thereon. All dividends or bonuses unclaimed for six years after having been declared may be forfeited by the Board and shall revert to the Company and after such forfeiture no member or other person shall have any right to or claim in respect of such dividends or bonuses.

25 Untraceable Members

Sale of
shares of
untraceable
members

25.1 The Company shall be entitled to sell any shares of a member or the shares to which a person is entitled by virtue of transmission on death or bankruptcy or operation of law if and provided that:

- (a) all cheques or warrants, not being less than three in number, for any sums payable in cash to the holder of such shares have remained uncashed for a period of 12 years;
- (b) the Company has not during that time or before the expiry of the three month period referred to in Article 25.1(d) below received any indication of the whereabouts or existence of the member or person entitled to such shares by death, bankruptcy or operation of law;
- (c) during the 12-year period, at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed by the member; and
- (d) upon expiry of the 12-year period, the Company has caused an advertisement to be published in the newspapers, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided, giving notice of its intention to sell such shares, and a period of three months has elapsed since such advertisement and the Exchange has been notified of such intention.

App 3
r.13(2)(a)

App 3
r.13(2)(b)

The net proceeds of any such sale shall belong to the Company and upon receipt by the Company of such net proceeds it shall become indebted to the former member for an amount equal to such net proceeds.

25.2 To give effect to any sale contemplated by Article 25.1 the Company may appoint any person to execute as transferor an instrument of transfer of the said shares and such other documents as are necessary to effect the transfer, and such documents shall be as effective as if it had been executed by the registered holder of or person entitled by transmission to such shares and the title of the transferee shall not be affected by any irregularity or invalidity in the proceedings relating thereto. The net proceeds of sale shall belong to the Company which shall be obliged to account to the former member or other person previously entitled as aforesaid for an amount equal to such proceeds and shall enter the name of such former member or other person in the books of the Company as a creditor for such amount. No trust shall be created in respect of the debt, no interest shall be payable in respect of the same and

the Company shall not be required to account for any money earned on the net proceeds, which may be employed in the business of the Company or invested in such investments (other than shares or other securities in or of the Company or its holding company if any) or as the Board may from time to time think fit.

26 Document Destruction

Destruction
of registrable
documents,
etc.

The Company shall be entitled to destroy all instruments of transfer, probate, letters of administration, stop notices, powers of attorney, certificates of marriage or death and other documents relating to or affecting title to securities in or of the Company (“**Registrable Document(s)**”) which have been registered at any time after the expiration of six years from the date of registration thereof and all dividend mandates and notifications of change of address at any time after the expiration of two years from the date of recording thereof and all share certificates which have been cancelled at any time after the expiration of one year from the date of the cancellation thereof and it shall conclusively be presumed in favour of the Company that every entry in the register if purporting to have been made on the basis of an instrument of transfer or Registrable Document so destroyed was duly and properly made and every instrument of transfer or Registrable Document so destroyed was a valid and effective instrument or document duly and properly registered and every share certificate so destroyed was a valid and effective certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company, provided always that:

- (a) the provisions aforesaid shall apply only to the destruction of a document in good faith and without express notice of the Company of any claim (regardless of the parties thereto) to which the document might be relevant;
- (b) nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company in the absence of this Article; and
- (c) references herein to the destruction of any document include references to the disposal thereof in any manner.

Notwithstanding any provision contained in these Articles, the Directors may, if permitted by applicable law, authorise the destruction of any documents referred to in this Article or any other documents in relation to share registration which have been microfilmed or

electronically stored by the Company or by the share registrar on its behalf provided always that this Article shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document might be relevant to a claim.

27 Annual Returns and Filings

Annual
returns and
filings

The Board shall make the requisite annual returns and any other requisite filings in accordance with the Companies ~~Law~~Act.

28 Accounts

Accounts to
be kept
App 13
Part B
r.4(1)

28.1 The Board shall cause to be kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions and otherwise in accordance with the Companies ~~Law~~Act.

Where
accounts are
to be kept

28.2 The books of account shall be kept at the Company's principal place of business in Hong Kong or, subject to the provisions of the Companies ~~Law~~Act, at such other place or places as the Board thinks fit and shall always be open to inspection by the Directors.

Inspection by
members

28.3 The Board shall from time to time determine whether, to what extent, at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to inspection by the members (other than officers of the Company) and no member (other than a Director) shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the Companies ~~Law~~Act or any other relevant law or regulation or as authorised by the Board or by the Company in general meeting.

Annual profit
and loss
account and
balance sheet
App 13
Part B
r.4(2)

28.4 The Board shall cause to be prepared and to be laid before the members at every annual general meeting a profit and loss account for the period, in the case of the first account, since the incorporation of the Company and, in any other case, since the preceding account, together with a balance sheet as at the date to which the profit and loss account is made up and a Directors' report with respect to the profit or loss of the Company for the period covered by the profit and loss account and the state of the Company's affairs as at the end of such period, an Auditors' report on such accounts prepared pursuant to Article 29.1 and such other reports and accounts as may be required by law.

Annual report
of Directors
and balance
sheet to be
sent to
members etc.
App 13
Part B
r.3(3)
App 3
r.5

28.5 Copies of those documents to be laid before the members at an annual general meeting shall not less than 21 days before the date of the meeting be sent in the manner in which notices may be served by the Company as provided herein to every member and every holder of debentures of the Company, provided that the Company shall not be required to send copies of those documents to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

28.6 To the extent permitted by and subject to due compliance with these Articles, the Companies ~~Law Act~~ and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies ~~Law Act~~, a summary financial statement derived from the Company’s annual accounts, together with the Directors’ report and the Auditors’ report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies ~~Law Act~~ and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director’s report and the Auditor’s report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company’s annual accounts, together with the Directors’ report and the Auditor’s report thereon.

28.7 The requirement to send to a person referred to in Article 28.5 the documents referred to in that Article or a summary financial report in accordance with Article 28.6 shall be deemed satisfied where, in accordance with all applicable laws, rules and regulations, including, without limitation, the rules of the Exchange, the Company publishes copies of the documents referred to in Article 28.5 and, if applicable, a summary financial report complying with Article 28.6, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.

29 Audit

Auditors
App 13
Part B
r.4(2)

29.1 The Auditors shall audit the profit and loss account and balance sheet of the Company in each year and shall prepare a report thereon to be annexed thereto. Such report shall be laid before the Company at its annual general meeting in each year and shall be open to

inspection by any member. The Auditors shall at the next annual general meeting following their appointment and at any other time during their term of office, upon request of the Board or any general meeting of the members, make a report on the accounts of the Company in general meeting during their tenure of office.

Appointment,
removal and
remuneration
of Auditors
App 3
r.17

29.2 The Company shall at every annual general meeting by ordinary resolution appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting and the members shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed by ordinary resolution, or in the manner specified in such resolution ~~provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board.~~ No person may be appointed as the, or an, Auditor, unless he is independent of the Company. ~~The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.~~ If the office of the Auditor becomes vacant by resignation or death of the Auditor, or by the Auditor becoming incapable of acting by reason of illness or other disability, the Directors may fill the casual vacancy in the office of Auditor. The Auditor so appointed shall hold office until the next annual general meeting of the Company and shall then be subject to appointment by members under this Article at such remuneration to be determined by the members under this Article.

When
accounts to
be deemed
settled

29.3 Every statement of accounts audited by the Auditors and presented by the Board at an annual general meeting shall after approval at such meeting be conclusive except as regards any error discovered therein within three months of the approval thereof. Whenever any such error is discovered within that period, it shall forthwith be corrected, and the statement of account amended in respect of the error shall be conclusive.

30 Notices

Service of
notices
App 3
r.7(t)

30.1 Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either (i) by serving it personally or by sending it through the post in a prepaid letter addressed to such member at

his registered address as appearing in the register (or, in the case of other entitled person, to such address as that other person may provide for such purpose); (ii) ~~or,~~ to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company; (iii) ~~or~~ by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means; (iv) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Companies Act, the Listing Rules and other applicable laws, rules and regulations; or (v) (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Every member or a person who is entitled to receive notice from the Company under the provisions of the Companies Act or these Articles may register with the Company an electronic address to which notices can be served upon him.

30.2 Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) every person shown as a member in the register of members as of the record date for such meeting except that in the case of joint holders the notice shall be sufficient if given to the joint holder first named in the register of members;
- (b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member of record where the member of record but for his death or bankruptcy would be entitled to receive notice of the meeting;
- (c) the Auditors;
- (d) each Director and alternate Director;
- (e) the Exchange; and
- (f) such other person to whom such notice is required to be given in accordance with the Listing Rules.

30.3 No other person shall be entitled to receive notices of general meetings.

Members out
of Hong
Kong
App³
r.7(2)
App³
r.7(3)

30.4 A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.

When notice
deemed to be
served

30.5 Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.

30.6 Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.

30.7 Any notice served by announcement or advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the announcement or advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).

30.8 Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, provided that any failure in transmission beyond the sender's control shall not invalidate the effectiveness of the notice or document being served.

30.9 Any notice or other document published on the Company's Website and/or the Exchange's website shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company's Website and/or the Exchange's website (or such later time as may be prescribed by the Listing Rules).

Service of notice to persons entitled on death, mental disorder or bankruptcy of a member

~~30.9~~30.10 A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

Transferee bound by prior notices

~~30.10~~30.11 Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address (including electronic address) being entered on the register shall have been duly given to the person from whom he derives his title to such share.

Notice valid though member deceased

~~30.11~~30.12 Any notice or document delivered or sent to any member in pursuance of these Articles, shall notwithstanding that such member be then deceased or bankrupt or that any other event has occurred and whether or not the Company has notice of his death or bankruptcy or such other event be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives or such persons entitled to such shares and all persons (if any) jointly interested with him in any such shares.

How notice to be signed

~~30.12~~30.13 The signature to any notice to be given by the Company may be written or printed by means of facsimile or, where relevant, by ~~E~~electronic ~~S~~signature.

31 Information

Member not entitled to information

31.1 No member shall be entitled to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Board would not be in the interests of the members or the Company to communicate to the public.

Directors
entitled to
disclose
information

31.2 The Board shall be entitled to release or disclose any information in its possession, custody or control regarding the Company or its affairs to any of its members including, without limitation, information contained in the register of members and transfer books of the Company.

32 Winding Up

App 3
r.21

32.1 Subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily.

Power to
distribute
assets in
specie
following
liquidation

~~32.1~~32.2 If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution of the Company and any other sanction required by the Companies ~~Law~~Act divide among the members *in specie* or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the Companies ~~Law~~Act, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.

Distribution
of assets in
liquidation

~~32.2~~32.3 If the Company shall be wound up, and the assets available for distribution amongst the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively. If in a winding up the assets available for distribution amongst the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital paid up at the commencement of the winding up on the shares held by them respectively. This Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

Service of process

~~32.3~~32.4 In the event of a winding-up of the Company in Hong Kong, every member who is not for the time being in Hong Kong shall be bound, within 14 days after the passing of an effective resolution to wind up the Company voluntarily, or the making of an order for the winding-up of the Company, to serve notice in writing on the Company appointing some person resident

in Hong Kong and stating that person's full name, address and occupation upon whom all summonses, notices, process, orders and judgments in relation to or under the winding-up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such member to appoint some such person, and service upon any such appointee, whether appointed by the member or the liquidator, shall be deemed to be good personal service on such member for all purposes, and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such member by advertisement as he shall deem appropriate or by a registered letter sent through the post and addressed to such member at his address as appearing in the register, and such notice shall be deemed to be service on the day following that on which the advertisement first appears or the letter is posted.

33 Indemnities

Indemnities
of Directors
and Officers

- 33.1 Every Director, Auditor or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him as a Director, Auditor or other officer of the Company in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted.
- 33.2 Subject to the Companies ~~Law~~Act, if any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.
- 33.3 Subject to the Companies Act and as authorised by the Memorandum, the Company may purchase and maintain for any officer of the Company (i) insurance against any liability to the Company, an associated company or any other party in respect of any negligence, default, breach of duty or breach of trust (save for fraud) of which he may be guilty in relation to the Company or an associated company; and (ii) insurance against any liability incurred by him in defending any proceedings, whether civil or criminal, taken against him for any negligence, default, breach of duty or breach of trust (including fraud) of which he may be guilty in relation to the Company or an associated company. In this Article, "associated company" in relation to the Company means any company that is the Company's subsidiary or holding company or a subsidiary of the Company's holding company.

34 Financial Year

Financial year

~~The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it.~~ Unless the Directors otherwise prescribe, the financial year of the Company shall begin on 1 September and end on 31 August in each year.

35 Amendment of Memorandum and ArticlesAmendment
of
Memorandum
and Articles
App 13
Part B
r. 16

Subject to the Companies ~~Law~~Act, the Company may at any time and from time to time by special resolution alter or amend the Memorandum and these Articles in whole or in part.

36 Transfer by Way of ContinuationTransfer by
Way of
Continuation

The Company shall, subject to the provisions of the Companies ~~Law~~Act and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

37 Mergers and ConsolidationsMergers and
Consolidations

The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Companies ~~Law~~Act), upon such terms as the Directors may determine.

**Edvantage Group Holdings Limited****中匯集團控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock code: 0382)**

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company (the “**Annual General Meeting**”) will be held at 4:00 p.m. on 27 January 2023, Friday at Room 1102, 11/F, Wing On Plaza, 62 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong for the purposes of transacting the following business:

ORDINARY RESOLUTION(S)

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 August 2022.
2. (a) Conditional on resolution numbered 2(b) as set out in the notice convening this meeting having been passed, to declare a final dividend of HK9.60 cents per share of the Company for the year ended 31 August 2022 (“**Final Dividend**”).

(b) Conditional on resolution numbered 2(a) as set out in the notice convening this meeting having been passed, to approve the Final Dividend be satisfied wholly by way of Final Dividend Shares (as defined in the circular of the Company dated 30 December 2022, the “**Circular**”) without offering any right to shareholders of the Company to elect to receive such dividend in cash in lieu of such allotment and capitalisation from the Company’s reserves for such allotment, and to authorise the Directors to arrange for the Final Dividend Shares which would otherwise have been issued to the Prohibited Shareholders (as defined in the Circular) to be sold in the market as soon as practicable after dealings in the Final Dividend Shares commence, and distribute the net proceeds of sale, after deduction of the related expenses, of HK\$100 or more in Hong Kong dollars to the relevant Prohibited Shareholders, if any, pro-rata to their respective shareholdings and remittances therefor by post, at their own risk, unless the amount falling to be distributed to any such persons is less than HK\$100, and in such case, to authorise the Directors to retain such amount for the benefit of the Company.

3. To declare a special final dividend of HK1.60 cents per share of the Company for the year ended 31 August 2022 to be paid out of the share premium account of the Company.
4. (a) To re-elect the following retiring directors of the Company (“**Director(s)**”):
 - (i) Mr. Liu Yung Chau, executive Director
 - (ii) Ms. Chen Yuan, Rita, executive Director
 - (iii) Mr. O’Yang Wiley, independent non-executive Director
- (b) To authorise the board of Directors of the Company to fix the remuneration of the Directors.
5. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorise the board of Directors to fix their remuneration.
6. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:
 - (A) “**That:**
 - (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (ii) the approval in paragraph (i) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period (as hereinafter defined);

(iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) of this resolution above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company or any other 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 of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20 per cent of the number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of new shares of the Company that may be allotted and issued as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same) and the said approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

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

(1) the conclusion of the next annual general meeting of the Company;

(2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held;

(3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(b) “**Rights Issue**” means an offer of shares in the capital of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the Directors to holders of shares in the capital of the Company or any class thereof whose names appear on the register of members on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion 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, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) “That:

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares at a price determined by the Directors;
- (iii) the aggregate number of shares of the Company, which may be repurchased by the Company during the Relevant Period (as hereinafter defined) pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of shares of the Company that may be repurchased as a

percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same), and the said approval shall be limited accordingly;

- (iv) subject to the passing of each of the paragraphs (i), (ii) and (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i), (ii) and (iii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (v) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- (C) “**That** conditional upon the resolutions numbered 6(A) and 6(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 6(A) set out in the notice convening this meeting be and is hereby extended by the addition to the number of issued shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the number of issued shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 6(B) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent of the number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum

number of shares of the Company that may be repurchased as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same).”

SPECIAL RESOLUTION

7. To consider and, if thought fit, pass the following resolutions as special resolution(s) of the Company:

“**THAT**

- (a) the proposed general amendments to the existing amended and restated memorandum and articles of association of the Company (the “**Proposed General Amendments**”), the details of which are set out in Appendix III to the Circular, be and are hereby approved;
- (b) the second amended and restated memorandum and articles of association of the Company (the “**Second Amended and Restated Memorandum and Articles**”), which incorporates all the Proposed General Amendments and a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted in substitution for, and to the exclusion of, the existing amended and restated memorandum and articles of association of the Company with immediate effect;
- (c) any Director be and is hereby authorised to sign, execute and deliver all such documents, instruments and agreements (including the affixation of the common seal of the Company when required), and to do all such acts or things and make all such arrangements that he or she may, in his or her absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed General Amendments and the adoption of the Second Amended and Restated Memorandum and Articles, including without limitation, attending to the necessary registration and/or filings for and on behalf of the Company; and
- (d) the registered office provider of the Company be and is hereby authorised to do all such acts and attend to all necessary filings in order to give effect to the adoption of the Second Amended and Restated Memorandum and Articles.”

8. To consider and, if thought fit, pass the following resolutions as special resolution(s) of the Company:

“THAT

- (a) the existing amended and restated memorandum and articles of association of the Company be amended by deleting existing Article 24.10 in its entirety and substituting therefor with the following new Article 24.10:

“Whenever the Company in a general meeting has resolved that a dividend be paid or declared on the share capital of the Company, the Company may upon the recommendation of the Board by ordinary resolution resolve in respect of any one particular dividend of the Company that notwithstanding the provisions of Article 24.7 a dividend may be satisfied wholly or in part in the form of an allotment of shares credited as fully paid without offering any right to members to elect to receive such dividend (or such part of the dividend) in cash in lieu of such allotment. Whenever the Board has resolved that a dividend be paid or declared on the share capital of the Company, the Board may further resolve in respect of any one particular dividend of the Company that notwithstanding the provisions of Article 24.7 a dividend may be satisfied wholly or in part in the form of an allotment of shares credited as fully paid without offering any right to members to elect to receive such dividend (or such part of the dividend) in cash in lieu of such allotment. For the avoidance of doubt, the provisions of Articles 24.7(a), 24.8, 24.9 and 24.11 shall apply *mutatis mutandis* to dividend declared or paid under this Article save that members shall have no right to elect to receive such dividend declared or paid under this Article in cash in lieu of allotment of shares credited as fully paid.”

(“Proposed Specific Amendments”),

provided that if both of resolution numbered 7 and resolution numbered 8 set out in the notice convening this meeting are passed, this resolution numbered 8 shall take effect immediately after resolution numbered 7 having taken effect such that the Proposed Specific Amendments shall be adopted on top of and in addition to the Proposed General Amendments and the adoption of the Second Amended and Restated Memorandum and Articles (as defined under resolution numbered 7); and

- (b) any Director be and is hereby authorised to sign, execute and deliver all such documents, instruments and agreements (including the affixation of the common seal of the Company when required), and to do all such acts or things and make all

such arrangements that he or she may, in his or her absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Specific Amendments, including without limitation, attending to the necessary registration and/or filings for and on behalf of the Company and the registered office provider of the Company be and is hereby authorised to do all such acts and attend to all necessary filings in order to give effect to the Proposed Specific Amendments.”

By order of the Board
Edvantage Group Holdings Limited
Liu Yung Chau
Chairman and Executive Director

Hong Kong, 30 December 2022

Notes:

- (i) A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his/her proxy to attend and vote in his/her stead; a proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Annual General Meeting. On a poll, votes may be given either personally or by proxy.
- (ii) In the case of joint holders, any one of such joint holders may vote at the Annual General Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Annual General Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen’s Road Central, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. by 4:00 p.m. on 25 January 2023, Hong Kong time) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjournment thereof) if they so wish.
- (iv) The transfer books and register of members of the Company will be closed from 19 January 2023 to 27 January 2023, both dates inclusive, during which period no share transfers can be registered. In order to qualify for attending the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen’s Road Central, Hong Kong not later than 4:30 p.m. on 18 January 2023.
- (v) Subject to the approval of the respective resolutions by shareholders at the Annual General Meeting, the proposed final dividend will be payable to shareholders, and the Final Dividend Shares will be issued to Eligible Shareholders (as defined in the Circular), whose names appear on the register of members of the Company at the close of business on 7 February 2023. The transfer books and register of members of the Company will be closed from 6 February 2023 to 7 February 2023, both dates inclusive, during which period no transfers of shares of the Company will be registered. All transfers accompanied by the relevant share certificates must be lodged with the

Hong Kong branch share registrar and transfer office of the Company, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong not later than 4:30 p.m. on 3 February 2023.

- (vi) Ordinary resolution numbered 2(a) and ordinary resolution numbered 2(b) above are inter-conditional. As such, if any one of ordinary resolution numbered 2(a) and ordinary resolution numbered 2(b) above is not passed, both the ordinary resolutions numbered 2(a) and 2(b) above will not be passed.
- (vii) In respect of ordinary resolutions numbered 4 above, Mr. Liu Yung Chau, Ms. Chen Yuan, Rita, and Mr. O'Yang Wiley shall retire at the Annual General Meeting and being eligible, have offered themselves for re-election at the above meeting. Details of the above retiring Directors are set out in Appendix II to the accompanied circular dated 30 December 2022.
- (viii) In respect of the ordinary resolution numbered 6(A) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**").
- (ix) In respect of ordinary resolution numbered 6(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the accompanied circular dated 30 December 2022.
- (x) Ordinary resolution numbered 6(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 6(A) and 6(B) are passed by the shareholders of the Company.
- (xi) In view of the COVID-19 epidemic, the following precautionary measures will be implemented at the Annual General Meeting to ensure the health and safety of attending Shareholders, staff and other stakeholders:
 - (1) Mandatory temperature check will be carried out for every attendee at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry to the Annual General Meeting venue and may not be allowed to attend the Annual General Meeting.
 - (2) The attendees are required to wear surgical face masks inside the Annual General Meeting venue at all times, and to maintain a safe distance between seats.
 - (3) No refreshments will be served, and there will be no corporate gifts to avoid the coming into close contact amongst participants.

In the interest of all stakeholders' health and safety and for compliance with the guidelines for the prevention and control of COVID-19, the Company encourages Shareholders, particularly those who are subject to quarantine in relation to COVID-19, to appoint the Chairman of the Annual General Meeting as their proxy to vote at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

As at the date of this notice, the executive Directors are Mr. Liu Yung Chau, Ms. Chen Yuan, Rita and Ms. Liu Yi Man, the non-executive Director is Mr. Liu Yung Kan and the independent non-executive Directors are Mr. Xu Gang, Mr. O'Yang Wiley and Mr. Li Jiatong.