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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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TOM Group Limited

TOM集團有限公司

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

(Stock Code: 2383)

**PROPOSED GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of TOM Group Limited to be held at 18/F, Hutchison Telecom Tower, 99 Cheung Fai Road, Tsing Yi, Hong Kong on Monday, 10 May 2021 at 2:30 p.m. (or, in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 11:30 a.m. on that day, at the same time and place on Tuesday, 18 May 2021) or any adjournment thereof is set out on pages 65 to 88 of this circular. Whether or not you are able to attend the Annual General Meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be). **Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or at any adjournment or postponement thereof should they subsequently so wish, and, in such event, the proxy shall be deemed to be revoked.**

**PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

To safeguard the health and safety of AGM attendees and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the AGM:

- (1) Compulsory temperature screening/checks
- (2) Submission of Health Declaration Form and scanning of the "LeaveHomeSafe" venue QR code or registering contact details in written form
- (3) Wearing of surgical face mask
- (4) No provision of refreshments or drinks
- (5) No provision of shuttle bus service

Attendees who do not comply with the precautionary measures (1) to (3) above may be denied entry to the AGM, by the venue provider or the chairman of the AGM at his absolute discretion, to the extent permitted by law.

**For the health and safety of AGM attendees, the Company would encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy and to return their forms of proxy by the time specified above, instead of attending the AGM in person.**

To the extent that there are any inconsistencies between the English version and the Chinese version of this circular, the English version shall prevail.

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## GUIDANCE FOR ANNUAL GENERAL MEETING

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The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect AGM attendees from possible exposure to the COVID-19 pandemic. **For the health and safety of AGM attendees, the Company would encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy instead of attending the AGM in person.**

### **AGM proceedings online**

Shareholders not attending the AGM in person may view a live webcast of the AGM proceedings through [https://novacast.nova.hk/events/tomgroup\\_agm\\_20210510](https://novacast.nova.hk/events/tomgroup_agm_20210510) (“AGM Website”). The webcast will be open for registered and non-registered Shareholders (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the AGM and can be accessed from any location with connection to the internet with a smart phone, tablet device or computer. Please however note that in accordance with the Company’s Articles of Association, Shareholders joining the webcast will not be counted towards a quorum nor will they be able to cast their vote online.

### **Login details for registered Shareholders**

Details regarding the AGM arrangements including login details to access the AGM Website are included in the Company’s notification letter to registered Shareholders (the “Shareholder Notification”).

### **Login details for non-registered Shareholders**

Non-registered Shareholders who wish to view the AGM using the AGM Website should liaise with their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (together, the “Intermediary”) and provide their e-mail address to their Intermediary. Details regarding the AGM arrangements including login details to access the AGM Website will be sent by the Hong Kong Share Registrar of the Company to the e-mail addresses provided by the non-registered Shareholders.

Please keep the login details in safe custody for use on the date of AGM and do not disclose them to any other person.

For enquiries regarding the login details to access the AGM Website, please contact the Hong Kong Registrar of the Company, Computershare Hong Kong Investor Services Limited, as follows:

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre  
183 Queen’s Road East  
Wanchai, Hong Kong  
Telephone: +852 2862 8555  
Facsimile: +852 2865 0990  
Online feedback form: [https://www.computershare.com/hk/en/online\\_feedback](https://www.computershare.com/hk/en/online_feedback)

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## **GUIDANCE FOR ANNUAL GENERAL MEETING**

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### **Questions at and prior to the AGM**

Shareholders viewing the AGM using the AGM Website will be able to submit questions relevant to the proposed resolutions online during the AGM. Shareholders can also send their questions by email from Wednesday, 5 May 2021 (9:00 a.m.) to Saturday, 8 May 2021 (5:00 p.m.) to [AGM2021@tomgroup.com](mailto:AGM2021@tomgroup.com) (for registered Shareholders, please state the 10-digit shareholder reference number starting with “C” (SRN) as printed on the top right corner of the Shareholder Notification).

Whilst the Company will endeavour to respond to as many questions as possible at the AGM, due to time constraints, unanswered questions may be responded to after the AGM as appropriate.

### **Voting by proxy in advance of the AGM**

Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment or postponement thereof should they subsequently so wish.

### **Submission of forms of proxy for registered Shareholders**

A form of proxy for use at the AGM is enclosed with this circular. A copy of the form of proxy can also be downloaded from the “Announcements/Circulars” section of the website of the Company at [www.tomgroup.com](http://www.tomgroup.com).

**The deadline to submit completed forms of proxy is Saturday, 8 May 2021 at 2:30 p.m.** Completed forms of proxy must be returned to the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

### **Appointment of proxy for non-registered Shareholders**

Non-registered Shareholders should contact their Intermediary through which their Shares are held to assist them in the appointment of proxy.

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## **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

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For Shareholders who would like to attend the AGM in person, please note that the following precautionary measures will be implemented by the Company at the AGM venue to safeguard the health and safety of the AGM attendees and to comply with the heightened requirements for the prevention and control of the spreading of COVID-19.

### **Limiting attendance in person at the AGM venue**

Under Section 3(2) of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (the “Regulation”), group gatherings of more than 20 persons for a shareholders’ meeting are required to be accommodated in separate partitioned rooms or areas of not more than 20 persons each. In light of the Regulation, the Company will limit attendance in person at the AGM venue to 30 attendees (including the working team to facilitate with the conduct of the AGM) who have been allocated the right of admission to the AGM in person through the following procedures:

### **Prior on-line registration**

Both registered and non-registered Shareholders who wish to attend the AGM in person are requested to register their interest and provide the following details by email at [AGM2021@tomgroup.com](mailto:AGM2021@tomgroup.com) during the period from Tuesday, 27 April 2021, 9:00 a.m. to Friday, 30 April 2021, 5:00 p.m.:

- (1) full name;
- (2) contact phone number (optional) for better co-ordination; and
- (3) for registered Shareholders, the 10-digit shareholder reference number starting with “C” printed under the barcode on the top right corner of the Shareholder Notification.

In addition, non-registered Shareholders should also contact and instruct their Intermediary to appoint them as proxy or corporate representative so that they can attend and vote at the AGM in person in case they are allocated the right of admission to the AGM venue.

### **Allocation by balloting**

If the on-line registrations exceed the attendance limit permitted by the Regulation, balloting will be conducted.

Registered Shareholders and non-registered Shareholders who have been allocated the right of admission to the AGM venue in person will be notified by email on or before Monday, 3 May 2021. No notification will be sent to those who are not successful in the balloting.

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## **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

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### **Health and safety measures to be taken at the AGM**

To safeguard the health and safety of the AGM attendees, the Company will also implement the following measures at the AGM:

- (1) Compulsory temperature screening/checks will be carried out on every attendee at the entrance of the AGM venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms, may be denied entry into the AGM venue and be requested to leave the AGM venue;
- (2) Every attendee will be required to (a) submit a completed Health Declaration Form (the “Form”) and (b) scan the “LeaveHomeSafe” venue QR code or register his/her name, contact number and the date and time of visit in written form, prior to entry into the AGM venue. The Form can be downloaded from “Announcements/Circulars” section of the website of the Company at [www.tomgroup.com](http://www.tomgroup.com). Please have the completed and signed Form ready for collection at the entrance of the AGM venue to facilitate prompt and smooth processing;
- (3) Every attendee will be required to wear a surgical face mask at all times (including queuing for registration outside the AGM venue and throughout the AGM) and to sit at a distance from other attendees. Please note that no masks will be provided at the AGM venue and attendees should wear their own masks;
- (4) No refreshments or drinks will be provided to attendees at the AGM; and
- (5) No shuttle bus service will be provided.

Attendees are in addition requested to observe and practise good personal hygiene at all times. To the extent permitted by law, the venue provider or the Chairman of the AGM reserves the right to deny entry into the AGM venue or require any person to leave the venue so as to ensure the health and safety of the AGM attendees.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company’s website at [www.tomgroup.com](http://www.tomgroup.com) for future announcements and updates on the AGM arrangements.

If Shareholders have any questions relating to the AGM, please contact the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, as follows:

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre  
183 Queen’s Road East  
Wanchai, Hong Kong  
Telephone : +852 2862 8555  
Facsimile : +852 2865 0990  
Online feedback form: [https://www.computershare.com/hk/en/online\\_feedback](https://www.computershare.com/hk/en/online_feedback)

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## DEFINITIONS

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

“AGM”	means the annual general meeting of the Company for the financial year ended 31 December 2020 to be held at 18/F, Hutchison Telecom Tower, 99 Cheung Fai Road, Tsing Yi, Hong Kong on Monday, 10 May 2021 at 2:30 p.m. (or, in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 11:30 a.m. on that day, at the same time and place on Tuesday, 18 May 2021), the notice of which is set out on pages 65 to 88 of this circular
“Articles of Association”	means the amended and restated articles of association of the Company, as amended from time to time
“Associates”	has the meaning ascribed to it under the Listing Rules
“Board”	means the board of Directors of the Company
“Close Associates”	has the meaning ascribed to it under the Listing Rules
“Code”	means the Hong Kong Code on Takeovers and Mergers
“Company”	means TOM Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of Stock Exchange (Stock Code: 2383)
“COVID-19”	means the infectious disease caused by a newly discovered coronavirus
“Director(s)”	means the director(s) of the Company
“Group”	means the Company and its subsidiaries
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	means the general mandate to issue, allot and dispose of additional Shares
“Latest Practicable Date”	means 25 March 2021, being the latest practicable date prior to the printing of this circular
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Memorandum”	means the amended and restated memorandum of association of the Company, as amended from time to time
“Repurchase Mandate”	means the general mandate to repurchase Shares
“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	means the share(s) of par value of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	means the holder(s) of the Share(s)
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“HK\$”	means Hong Kong dollars

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## LETTER FROM THE BOARD

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TOM Group Limited

TOM集團有限公司

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

(Stock Code: 2383)

*Directors:*

Frank John Sixt\* (*Chairman*)  
Yeung Kwok Mung (*Chief Executive Officer*)  
Chang Pui Vee, Debbie\*  
Lee Pui Ling, Angelina\*  
James Sha#  
Fong Chi Wai, Alex#  
Chan Tze Leung#  
Lai Kai Ming, Dominic^  
(*Alternate to Frank John Sixt*)

*Registered office:*

P. O. Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

*Head office and principal  
place of business:*

Rooms 1601-05, 16/F  
China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong

\* *Non-executive Director*  
# *Independent Non-executive Director*  
^ *Alternate Director*

1 April 2021

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM. These include: (i) the ordinary resolutions granting the Directors the Issue Mandate and the Repurchase Mandate; (ii) the ordinary resolutions proposing the re-election of the retiring Directors; and (iii) the special resolutions proposing the amendments to the Memorandum and Articles of Association.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES

On 11 May 2020, ordinary resolutions were passed by the then Shareholders giving general unconditional mandates to the Directors to (i) to issue, allot and dispose of such number of additional Shares not exceeding 10 per cent. of the total number of Shares in issue at the date of the passing of the relevant resolution; and (ii) to repurchase Shares not exceeding 10 per cent. of the total number of Shares in issue at the date of the passing of the relevant resolution.

These general mandates will expire at the conclusion of the AGM. Approval will be sought from Shareholders for the Issue Mandate and the Repurchase Mandate as follows:

- (i) issue, allot and dispose of such number of additional Shares not exceeding 10 per cent. (instead of 20 per cent. as permitted under the Listing Rules) of the total number of Shares in issue at the date of the passing of the relevant resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such resolution). Any additional Shares to be allotted or issued under such a general mandate shall not be at a discount of more than 10 per cent. (instead of 20 per cent. as permitted under the Listing Rules) to the “benchmark price” (as described in Rule 13.36(5) of the Listing Rules). The relevant resolution is set out in agenda item No. 4(1) of the Notice of AGM; and
- (ii) exercise power of the Company to repurchase Shares up to a maximum of 10 per cent. of the total number of Shares in issue at the date of the passing of the relevant resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such resolution). The relevant resolution is set out in agenda item No. 4(2) of the Notice of AGM.

In respect of the Issue Mandate, the Board wishes to state that it has no immediate plans to issue any new Shares pursuant to the general mandate under that resolution.

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## LETTER FROM THE BOARD

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### EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the Repurchase Mandate is set out in Appendix I to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

### RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 116 of the Articles of Association, Mr. Frank John Sixt and Ms. Chang Pui Vee, Debbie, will retire by rotation at the AGM and, being eligible, will offer themselves for re-election.

All the above retiring Directors have shown devotion and commitment to the Board by their high attendance rate to the Board and relevant Board Committee meetings during their tenure.

In accordance with Article 99 of the Articles of Association, Mr. Chan Tze Leung who has been appointed as an Independent Non-executive Director by the Board on 31 August 2020 will hold office until the AGM and, being eligible, will offer himself for re-election to the Board.

Mr. Chan Tze Leung has confirmed that he satisfied the independence factors set out in Rule 3.13 of the Listing Rules. During his tenure as an Independent Non-executive Director, he has neither been involved in the daily management of the Company nor is in any relationship or circumstances which would materially interfere with his exercise of independent judgement.

In accordance with the Director nomination policy of the Company, the Board collectively reviews, deliberates on and approves the structure, size and composition of the Board, and is collectively involved in the selection and nomination process for the above retiring Directors. The nomination was made in accordance with the Director nomination policy and took into account the Board's composition as well as the various diversity aspects (including without limitation the skills set, experience, expertise, independence, age, culture, ethnicity and gender) as set out in the Board diversity policy. Each of the above Directors has abstained from voting on his/her own nomination when it was being considered by the Board.

The Board is of the view that each of Mr. Frank John Sixt, Ms. Chang Pui Vee, Debbie and Mr. Chan Tze Leung possesses the relevant expertise and leadership qualities to complement the capabilities of other members of the Board, and will continue to contribute to the Board with his/her deep understanding of the businesses of the Group, diversity of skills set and perspectives as well as devotion to the Board. The Board also believes that the expertise, valuable knowledge and experience of these retiring Directors in the businesses of the Group and their general business acumen will continue to maintain and enhance the diversity of the Board, and generate significant contribution to the Company and the shareholders as a whole. The Board is also satisfied with the independence of Mr. Chan Tze Leung with reference to the criteria set out in the Listing Rules, and his ability to provide independent views to the Company's matters.

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## LETTER FROM THE BOARD

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The details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

Any Shareholder who wishes to nominate a person to stand for election as a Director at the AGM must lodge with the Company Secretary of the Company at Rooms 1601-05, 16/F China Resources Building, 26 Harbour Road, Wanchai, Hong Kong within the period from Friday, 2 April 2021 to Thursday, 8 April 2021, both days inclusive, (i) his/her written nomination of the candidate, (ii) written confirmation from such nominated candidate of his/her willingness to be elected as Director, and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules for publication by the Company.

### AGM

A notice convening the AGM to be held at 18/F, Hutchison Telecom Tower, 99 Cheung Fai Road, Tsing Yi, Hong Kong on Monday, 10 May 2021 at 2:30 p.m. (or, in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 11:30 a.m. on that day, at the same time and place on Tuesday, 18 May 2021) is set out on pages 65 to 88 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM will therefore put each of the resolutions to be proposed at the AGM to be voted by way of a poll pursuant to Article 80 of the Articles of Association.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting (as the case may be) should you so wish.

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## LETTER FROM THE BOARD

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### AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

To provide flexibility to the Company in relation to the conduct of general meetings, the Board proposes that certain amendments to the existing Memorandum and Articles of Association be made to allow the Company to hold general meetings as hybrid meetings where Shareholders may participate by means of electronic facilities in addition to physical attendance. The proposed amendments also explicitly set out other related powers of the Board and the chairman of the general meeting, including making arrangements for attendance at the meetings as well as ensuring the security and orderly conduct of the meetings. Other minor amendments to the Memorandum and Articles of Association are also made to introduce corresponding as well as house-keeping changes.

The proposed amendments to the Memorandum and Articles of Association are set out in Appendix III to this circular.

### RECOMMENDATION

The Directors are of the opinion that the proposals referred to in this circular are in the best interests of the Company and its Shareholders and therefore recommend you to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,  
By Order of the Board  
**TOM GROUP LIMITED**  
**Yeung Kwok Mung**  
*Executive Director*

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules.

### **1. EXERCISE OF THE REPURCHASE MANDATE**

As at the Latest Practicable Date, the total number of Shares in issue of the Company were 3,958,510,558 Shares.

Subject to the passing of relevant ordinary resolution no. 4(2) at the AGM and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 395,851,055 Shares, representing 10% of the total number of Shares in issue of the Company.

### **2. REASONS FOR REPURCHASES**

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

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum and articles of association of the Company and the applicable laws and regulations of the Cayman Islands. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Under the Cayman Islands law, repurchases by the Company may only be made out of profits of the Company or out of proceeds of a fresh issue of Shares made for the purpose or, subject to the statutory test of solvency, out of capital. Any premium payable on purchase over the par value of the Shares to be repurchased must be provided for out of profits of the Company or out of the Company's share premium account or, subject to the statutory test of solvency, out of capital.

### **4. GENERAL**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2020) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. SHARE PRICES

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

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
March 2020	1.37	0.99
April 2020	1.26	1.05
May 2020	1.25	1.07
June 2020	1.20	1.06
July 2020	1.40	1.14
August 2020	1.38	1.13
September 2020	1.23	1.05
October 2020	1.21	1.01
November 2020	1.19	0.87
December 2020	0.93	0.64
January 2021	0.80	0.61
February 2021	0.71	0.51
From 1 March 2021 to the Latest Practicable Date	0.54	0.34

## 6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands.

Neither the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective Close Associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that 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. THE CODE**

If as a result of a repurchase of Shares, 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 Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Code.

As at the Latest Practicable Date, by virtue of the SFO, CK Hutchison Holdings Limited ("CKHH"), which is a substantial shareholder of the Company, was deemed to be interested in 1,430,120,545 Shares (representing approximately 36.13% of the total number of Shares in issue of the Company). In the event that the Directors exercise the Repurchase Mandate in full, then (if the present shareholdings remained the same) the deemed interest of CKHH in the Company would be increased to approximately 40.14% of the total number of Shares in issue of the Company and such increase would give rise to an obligation for CKHH to make a mandatory offer for all outstanding Shares under Rule 26 of the Code.

However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in takeover obligations.

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

No purchases of Shares have been made by the Company in the previous six months, whether on the Stock Exchange or otherwise.

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## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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Set out below are details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM:

### **Frank John Sixt**

Aged 69, has been a Non-executive Director and the Chairman of the Company since 15 December 1999 and is a member of the Remuneration Committee of the Company. He is also an executive director, group finance director and deputy managing director of CK Hutchison Holdings Limited, an executive director of CK Infrastructure Holdings Limited, a non-executive director of TPG Telecom Limited, a director of Hutchison Telecommunications (Australia) Limited (“HTAL”) and Cenovus Energy Inc. (“Cenovus Energy”), and alternate director of HTAL and HK Electric Investments Manager Limited (“HKEIML”) as the trustee-manager of HK Electric Investments, and HK Electric Investments Limited. He has almost four decades of legal, global finance and risk management experience, and possesses deep expertise in overseeing financial reporting system, risk management and internal control systems as well as sustainability issues and related risks. He is also a director of Husky Energy Inc. (“Husky Energy”) which was delisted on 5 January 2021 following its combination with Cenovus Energy. Mr. Sixt holds a Master’s degree in Arts and a Bachelor’s degree in Civil Law, and is a member of the Bar and of the Law Society of the Provinces of Quebec and Ontario, Canada.

In addition, he is a director of certain substantial shareholders of the Company within the meaning of Part XV of the SFO. Except for HKEIML and Husky Energy, all the companies/business trust/investment trust mentioned above are listed in Hong Kong or overseas. Save as disclosed above, Mr. Sixt does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, he has personal interests in 492,000 Shares within the meaning of Part XV of the SFO.

Mr. Sixt has entered into a letter of service with the Company for a term of 12-month. The appointment will be automatically renewed for successive 12-month periods unless terminated by either party in writing prior to the expiry of the term. He is subject to retirement and re-election at the Annual General Meeting of the Company in accordance with the provisions of the Company’s Articles of Association. He is entitled to receive a director’s fee of HK\$50,000 per annum, which was determined having regard to his duties in the Company.

Mr. Sixt was a director of vLinx Inc. until 12 April 2002, a private Canadian company engaged in the development of technology and software, which was petitioned into bankruptcy on 15 April 2002. The total liability involved was CAD386,989 and the company was struck off from the registry in British Columbia on 4 February 2013.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

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## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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### **Chang Pui Vee, Debbie**

Aged 70, has been a Non-executive Director of the Company since 5 October 1999. She holds a Bachelor of Arts degree from Hunter College, New York City. She has been directing business development in Mainland China for a number of years. She was a member of the People's Consultative Party of Beijing, Eastern City District and had served as a director of Beijing Oriental Plaza Company Limited.

Ms. Chang is a director of Cranwood Company Limited, Schumann International Limited ("Schumann") and Handel International Limited ("Handel"), which are substantial shareholders of the Company within the meaning of Part XV of the SFO. In addition, she also has indirect shareholding interests in Schumann and Handel. Save as disclosed above, Ms. Chang does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, she does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Ms. Chang has entered into a letter of service with the Company for a term of 12-month. The appointment will be automatically renewed for successive 12-month periods unless terminated by either party in writing prior to the expiry of the term. She is subject to retirement and re-election at the annual general meeting of the Company in accordance with the provisions of the Company's Articles of Association. She is entitled to receive a director's fee of HK\$50,000 per annum, which was determined having regard to her duties in the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

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## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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### Chan Tze Leung

Aged 74, has been an Independent Non-executive Director of the Company since 31 August 2020. He is also a member of the Audit Committee and a member of the Remuneration Committee of the Company. Mr. Chan was the chief executive officer of United Overseas Bank Limited, Hong Kong until his retirement in December 2011. He is an experienced banker with almost 40 years of experience in commercial and investment banking. Mr. Chan is an independent non-executive director of Hutchison Port Holdings Management Pte. Limited, a trustee-manager of Hutchison Port Holdings Trust which is listed in Singapore. Mr. Chan was a non-executive director of Sibanye Gold Limited, a company listed in Johannesburg and its American Depositary Receipt (ADR) are traded on the New York Stock Exchange, from May 2014 to September 2017. Mr. Chan was an independent non-executive director of Noble Group Limited from August 1996 until April 2017, and Quam Limited (now known as China Tonghai International Financial Limited), a company listed in Hong Kong, from October 2011 to September 2017. He was also a non-executive director of Dalton Foundation Limited, a charitable institution incorporated in Hong Kong which is the sponsoring body of Dalton School Hong Kong, a non-profit primary school. He is also a senior adviser to Long March Capital Limited, a fund management company based in Beijing and Shanghai in partnership with leading Chinese institutions. He is currently chairman (non-executive director) of The Hour Glass (HK) Limited. He holds the Bachelor of Science (Econ) Honours from the University of London and a Master's degree in Business Administration from the University of Liverpool and is a Fellow of the Hong Kong Institute of Directors.

Mr. Chan does not have any relationship with any other directors, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, he does not have any interests in the shares within the meaning of Part XV of the SFO.

Mr. Chan has entered into a letter of service with the Company for a term of 12-month. The appointment will be automatically renewed for successive 12-month periods unless terminated by either party in writing prior to the expiry of the term. He is subject to retirement and re-election at the annual general meeting of the Company in accordance with the provisions of the Company's Articles of Association. He is entitled to receive a Director's fee of HK\$100,000 per annum, which was determined having regard to his duties in the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

Details of the proposed amendments to the Memorandum and Articles of Association are set out as follows:

(a) The original Clause 2, which reads:

“2. The Registered Office of the Company shall be at the offices of Maples and Calder, P.O. Box 309, Uglund 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.”

is to be revised as:

“2. The Registered Office of the Company shall be at the offices of Maples ~~and Calder~~ **Corporate Services Limited**, P.O. Box 309, Uglund 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.”

(b) The original Clause 4, which reads:

“4. Except as prohibited or limited by the Companies Law (2003 Revision), the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Law (2003 Revision) and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate, irrespective of any question of corporate benefit, in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it necessary for the attainment of its objects and whatever else may be considered by it as incidental or conducive thereto or consequential thereon, including, but without in any way restricting the generality of the foregoing, the power to make any alterations or amendments to this Memorandum of Association and the Articles of Association of the Company considered necessary or convenient in the manner set out in the Articles of Association of the Company, and the power to do any of the following acts or things, viz: to pay all expenses of and incidental to the promotion, formation and incorporation of the Company; to register the Company to do business in any other jurisdiction; to sell, lease or dispose of any property of the Company; to draw, make, accept, endorse, discount, execute and issue promissory notes, debentures, debenture stock, loans, loan stock, loan notes, bonds, convertible bonds, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments; to lend money or other assets and to act as guarantors; to borrow or raise money on the security of the undertaking or on all or any of the assets of the Company including uncalled capital or without security; to invest monies of the Company in such manner as the Directors determine; to promote other companies; to sell the undertaking of the Company for cash or any other consideration; to distribute assets in specie to members of the Company; to contract with persons for the provision of advice, the management and custody of the Company’s assets, the listing of the Company’s shares and its administration; to make charitable or benevolent donations; to pay pensions or gratuities or provide other benefits in cash or kind to Directors, officers, employees, past or present and their families;

to purchase Directors and officers liability insurance; to carry on any trade or business and generally to do all acts and things which, in the opinion of the Company or the Directors, may be conveniently or profitably or usefully acquired and dealt with, carried on, executed or done by the Company in connection with the business aforesaid PROVIDED THAT the Company shall only carry on the businesses for which a licence is required under the laws of the Cayman Islands when so licensed under the terms of such laws.”

is to be revised as:

- “4. Except as prohibited or limited by the Companies ~~Law (2003 Revision) Act~~ **(As Revised)**, the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies ~~Law (2003 Revision) Act~~ **(As Revised)** and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate, irrespective of any question of corporate benefit, in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it necessary for the attainment of its objects and whatever else may be considered by it as incidental or conducive thereto or consequential thereon, including, but without in any way restricting the generality of the foregoing, the power to make any alterations or amendments to this Memorandum of Association and the Articles of Association of the Company considered necessary or convenient in the manner set out in the Articles of Association of the Company, and the power to do any of the following acts or things, viz: to pay all expenses of and incidental to the promotion, formation and incorporation of the Company; to register the Company to do business in any other jurisdiction; to sell, lease or dispose of any property of the Company; to draw, make, accept, endorse, discount, execute and issue promissory notes, debentures, debenture stock, loans, loan stock, loan notes, bonds, convertible bonds, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments; to lend money or other assets and to act as guarantors; to borrow or raise money on the security of the undertaking or on all or any of the assets of the Company including uncalled capital or without security; to invest monies of the Company in such manner as the Directors determine; to promote other companies; to sell the undertaking of the Company for cash or any other consideration; to distribute assets in specie to members of the Company; to contract with persons for the provision of advice, the management and custody of the Company’s assets, the listing of the Company’s shares and its administration; to make charitable or benevolent donations; to pay pensions or gratuities or provide other benefits in cash or kind to Directors, officers, employees, past or present and their families; to purchase Directors and officers liability insurance; to carry on any trade or business and generally to do all acts and things which, in the opinion of the Company or the Directors, may be conveniently or profitably or usefully acquired and dealt with, carried on, executed or done by the Company in connection with the business aforesaid PROVIDED THAT the Company shall only carry on the businesses for which a licence is required under the laws of the Cayman Islands when so licensed under the terms of such laws.”

(c) The original Clause 6, which reads:

“6. The share capital of the Company is HK\$500,000,000 divided into 5,000,000,000 shares of a nominal or par value of HK\$0.10 each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Law (2003 Revision) and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.”

is to be revised as:

“6. The **authorised** share capital of the Company is HK\$500,000,000 divided into 5,000,000,000 shares of a nominal or par value of HK\$0.10 each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies ~~Law (2003 Revision)~~**Act (As Revised)** and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.”

(d) The original Clause 7, which reads:

“7. If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 193 of the Companies Law (2003 Revision) and, subject to the provisions of the Companies Law (2003 Revision) and the Articles of Association, it shall have the 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.”

is to be revised as:

“7. If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section ~~193~~**174** of the Companies ~~Law (2003 Revision)~~**Act (As Revised)** and, subject to the provisions of the Companies ~~Law (2003 Revision)~~**Act (As Revised)** and the Articles of Association, it shall have the 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.”

(e) The original Article 1, which reads:

“1. The regulations contained in Table A in the First Schedule to the Companies Law shall not apply to the Company.”

is to be revised as:

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

(f) The original definition of “Associate” is to be deleted in its entirety in Article 2 and the definition of “Associate” is to be replaced with the following new definition of “associate”, which reads:

“**associate** “associate” in relation to any Director shall have the same meaning as defined under rule 1.01 of the Listing Rules as modified from time to time;”

(g) The following new definition of “close associate” is to be inserted immediately following the definition of “the Chairman” in Article 2:

“**close associate** “close associate” in relation to any Director shall have the same meaning as defined under rule 1.01 of the Listing Rules as modified from time to time;”

(h) The original definition of “the Companies Law/the Law” in Article 2, which reads:

“the Companies Law/the Law “the Companies Law” or “the Law” shall mean the Companies Law (2003 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;”

is to be revised as:

“the Companies ~~Law~~**Act**/the ~~Law~~**Act** “the Companies ~~Law~~**Act**” or “the ~~Law~~**Act**” shall mean the Companies ~~Law (2003 Revision)~~**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;”

- (i) The original definition of “the Companies Ordinance” in Article 2, which reads:

“the Companies Ordinance	“the Companies Ordinance” shall mean the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force from time to time;”
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is to be revised as:

“the Companies Ordinance	“the Companies Ordinance” shall mean the Companies Ordinance (Chapter <del>32</del> <b>622</b> of the Laws of Hong Kong) <b>and any amendments thereto or re-enactment thereof for the time being</b> as in force <b>and includes every other law or subsidiary legislation incorporated therewith or substituted therefor</b> <del>from time to time;</del> ”
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- (j) The original definition of “dividend” in Article 2, which reads:

“dividend	“dividend” shall include bonus dividends and distributions permitted by the Law to be categorised as dividends;”
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is to be revised as:

“dividend	“dividend” shall include bonus dividends and distributions permitted by the <del>Law</del> <b>Act</b> to be categorised as dividends;”
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- (k) The original definition of “electronic” in Article 2, which reads:

“electronic	“electronic” shall have the meaning given to it in the Electronic Transactions Law;”
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is to be revised as:

“electronic	“electronic” shall have the meaning given to it in the Electronic Transactions <del>Law</del> <b>Act;</b> ”
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- (l) The original definition of “the Electronic Transactions Law” in Article 2, which reads:

“the Electronic  
Transactions Law

“the Electronic Transactions Law” shall mean the Electronic Transactions Law (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;”

is to be revised as:

“the Electronic  
Transactions  
LawAct

“the Electronic Transactions ~~Law~~Act” shall mean the Electronic Transactions ~~Law (2003 Revision)~~Act (As Revised) 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;”

- (m) the definition of “HK Code on Takeovers and Mergers” is to be deleted in its entirety in Article 2.

- (n) The original definition of “Hong Kong” in Article 2, which reads:

“Hong Kong

“Hong Kong” shall mean the Hong Kong Special Administrative Region of the People’s Republic of China and its dependencies;”

is to be revised as:

“Hong Kong

“Hong Kong” shall mean the Hong Kong Special Administrative Region of the People’s Republic of China ~~and its dependencies~~;”

- (o) The original definition of “recognised clearing house” in Article 2, which reads:

“recognised clearing  
house

“recognised clearing house” shall mean a “recognised clearing house” within the meaning of Part 1 of Schedule 1 to 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;”

is to be revised as:

“recognised clearing  
house

“recognised clearing house” shall mean a “recognised clearing house” within the meaning of Part 1 of Schedule 1 to the Securities and Futures Ordinance (~~Cap. Chapter~~ **Chapter** 571 of the ~~laws~~ **Laws** of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force;”

(p) The original definition of “special resolution” in Article 2, which reads:

“special resolution	“special resolution” shall have the same meaning as ascribed thereto in the 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 of the Company 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 84;”
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is to be revised as:

“special resolution	“special resolution” shall have the same meaning as ascribed thereto in the <del>Law</del> <b>Act</b> 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 of the Company 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 84;”
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(q) The original definition of “words in Law to bear same meaning in Articles” in Article 2, which reads:

“words in Law to bear same meaning in Articles	subject as aforesaid, any words defined in the Law shall, if not inconsistent with the subject and/or context, bear the same meanings in these Articles;”
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is to be revised as:

“words in <del>Law</del> <b>Act</b> to bear same meaning in Articles	subject as aforesaid, any words defined in the <del>Law</del> <b>Act</b> shall, if not inconsistent with the subject and/or context, bear the same meanings in these Articles;”
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(u) The original Article 3, which reads:

“3. The capital of the Company at the date of the adoption of these Articles is HK\$500,000,000 divided into 5,000,000,000 shares of HK\$0.10 each.”

is to be revised as:

“3. The **authorised share** capital of the Company at the date of the adoption of these Articles is HK\$500,000,000 divided into 5,000,000,000 shares of HK\$0.10 each.”

(v) The original Article 4, which reads

“4. 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 may be issued 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 Law and to any special rights conferred on any shareholders 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 for so long as a recognised clearing house (in its capacity as such) is a member of the Company.”

is to be revised as:

“4. 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 may be issued 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 ~~Law~~**Act** and to any special rights conferred on any shareholders 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 for so long as a recognised clearing house (in its capacity as such) is a member of the Company.”

(w) The original Article 6(a), which reads:

“6.(a) 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 Law, be varied or abrogated with the consent in writing of the holders of not less than three-fourths 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 thereof shall be a person or persons together holding (or representing by proxy) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class, and that any holder of shares of the class present in person or by proxy may demand a poll.”

is to be revised as:

“6.(a) 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 ~~Law~~**Act**, be varied or abrogated with the consent in writing of the holders of not less than three-fourths 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) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class, and that any holder of shares of the class present in person or by proxy may demand a poll.”

(x) The original Article 7, which reads:

“7. Subject to the Law, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire all or any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the shareholders, and to purchase or otherwise acquire warrants and other securities for the subscription or purchase of its own shares, and shares and warrants 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, warrants or other securities 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, warrants or other securities of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with 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.”

is to be revised as:

“7. Subject to the ~~Law~~**Act**, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire all or any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the shareholders, and to purchase or otherwise acquire warrants and other securities for the subscription or purchase of its own shares, and shares and warrants 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, warrants or other securities 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, warrants or other securities of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with 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.”

(y) The original Article 9(a), which reads:

“9.(a) Subject to the provisions of the Law and the Memorandum of Association of the Company, 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 the Board may deem fit.”

is to be revised as:

“9.(a) Subject to the provisions of the ~~Law~~**Act** and the Memorandum of Association of the Company, 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 the Board may deem fit.”

(z) The original Article 11, which reads:

“11. Subject to the provisions of the Law, of the Memorandum of Association of the Company, and of 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.”

is to be revised as:

“11. Subject to the provisions of the ~~Law~~**Act**, of the Memorandum of Association of the Company, and of 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.”

(aa) The original Article 12, which reads:

“12. 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 Law 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.”

is to be revised as:

“12. 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 ~~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.”

(bb) The original Article 14(a), which reads:

“14.(a) 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 Law.”

is to be revised as:

“14.(a) 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 ~~Law~~**Act**.”

(cc) The original Article 14(d), which reads:

“14.(d) Notwithstanding anything contained in this Article, 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.”

is to be revised as:

“14.(d) Notwithstanding anything contained in this Article, 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.”

(dd) The following new Article 15(e) is to be inserted immediately following the Article 15(d):

**“15.(e) 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.”**

(ee) The original Article 16, which reads:

“16. Every person whose name is entered as a member in the register shall be entitled without payment to receive, within the relevant time limit as prescribed in the Law or as the Exchange may from time to time determine, whichever is shorter, after allotment or lodgment 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, upon payment, in the case of a transfer, of a sum equal to the relevant maximum amount as the Exchange may from time to time determine for every certificate after the first or such lesser sum as the Board shall from time to time determine, 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.”

is to be revised as:

“16. Every person whose name is entered as a member in the register shall be entitled without payment to receive, within the relevant time limit as prescribed in the ~~Law~~Act or as the Exchange may from time to time determine, whichever is shorter, after allotment or lodgment 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, upon payment, in the case of a transfer, of a sum equal to the relevant maximum amount as the Exchange may from time to time determine for every certificate after the first or such lesser sum as the Board shall from time to time determine, 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.”

(ff) The original Article 59, which reads:

“59. Subject to the Companies Law, the Company may by ordinary resolution convert any fully paid up shares into stock, and may from time to time by like resolution re-convert any stock into fully paid up shares of any denomination.”

is to be revised as:

“59. Subject to the Companies ~~Law~~Act, the Company may by ordinary resolution convert any fully paid up shares into stock, and may from time to time by like resolution re-convert any stock into fully paid up shares of any denomination.”

(gg) The original Article 63(a)(ii), which reads:

“63.(a)(ii) 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 Law; and”

is to be revised as:

“63.(a)(ii) 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 ~~Law~~Act; and”

(hh) The original Article 63(a)(iii), which reads:

“63.(a)(iii) 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 Law, 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.”

is to be revised as:

“63.(a)(iii) 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 ~~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.”

(ii) The original Article 63(b), which reads:

“63.(b) The Company may by special resolution reduce its share capital, any capital redemption reserve or any share premium account in any manner authorised and subject to any conditions prescribed by the Law.”

is to be revised as:

“63.(b) The Company may by special resolution reduce its share capital, any capital redemption reserve or any share premium account in any manner authorised and subject to any conditions prescribed by the ~~Law~~Act.”

(jj) The original Article 68(a), which reads:

“68.(a) The Board shall cause a proper register to be kept, in accordance with the provisions of the Law, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Law in regard to the registration of mortgages and charges therein specified and otherwise.”

is to be revised as:

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

(kk) The original Article 71, which reads:

“71. All general meetings other than annual general meetings shall be called extraordinary general meetings.”

is to be revised as:

“71. All general meetings other than annual general meetings shall be called extraordinary general meetings. **All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Article 76A or as a hybrid meeting, as may be determined by the Board in its absolute discretion.**”

(ll) The original Article 72, which reads:

“72. The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members of the Company deposited at the principal place of business of the Company in Hong Kong or, in the event the Company ceases to have such a principal place of business, the registered office specifying the objects of the meeting 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 of the Company which is a recognised clearing house (or its nominee) deposited at the principal place of business of the Company in Hong Kong or, in the event the Company ceases to have such a principal place of business, 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, 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.”

is to be revised as:

“72. The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members of the Company deposited at the principal place of business of the Company in Hong Kong or, in the event the Company ceases to have such a principal place of business, the registered office specifying the objects of the meeting 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 of the Company which is a recognised clearing house (or its nominee) deposited at the principal place of business of the Company in Hong Kong or, in the event the Company ceases to have such a principal place of business, 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, 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~~ **a physical meeting at only one location which will be the Principal Meeting Place (as defined in Article 73)** 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.”

(mm) The original Article 73(a), which reads:

“73.(a) An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by not less than 21 days’ notice in writing and any other extraordinary general meeting shall be called by not less than 14 days’ notice in writing. The notice shall be inclusive 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 to be considered at the meeting and in the case of special business (as defined in Article 75) the general nature of that business. 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, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.”

is to be revised as:

- “73.(a) An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by not less than 21 days’ notice in writing and any other extraordinary general meeting shall be called by not less than 14 days’ notice in writing. The notice shall be inclusive 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,~~ **(a) specify the time and date of the meeting, (b) specify the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 76A, the principal place of the meeting (the “Principal Meeting Place”), (c) if the general meeting is to be a hybrid meeting, include a statement to that effect and specify details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (d) specify** particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 75) the general nature of that business. 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, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.”
- (nn) The following new Articles 76A to 76G inclusive are to be inserted immediately following the Article 76:
- “76A.(i) **The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (the “Meeting Location(s)”) determined by the Board at its absolute discretion. Any member or any proxy attending and participating in such way or any member participating in a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.**

- (ii) All general meetings are subject to the following:
- (a) where a member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;
  - (b) members present in person (in the case of a member being a corporation, by its duly authorised representative) or by proxy at a Meeting Location and/or members participating in a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the Chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members at all Meeting Locations and members participating in a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;
  - (c) where members attend a meeting by being present at one of the Meeting Locations and/or where members participate in a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of a hybrid meeting, the inability of one or more members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and
  - (d) if any of the Meeting Locations is outside Hong Kong and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place.

**76B. The Board and, at any general meeting, the Chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, and/or any Meeting Location(s) and/or participation and/or voting in a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as they shall in their absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is not permitted to attend, in person (in the case of a member being a corporation, by its duly authorised representative) or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.**

**76C. If it appears to the Chairman of the general meeting that:**

- (i) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 76A(i) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or**
- (ii) in the case of a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or**
- (iii) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or**
- (iv) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;**

**then, without prejudice to any other power which the Chairman of the meeting may have under these Articles or at common law, the Chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.**

- 76D. The Board and, at any general meeting, the Chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the Chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or removed (physically or electronically) from the meeting.
- 76E. If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling the meeting, it may (a) postpone the meeting to another date and/or time and/or (b) change the place and/or the electronic facilities and/or form of the meeting (including, without limitation, a physical meeting or a hybrid meeting), without approval of 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 such a postponement or change of the relevant general meeting may occur automatically without further notice, including without limitation where a gale warning or black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:
- (i) when either (1) a meeting is postponed, or (2) there is a change in the place and/or electronic facilities and/or form of the meeting, the Company shall (a) endeavour to post a notice of such postponement or change on the Company's Website as soon as reasonably practicable (provided that failure to post such a notice shall not affect the automatic postponement or automatic change of such meeting); and (b) subject to and without prejudice to Article 79, unless already specified in the original notice of the meeting or included in the notice posted on the Company's Website above, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting, specify the date and time by which proxies shall be submitted in order to be valid at such postponed or changed meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the postponed or changed meeting unless revoked or replaced by a new proxy), and shall give the members reasonable notice (given the circumstances) of such details in such manner as the Board may determine; and

- (ii) **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.**

**76F. All persons seeking to attend and participate in a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 76C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.**

**76G. Without prejudice to other provisions in Articles 76A to 76F, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.”**

(oo) The original Article 77, which reads:

“77. 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 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.”

is to be revised as:

“77. 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 and at such time and ~~place~~ **(where applicable) such place(s) and in such form and manner referred to in Article 73** 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.”

(pp) The original Article 78, which reads:

“78. The Chairman 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 shall choose one of their own number to be Chairman.”

is to be revised as:

“78. The Chairman 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 shall choose one of their own number to be Chairman. **Where the Chairman is attending the meeting by means of electronic facilities, but such electronic facilities are interrupted or fail for any reason to enable the Chairman to hear and be heard by all other persons participating at the meeting, then the other Directors present at the meeting shall choose another Director present to act as Chairman for the remainder of the meeting; provided that (a) if no other Director is present at the meeting; or (b) if all the Directors present decline to take the chair, then the meeting shall be automatically adjourned to the same day in the next week and at such time and place as shall be decided by the Board.**”

(qq) The original Article 79, which reads:

“79. 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 30 days or more, at least five 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.”

is to be revised as:

“79. **Subject to Article 76A,** ~~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 (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting or a hybrid meeting)~~ as the meeting shall determine. Whenever a meeting is adjourned for 30 days or more, at least five clear days’ notice, specifying ~~the place, the day and the hour of the adjourned meeting~~ **the details set out in Article 73** 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.”

(rr) The original Article 80, which reads:

“80. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is required under the Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded. A poll may be demanded by:

- (a) the Chairman of the meeting; or
- (b) at least five members present in person or by proxy and entitled to vote at the meeting; or
- (c) one or more members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy who are entitled to vote and who represent in aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or

- (d) any member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Unless a poll is so required or demanded and, in the latter case, the demand is not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Company's book containing the minutes of proceedings of meetings 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."

is to be revised as:

**"80.(A) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every member present in person or by proxy or, in the case of a member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that in the case of a physical meeting, the Chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every member present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a member which is a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For the purposes of this Article, procedural and administrative matters are those set out in the Listing Rules. Votes (whether on a show of hands or a poll) may be cast by such means, electronic or otherwise, as the Directors or the Chairman of the meeting may determine.**

- (B) In addition, a resolution put to the vote of a meeting shall be decided by way of a poll if demanded by:
- (i) the Chairman of such meeting;
  - (ii) at least five members present in person or by proxy for the time being entitled to vote at the meeting; or
  - (iii) any member or members present in person or by proxy and representing not less than one-tenth in nominal value of the issued shares having the right to vote.
- (C) Where the Chairman, before or on the declaration of the result on a show of hands, knows from the proxies received by the Company that the result on a show of hands will be different from that on a poll, the Chairman must demand a poll.”

(ss) The original Article 81(a), which reads:

“81.(a) If a poll is required or demanded as aforesaid, it shall (subject as provided in Article 82) 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 at which the poll was demanded as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is earlier.”

is to be revised as:

“81.(a) If a poll is required or demanded as aforesaid, it shall (subject as provided in Article 82) 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 demanded as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll, **whether or not declared by the Chairman at 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 demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is earlier.”

(tt) The original Article 82, which reads:

“82. Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.”

is to be revised as:

“82. Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment **or postponement** shall be taken at the meeting and without adjournment **or postponement.**”

(uu) The original Article 86, which reads:

“86. Any person entitled under Article 46 to be registered as a shareholder 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 (as the case may be) at which he proposed to vote, he shall satisfy the Board of his right to be registered as the holder of such shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.”

is to be revised as:

“86. Any person entitled under Article 46 to be registered as a shareholder 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, 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.”

(vv) The original Article 89. (b), which reads:

“89. (b) 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 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.”

is to be revised as:

“89. (b) 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.”

(ww) The original Article 91, which reads:

“91. 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.”

is to be revised as:

“91. (A) 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.”

(xx) The following new Articles 91(B) is to be inserted immediately following the above new Article 91(A):

**“(B) The Company may, at its absolute discretion, designate from time to time an electronic address for the receipt of any document or information relating to proxies for a meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy and notice of termination of the authority of a proxy). If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information. If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company.”**

(yy) The original Article 92, which reads:

“92. 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 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, 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 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 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.”

is to be revised as:

“92. (A) **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:**

- (i) **in the case of an appointment of proxy in hard copy form, be deposited at the registered office of the Company or at such other place as is specified in the notice of meeting or in the instrument of proxy issued by the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting or postponed meeting (as the case may be) at which the person named in such instrument proposes to vote; or**
- (ii) **in the case of an appointment of proxy in electronic form, be received at the electronic address specified in the notice convening the meeting or in any appointment of proxy or any invitation to appoint a proxy sent out or made available by the Company in relation to the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting or postponed meeting (as the case may be) at which the person named in such instrument proposes to vote; or**

- (iii) in the case of a poll taken more than forty-eight hours after it was demanded, be received as aforesaid after the poll has been demanded and not less than twenty-four hours before the time appointed for the taking of the poll.

An appointment of proxy not received or delivered in accordance with this Article shall not be treated as valid. No instrument appointing a proxy shall be valid after expiration of twelve months from the date of its execution, except at an adjourned meeting or postponed meeting or on a poll demanded at a meeting or an adjourned meeting or postponed meeting in cases where the meeting was originally held within twelve months from such date.

- (B) 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.”

- (zz) The original Article 94, which reads:

“94. 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 to vote on 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 of the meeting as for the meeting to which it relates, provided that the meeting was originally held within 12 months from such date.”

is to be revised as:

“94. 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 to vote on 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. **The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Articles has not been received in accordance with the requirements of these Articles. Subject to aforesaid, if the proxy appointment and any of the information required under these Articles is not received in the manner set out in these Articles, the appointee shall not be entitled to vote in respect of the shares in question.**”

(aaa) The original Article 95, which reads:

“95. A vote given 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 92, at least two hours before the commencement of the meeting or adjourned meeting at which the proxy is used.”

is to be revised as:

“95. A vote given **or poll demanded by a proxy, including the duly authorised representative of a corporation**, 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 92, at least two hours before the commencement of the meeting or adjourned meeting **or postponed meeting** at which the proxy is used.”

(bbb) The original Article 107(c), which reads:

“107. (c) 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 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:

- (i) the giving of any security or indemnity either:-
  - (aa) to the Director or his 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;
  - (bb) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his 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;
- (ii) any proposal 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 his Associates is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) [Deleted by special resolution passed on 17 May 2012]
- (iv) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:-
  - (aa) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or his Associates may benefit;
  - (bb) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to Directors, their Associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his Associates, as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and

- (v) any contract or arrangement in which the Director or his 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.”

is to be revised as:

“107. (c) 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 ~~Associates~~ **close associates (and 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:

- (i) the giving of any security or indemnity either:-
  - (aa) to the Director or his ~~Associates~~ **close associate(s) (and if required by the Listing Rules, his other associate(s))** 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;
  - (bb) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his ~~Associates~~ **close associate(s) (and if required by the Listing Rules, his other associate(s))** 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;
- (ii) any proposal 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 his ~~Associates~~ **close associate(s) (and if required by the Listing Rules, his other associate(s))** is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) [Deleted by special resolution passed on 17 May 2012]

- (iv) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:-
- (aa) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or his ~~Associates~~ **close associate(s) (and if required by the Listing Rules, his other associate(s))** may benefit;
  - (bb) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to Directors, ~~their Associates~~ **(or their close associate(s) (and if required by the Listing Rules, their other associate(s))** and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his ~~Associates~~ **close associate(s) (and other associate(s), as the case may be)**, as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
- (v) any contract or arrangement in which the Director or his ~~Associates~~ **close associate(s) (and if required by the Listing Rules, his other associate(s))** 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.”
- (ccc) The original Article 107(e), which reads:
- “107. (e) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director or his Associates 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 question relates to the interest of the Chairman or of his Associates, to the other Directors at the meeting by majority vote) 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 and of his Associates) as known to such Director (or, as appropriate, the Chairman) has not been fairly disclosed to the Board.”

is to be revised as:

“107. (e) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director or his Associates **close associate(s) (and if required by the Listing Rules, his other associate(s)) (other than such Chairman of the meeting)** or the significance of a contract, arrangement or transaction or proposed contract, arrangement or transaction or as to the entitlement of any Director (**other than such Chairman of the meeting**) 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 question relates to the interest of the Chairman or of his Associates **close associate(s) (and other associate(s), as the case may be)**, to the other Directors at the meeting by majority vote) 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 **and of his close associate(s) (and other associate(s), as the case may be)** (or, as appropriate, the Chairman and of his Associates **close associate(s) (and other associate(s), as the case may be)**) as known to such Director (or, as appropriate, the Chairman) has not been fairly disclosed to the Board.”

(ddd) The original Article 112(a), which reads:

“112.(a) Subject to any exercise by the Board of the powers conferred by Articles 113 to 115, 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 Law expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Law and of 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.”

is to be revised as:

“112.(a) Subject to any exercise by the Board of the powers conferred by Articles 113 to 115, 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 ~~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 ~~Law~~**Act** and of 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.”

(eee) The original Article 112(c), which reads:

“112. (c) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance as in force at the date of adoption of these Articles provided always that it is also permitted under the Companies Law, the Company shall not directly or indirectly:

- (i) make a loan to a Director or his Associates or a director of any holding company of the Company;
- (ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director; or
- (iii) 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.”

is to be revised as:

“112. (c) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by ~~Section 157H~~ of the Companies Ordinance as in force at the date of adoption of these Articles provided always that it is also permitted under the Companies ~~Law~~**Act**, the Company shall not directly or indirectly:

- (i) make a loan to a Director or his ~~Associates~~ **close associate(s) (and if required by the Listing Rules, his other associate(s))** or a director of any holding company of the Company;
- (ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director; or
- (iii) 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.”

(fff) The original Article 119, which reads:

“119. 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 Law, 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 annual general meeting of the Company and shall then be eligible for re-election.”

is to be revised as:

“119. 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 ~~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 annual general meeting of the Company and shall then be eligible for re-election.”

(ggg) The original Article 121, which reads:

“121. The Company shall keep at its office a register of directors and officers containing their names and addresses and occupations and any other particulars required by the Law 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 Law.”

is to be revised as:

“121. The Company shall keep at its office a register of directors and officers containing their names and addresses and occupations and any other particulars required by the LawAct 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 ~~Law~~Act.”

(hhh) The original Article 124, which reads:

“124. A Director may, and on request of a Director the Secretary shall, at any time summon a meeting of the Board. Notice thereof shall be given to each Director either in writing or by telephone or by facsimile, telex or telegram at the address or telephone, facsimile or telex number from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine provided that notice need not be given to any Director or alternate Director for the time being absent from Hong Kong.”

is to be revised as:

“124. A Director may, and on request of a Director the Secretary shall, at any time summon a meeting of the Board. Notice thereof shall be given to each Director **and alternate Director** either in writing or by telephone or **(if the recipient consents to it being given to him in electronic form) by electronic means to an electronic address** or by facsimile, telex or telegram at the address or telephone, facsimile or telex number from time to time notified to the Company by such Director or **(if the recipient consents to it being made available on a website) by making it available on a website** or in such other manner as the Board may from time to time determine provided that notice need not be given to any Director or alternate Director for the time being absent from Hong Kong.”

(iii) The original Article 134, which reads:

“134. 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 Law 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.”

is to be revised as:

“134. 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 ~~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.”

(jjj) The original Article 135, which reads:

“135. A provision of the Law 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.”

is to be revised as:

“135. A provision of the ~~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.”

(kkk) The original Article 142, which reads:

“142. 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 of the Company 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 Law.”

is to be revised as:

“142. 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 of the Company 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 ~~Law~~Act.”

(lll) The original Article 144(a) which reads:

“144.(a) Subject to the Law 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.”

is to be revised as:

“144.(a) Subject to the ~~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.”

(mmm) The original Article 148(a) which reads:

“148.(a) 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 premium account in any manner permitted by the Companies Law. The Company shall at all times comply with the provisions of the Companies Law in relation to the share premium account.”

is to be revised as:

“148.(a) 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 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.”

(nnn) The original Article 152, which reads:

“152. The Board may direct that any dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of any other company, or in any one or more of such ways, 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, 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. Where required, a contract shall be filed in accordance with the provisions of the Law 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.”

is to be revised as:

“152. The Board may direct that any dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of any other company, or in any one or more of such ways, 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, 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. Where required, a contract shall be filed in accordance with the provisions of the ~~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.”

(ooo) The original Article 159, which reads:

“159. The Board shall make the requisite annual returns and any other requisite filings in accordance with the Law.”

is to be revised as:

“159. The Board shall make the requisite annual returns and any other requisite filings in accordance with the ~~Law~~**Act**.”

(ppp) The original Article 160, which reads:

“160. 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 Law.”

is to be revised as:

“160. 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 ~~Law~~**Act**.”

(qqq) The original Article 161, which reads:

“161. 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 Law, at such other place or places as the Board thinks fit and shall always be open to the inspection of the Directors.”

is to be revised as:

“161. 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 ~~Law~~**Act**, at such other place or places as the Board thinks fit and shall always be open to the inspection of the Directors.”

(rrr) The original Article 162, which reads:

“162. 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 the inspection of the members (other than officers of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the Law or any other relevant law or regulation or as authorised by the Board or by the Company in general meeting.”

is to be revised as:

“162. 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 the inspection of the members (other than officers of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the ~~Law~~**Act** or any other relevant law or regulation or as authorised by the Board or by the Company in general meeting.”

(sss) The original Article 163(c), which reads:

“163.(c) To the extent permitted by and subject to due compliance with these Articles, the Law 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 163(b) 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 Law, a summary financial statement derived from the Company’s annual accounts, together with the Directors’ report and the Auditor’s report on such accounts, which shall be in the form and containing the information required by these Articles, the Law 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.”

is to be revised as:

“163.(c) To the extent permitted by and subject to due compliance with these Articles, the ~~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 163(b) 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 ~~Law~~Act, a summary financial statement derived from the Company’s annual accounts, together with the Directors’ report and the Auditor’s report on such accounts, which shall be in the form and containing the information required by these Articles, the ~~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.”

(ttt) The original Article 168, which reads:

“168. A member shall be entitled to have notice served on him at any address within Hong Kong. Any member whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who 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 168 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.”

is to be revised as:

“168. 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 168 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.”

(uuu) The original Article 169A, which reads:

“169A. Where a person has in accordance with the Law, the Listing Rules and other applicable laws, rules and regulations consented to receive notices and other documents from the Company in English language only or the Chinese language only but not both, it shall be sufficient for the Company to serve on or deliver to him any notice or document in such language only in accordance with these presents unless and until there is a notice of revocation or amendment of such consent given or deemed to have given by such person to the Company in accordance with the Law and other applicable laws, rules and regulations which shall have effect in respect of any notice or document to be served on or delivered to such person subsequent to the giving of such notice of revocation or amendment.”

is to be revised as:

“169A. Where a person has in accordance with the ~~Law~~Act, the Listing Rules and other applicable laws, rules and regulations consented to receive notices and other documents from the Company in English language only or the Chinese language only but not both, it shall be sufficient for the Company to serve on or deliver to him any notice or document in such language only in accordance with these presents unless and until there is a notice of revocation or amendment of such consent given or deemed to have given by such person to the Company in accordance with the ~~Law~~Act and other applicable laws, rules and regulations which shall have effect in respect of any notice or document to be served on or delivered to such person subsequent to the giving of such notice of revocation or amendment.”

(vvv) The original Article 173A, which reads:

“173A. Section 8 of the Electronic Transactions Law shall not apply.”

is to be revised as:

“173A. ~~Section~~**Sections 8 and 19(3)** of the Electronic Transactions ~~Law~~Act shall not apply.”

(www)The original Article 176, which reads:

“176. 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 Law 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 Law, 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.”

is to be revised as:

“176. 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 ~~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 ~~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.”

(xxx) The original Article 179(b), which reads:

“179.(b) Subject to the Companies Law, 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.”

is to be revised as:

“179.(b) 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.”

(yyy) The original Article 181, which reads:

“181. Subject to the Law, the Company may at any time and from time to time by special resolution alter or amend its Memorandum of Association and Articles of Association in whole or in part.”

is to be revised as:

“181. Subject to the ~~Law~~**Act**, the Company may at any time and from time to time by special resolution alter or amend its Memorandum of Association and Articles of Association in whole or in part.”

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## NOTICE OF AGM

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TOM Group Limited

TOM集團有限公司

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

(Stock Code: 2383)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “Annual General Meeting”) of the shareholders of TOM Group Limited (the “Company”) will be held at 18/F, Hutchison Telecom Tower, 99 Cheung Fai Road, Tsing Yi, Hong Kong on Monday, 10 May 2021 at 2:30 p.m. (or, in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 11:30 a.m. on that day, at the same time and place on Tuesday, 18 May 2021), for the following purposes:

1. To consider and adopt the audited Financial Statements and the Reports of the Directors and the Independent Auditor for the year ended 31 December 2020.
2.
  - (a) To re-elect Mr. Frank John Sixt as a Non-executive Director.
  - (b) To re-elect Ms. Chang Pui Vee, Debbie as a Non-executive Director.
  - (c) To re-elect Mr. Chan Tze Leung as an Independent Non-executive Director.
3. To re-appoint the Auditor and authorise the Board to fix their remuneration.

### ORDINARY RESOLUTIONS

4. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:
  - (1) **“THAT:**
    - (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally given to the Directors during the Relevant Period (as hereinafter defined) to issue, allot and dispose of such number of additional shares of the Company not exceeding ten per cent. of the total number of shares of the Company in issue at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of

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shares of the Company after the passing of this Resolution), such mandate to include the granting of offers, options, warrants or rights to subscribe for, or to convert any securities (including bonds and convertible debentures) into, shares of the Company which might be exercisable or convertible during or after the Relevant Period;

- (b) any shares of the Company to be allotted and issued (whether wholly or partly for cash or otherwise) pursuant to the mandate in paragraph (a) of this Resolution shall not be at a discount of more than ten per cent. to the Benchmarked Price (as hereinafter defined) of such shares of the Company; and
- (c) for the purposes of this Resolution:

“**Benchmarked Price**” means the price which is the higher of:

- (i) the closing price of the shares of the Company as quoted on The Stock Exchange of Hong Kong Limited on the date of the agreement involving the relevant proposed issue of shares of the Company; and
- (ii) the average closing price as quoted on The Stock Exchange of Hong Kong Limited of the shares of the Company for the five trading days immediately preceding the earliest of:
  - (A) the date of announcement of the transaction or arrangement involving the relevant proposed issue of shares of the Company;
  - (B) the date of the agreement involving the relevant proposed issue of shares of the Company; and
  - (C) the date on which the price of shares of the Company that are proposed to be issued is fixed.

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

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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(2) **“THAT:**

- (a) subject to paragraph (b) 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 in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the maximum number of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed ten per cent. of the total number of shares of the Company in issue at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this Resolution), and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution, **“Relevant Period”** means the period from the passing of this Resolution until whichever is the earliest of:
  - (i) the conclusion of the next Annual General Meeting of the Company;
  - (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
  - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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

### SPECIAL RESOLUTION

**“THAT** the Memorandum and Articles of Association of the Company be amended in the following manner:

- (i) Clause 2 of the Company’s Memorandum of Association be and is hereby amended by deleting the words “and Calder” in each of the first and second lines in Clause 2 and replacing them with the words “Corporate Services Limited”;

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- (ii) Clause 4 of the Company’s Memorandum of Association be and is hereby amended by (1) deleting the words “Law (2003 Revision)” in the first line in Clause 4 and replacing them with the words “Act (As Revised)”, and (2) deleting the words “Law (2003 Revision)” in the third line in Clause 4 and replacing them with the words “Act (As Revised)”;
- (iii) Clause 6 of the Company’s Memorandum of Association be and is hereby amended by (1) inserting the word “authorised” immediately before the words “share capital” in the first line in Clause 6, and (2) deleting the words “Law (2003 Revision)” in each of the fourth and fifth lines in Clause 6 and replacing them with the words “Act (As Revised)”;
- (iv) Clause 7 of the Company’s Memorandum of Association be and is hereby amended by (1) deleting the word “193” in the second line in Clause 7 and replacing it with the word “174”, (2) deleting the words “Law (2003 Revision)” in the second line in Clause 7 and replacing them with the words “Act (As Revised)”, and (3) deleting the words “Law (2003 Revision)” in the third line in Clause 7 and replacing them with the words “Act (As Revised)”;
- (v) Article 1 of the Company’s Articles of Association be and is hereby amended by deleting the word “Law” in the second line of such Article 1 and replacing it with the word “Act”;
- (vi) the definition of “Associate” be and is hereby deleted in its entirety in Article 2 of the Company’s Articles of Association and the definition of “Associate” be replaced with the following new definition of “associate”:  
  

**“associate**                      “associate” in relation to any Director shall have the same meaning as defined under rule 1.01 of the Listing Rules as modified from time to time;”
- (vii) the following new definition of “close associate” be and is hereby inserted immediately following the definition of “the Chairman” in Article 2 of the Company’s Articles of Association:  
  

**“close associate**                “close associate” in relation to any Director shall have the same meaning as defined under rule 1.01 of the Listing Rules as modified from time to time;”

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- (viii) the definition of “the Companies Law/the Law” in Article 2 of the Company’s Articles of Association be replaced with the new term of definition of “the Companies Act/the Act” and the definition of “the Companies Law/the Law” be and is hereby amended by (1) deleting the word “Law” after the words “the Companies” in the first line and replacing it with the word “Act”, (2) deleting the word “Law” before the words “shall mean” in the first line and replacing it with the word “Act”, and (3) deleting the words “Law (2003 Revision)” in the second line and replacing them with the words “Act (As Revised)”;
- (ix) the definition of “the Companies Ordinance” in Article 2 of the Company’s Articles of Association be and is hereby amended by (1) deleting the word “32” and replacing it with the word “622”, (2) deleting the word “as” and replacing it with the words “and any amendments thereto or re-enactment thereof for the time being”, and (3) deleting the words “from time to time” and replacing them with the words “and includes every other law or subsidiary legislation incorporated therewith or substituted therefor”;
- (x) the definition of “dividend” in Article 2 of the Company’s Articles of Association be and is hereby amended by deleting the word “Law” in the second line and replacing it with the word “Act”;
- (xi) the definition of “electronic” in Article 2 of the Company’s Articles of Association be and is hereby amended by deleting the word “Law” in the second line and replacing it with the word “Act”;
- (xii) the definition of “the Electronic Transactions Law” in Article 2 of the Company’s Articles of Association be replaced with the new term of definition of “the Electronic Transactions Act”; and the definition of “the Electronic Transactions Law” be and is hereby amended by (1) deleting the word “Law” in the first line and replacing it with the word “Act”, and (2) deleting the words “Law (2003 Revision)” in the second line and replacing them with the words “Act (As Revised)”;
- (xiii) the definition of “HK Code on Takeovers & Mergers” be and is hereby deleted in its entirety in Article 2 of the Company’s Articles of Association;
- (xiv) the definition of “Hong Kong” in Article 2 of the Company’s Articles of Association be and is hereby amended by deleting the words “and its dependencies”;
- (xv) the definition of “recognised clearing house” in Article 2 of the Company’s Articles of Association be and is hereby amended by (1) deleting the word “Cap.” and replacing it with the word “Chapter”, and (2) deleting the word “laws” and replacing it with the word “Laws”;

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- (xvi) the definition of “special resolution” in Article 2 of the Company’s Articles of Association be and is hereby amended by deleting the word “Law” in the second line and replacing it with the word “Act”;
- (xvii) the definition of “words in Law to bear same meaning in Articles” in Article 2 of the Company’s Articles of Association be replaced with the new term of definition of “words in Act to bear same meaning in Articles”; and the definition of “words in Law to bear same meaning in Articles” be and is hereby amended by deleting the word “Law” in the first line and replacing it with the word “Act”;
- (xviii) the definition of “writing/printing” be and is hereby deleted in its entirety in Article 2 of the Company’s Articles of Association and the definition of “writing/printing” be replaced with the following new definition of “writing”:

**“writing**

“writing” shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the 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 the Act and other applicable laws, rules and regulations;”;

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(xix) the following new definitions be inserted immediately following the definition of “writing” in Article 2 of the Company’s Articles of Association:

**“document** references to a “document” (including, but without limitation, a resolution in writing) being signed or executed 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;

**meeting** a reference to a “meeting” shall mean a meeting convened and held in any manner permitted by these Articles and any member or Director (including, without limitation, the Chairman of such meeting) attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Act and any other applicable laws, rules and regulations and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;

**participation in a general meeting** references to a person’s “participation in a general meeting” include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Act and any other applicable laws, rules and regulations or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;

**electronic facilities** references to “electronic facilities” include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise) by means of which all persons participating in the meeting are capable of hearing and being heard by each other;”;

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(xx) the following new definitions be inserted in alphabetical order in Article 2 of the Company's Articles of Association:

**“electronic communication** “electronic communication” shall mean a communication sent, transmitted, conveyed and received by wire, by radio, by optical means, by electronic means or by other electron magnetic means in any form through any medium;”

**“electronic means** “electronic means” shall include sending or otherwise making available to the intended recipients of the communication an electronic communication;”

**“hybrid meeting** “hybrid meeting” shall mean a general meeting held and conducted by (i) physical attendance by members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by members and/or proxies by means of electronic facilities;”

**“Meeting Location** “Meeting Location” shall have the meaning given to it in Article 76A;”

**“physical meeting** “physical meeting” shall mean a general meeting held and conducted by physical attendance and participation by members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations;”

**“Principal Meeting Place** “Principal Meeting Place” shall have the meaning given to it in Article 73;”

(xxi) Article 3 of the Company's Articles of Association be and is hereby amended by inserting the words “authorised share” before the words “capital of the Company” in the first line of such Article 3;

(xxii) Article 4 of the Company's Articles of Association be and is hereby amended by deleting the word “Law” in the eleventh line of such Article 4 and replacing it with the word “Act”;

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- (xxiii) Article 6(a) of the Company's Articles of Association be and is hereby amended by (1) deleting the word "Law" in the first sentence of such Article 6(a) and replacing it with the word "Act", and (2) inserting the words "or postponement" after the word "adjournment" in the second sentence of such Article 6(a);
- (xxiv) Article 7 of the Company's Articles of Association be and is hereby amended by deleting the word "Law" after the words "Subject to the" in the first line of such Article 7 and replacing it with the word "Act";
- (xxv) Article 9(a) of the Company's Articles of Association be and is hereby amended by deleting the word "Law" in the first line of such Article 9(a) and replacing it with the word "Act";
- (xxvi) Article 11 of the Company's Articles of Association be and is hereby amended by deleting the word "Law" in the first line of such Article 11 and replacing it with the word "Act";
- (xxvii) Article 12 of the Company's Articles of Association be and is hereby amended by deleting the word "Law" in the seventh line of such Article 12 and replacing it with the word "Act";
- (xxviii) Article 14(a) of the Company's Articles of Association be and is hereby amended by deleting the word "Law" in the sixth line of such Article 14(a) and replacing it with the word "Act";
- (xxix) Article 14(d) of the Company's Articles of Association be and is hereby amended by deleting the word "Law" in the tenth line of such Article 14(d) and replacing it with the word "Act";
- (xxx) the following new Article 15(e) be and is hereby inserted immediately following the Article 15(d) of the Company's Articles of Association:

"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."

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- (xxxix) Article 16 of the Company's Articles of Association be and is hereby amended by deleting the word "Law" in the third line of such Article 16 and replacing it with the word "Act";
- (xxxix) Article 59 of the Company's Articles of Association be and is hereby amended by deleting the word "Law" in the first line of such Article 59 and replacing it with the word "Act";
- (xxxix) Article 63(a)(ii) of the Company's Articles of Association be and is hereby amended by deleting the word "Law" in the seventh line of such Article 63(a)(ii) and replacing it with the word "Act";
- (xxxix) Article 63(a)(iii) of the Company's Articles of Association be and is hereby amended by deleting the word "Law" in the fifth line of such Article 63(a)(iii) and replacing it with the word "Act";
- (xxxix) Article 63(b) of the Company's Articles of Association be and is hereby amended by deleting the word "Law" in the fifth line of such Article 63(b) and replacing it with the word "Act";
- (xxxix) Article 68(a) of the Company's Articles of Association be and is hereby amended by (1) deleting the word "Law" in the third line of such Article 68(a) and replacing it with the word "Act", and (2) deleting the word "Law" in the fifth line of such Article 68(a) and replacing it with the word "Act";
- (xxxix) Article 71 of the Company's Articles of Association be and is hereby amended by adding the following additional sentence after the current sentence:

"All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Article 76A or as a hybrid meeting, as may be determined by the Board in its absolute discretion.";
- (xxxix) Article 72 of the Company's Articles of Association be and is hereby amended by deleting the words "the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board" in the fourth sentence of such Article 72 and replacing them with the words "a physical meeting at only one location which will be the Principal Meeting Place (as defined in Article 73)";

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(xxxix) Article 73(a) of the Company's Articles of Association be and is hereby amended by deleting the words "specify the time, place, and agenda of the meeting," and replacing them with the words "(a) specify the time and date of the meeting, (b) specify the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 76A, the principal place of the meeting (the "Principal Meeting Place"), (c) if the general meeting is to be a hybrid meeting, include a statement to that effect and specify details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (d) specify";

(xl) the following new Articles 76A to 76G inclusive be and are hereby inserted immediately following the Article 76 of the Company's Articles of Association:

"76A. (i) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (the "Meeting Location(s)") determined by the Board at its absolute discretion. Any member or any proxy attending and participating in such way or any member participating in a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.

(ii) All general meetings are subject to the following:

(a) where a member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;

(b) members present in person (in the case of a member being a corporation, by its duly authorised representative) or by proxy at a Meeting Location and/or members participating in a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the Chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members at all Meeting Locations and members participating in a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;

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- (c) where members attend a meeting by being present at one of the Meeting Locations and/or where members participate in a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of a hybrid meeting, the inability of one or more members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and
  - (d) if any of the Meeting Locations is outside Hong Kong and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place.
- 76B. The Board and, at any general meeting, the Chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, and/or any Meeting Location(s) and/or participation and/or voting in a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as they shall in their absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is not permitted to attend, in person (in the case of a member being a corporation, by its duly authorised representative) or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

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76C. If it appears to the Chairman of the general meeting that:

- (i) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 76A(i) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or
- (ii) in the case of a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or
- (iii) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or
- (iv) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

then, without prejudice to any other power which the Chairman of the meeting may have under these Articles or at common law, the Chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.

76D. The Board and, at any general meeting, the Chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the Chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or removed (physically or electronically) from the meeting.

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76E. If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling the meeting, it may (a) postpone the meeting to another date and/or time and/or (b) change the place and/or the electronic facilities and/or form of the meeting (including, without limitation, a physical meeting or a hybrid meeting), without approval of 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 such a postponement or change of the relevant general meeting may occur automatically without further notice, including without limitation where a gale warning or black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:

- (i) when either (1) a meeting is postponed, or (2) there is a change in the place and/or electronic facilities and/or form of the meeting, the Company shall (a) endeavour to post a notice of such postponement or change on the Company's Website as soon as reasonably practicable (provided that failure to post such a notice shall not affect the automatic postponement or automatic change of such meeting); and (b) subject to and without prejudice to Article 79, unless already specified in the original notice of the meeting or included in the notice posted on the Company's Website above, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting, specify the date and time by which proxies shall be submitted in order to be valid at such postponed or changed meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the postponed or changed meeting unless revoked or replaced by a new proxy), and shall give the members reasonable notice (given the circumstances) of such details in such manner as the Board may determine; and
- (ii) 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.

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76F. All persons seeking to attend and participate in a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 76C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.

76G. Without prejudice to other provisions in Articles 76A to 76F, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.”;

(xli) Article 77 of the Company’s Articles of Association be and is hereby amended by deleting the words “place” and replacing them with the words “(where applicable) such place(s) and in such form and manner referred to in Article 73”;

(xlii) Article 78 of the Company’s Articles of Association be and is hereby amended by adding the following additional sentence after the current sentence:

“Where the Chairman is attending the meeting by means of electronic facilities, but such electronic facilities are interrupted or fail for any reason to enable the Chairman to hear and be heard by all other persons participating at the meeting, then the other Directors present at the meeting shall choose another Director present to act as Chairman for the remainder of the meeting; provided that (a) if no other Director is present at the meeting; or (b) if all the Directors present decline to take the chair, then the meeting shall be automatically adjourned to the same day in the next week and at such time and place as shall be decided by the Board.”;

(xliii) Article 79 of the Company’s Articles of Association be and is hereby amended by (1) adding the words “Subject to Article 76A,” at the start of such Article 79, (2) deleting the words “and from place to place” and replacing them with the words “(or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting or a hybrid meeting)”, and (3) deleting the words “the place, the day and the hour of the adjourned meeting” and replacing them with the words “the details set out in Article 73”;

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(xliv) Article 80 of the Company's Articles of Association be and is hereby deleted in its entirety and replaced with the following new Article 80:

“80. (A) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every member present in person or by proxy or, in the case of a member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that in the case of a physical meeting, the Chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every member present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a member which is a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For the purposes of this Article, procedural and administrative matters are those set out in the Listing Rules. Votes (whether on a show of hands or a poll) may be cast by such means, electronic or otherwise, as the Directors or the Chairman of the meeting may determine.

(B) In addition, a resolution put to the vote of a meeting shall be decided by way of a poll if demanded by:

- (i) the Chairman of such meeting;
- (ii) at least five members present in person or by proxy for the time being entitled to vote at the meeting; or
- (iii) any member or members present in person or by proxy and representing not less than one-tenth in nominal value of the issued shares having the right to vote.

(C) Where the Chairman, before or on the declaration of the result on a show of hands, knows from the proxies received by the Company that the result on a show of hands will be different from that on a poll, the Chairman must demand a poll.”;

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- (xlv) Article 81(a) of the Company's Articles of Association be and is hereby amended by inserting the words (1) "or postponed meeting" after the words "or adjourned meeting", and (2) ", whether or not declared by the Chairman at the meeting, or any adjourned meeting or postponed meeting thereof," after the words "The result of the poll" in such Article 81(a);
- (xlvi) Article 82 of the Company's Articles of Association be and is hereby amended by inserting the words "or postponement" after the word "adjournment" in each of the second and third lines of such Article 82;
- (xlvii) Article 86 of the Company's Articles of Association be and is hereby amended by inserting the words "or postponed meeting" after the words "or adjourned meeting" and before the words "(as the case may be)" in such Article 86;
- (xlviii) Article 89(b) of the Company's Articles of Association be and is hereby amended by inserting the words "or postponed meeting" after the words "or adjourned meeting" and before the words "at which the person" in such Article 89(b);
- (xlix) Article 91 of the Company's Articles of Association be and is hereby re-numbered as Article 91(A);
- (l) the following new Article 91(B) be and is hereby inserted immediately following the above new Article 91(A) of the Company's Articles of Association:
  - “(B) The Company may, at its absolute discretion, designate from time to time an electronic address for the receipt of any document or information relating to proxies for a meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy and notice of termination of the authority of a proxy). If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information. If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the

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Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company.”;

- (li) Article 92 of the Company’s Articles of Association be and is hereby deleted in its entirety and replaced with the following new Article 92:

“92.(A) 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:

- (i) in the case of an appointment of proxy in hard copy form, be deposited at the registered office of the Company or at such other place as is specified in the notice of meeting or in the instrument of proxy issued by the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting or postponed meeting (as the case may be) at which the person named in such instrument proposes to vote; or
- (ii) in the case of an appointment of proxy in electronic form, be received at the electronic address specified in the notice convening the meeting or in any appointment of proxy or any invitation to appoint a proxy sent out or made available by the Company in relation to the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting or postponed meeting (as the case may be) at which the person named in such instrument proposes to vote; or
- (iii) in the case of a poll taken more than forty-eight hours after it was demanded, be received as aforesaid after the poll has been demanded and not less than twenty-four hours before the time appointed for the taking of the poll.

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An appointment of proxy not received or delivered in accordance with this Article shall not be treated as valid. No instrument appointing a proxy shall be valid after expiration of twelve months from the date of its execution, except at an adjourned meeting or postponed meeting or on a poll demanded at a meeting or an adjourned meeting or postponed meeting in cases where the meeting was originally held within twelve months from such date.

- (B) 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.”;
- (lii) Article 94 of the Company’s Articles of Association be and is hereby amended by (1) inserting the words “or postponement” after the word “adjournment” and before the words “of the meeting” in Article 94(b), and (2) adding the following words at the end of the existing Article 94:

“The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Articles has not been received in accordance with the requirements of these Articles. Subject to aforesaid, if the proxy appointment and any of the information required under these Articles is not received in the manner set out in these Articles, the appointee shall not be entitled to vote in respect of the shares in question.”;

- (liii) Article 95 of the Company’s Articles of Association be and is hereby amended by (1) inserting the words “or poll demanded by a proxy, including the duly authorised representative of a corporation,” after the words “A vote given” and before the words “in accordance with the terms”, and (2) inserting the words “or postponed meeting” after the words “or adjourned meeting” and before the words “at which the vote is given” in such Article 95;

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- (liv) Article 107(c) of the Company’s Articles of Association be and is hereby amended by (1) deleting the word “Associates” in the fifth line in Article 107(c) and replacing it with the words “close associates (and if required by the Listing Rules, his other associates)”, (2) deleting the word “Associates” in the first line in Article 107(c)(i)(aa) and replacing it with the words “close associate(s) (and if required by the Listing Rules, his other associate(s))”, (3) deleting the word “Associates” in the fifth line in Article 107(c)(i)(bb) and replacing it with the words “close associate(s) (and if required by the Listing Rules, his other associate(s))”, (4) deleting the word “Associates” in the seventh line in Article 107(c)(ii) and replacing it with the words “close associate(s) (and if required by the Listing Rules, his other associate(s))”, (5) deleting the word “Associates” in the sixth line in Article 107(c)(iv)(aa) and replacing it with the words “close associate(s) (and if required by the Listing Rules, his other associate(s))”, (6) deleting the words “, their Associates” in the sixth line in Article 107(c)(iv)(bb) and replacing them with the words “(or their close associate(s)) (and if required by the Listing Rules, their other associate(s))”, (7) deleting the word “Associates” in the tenth line in Article 107(c)(iv)(bb) and replacing it with the words “close associate(s) (and other associate(s), as the case may be)”, and (8) deleting the word “Associates” in the second line in Article 107(c) (v) and replacing it with the words “close associate(s) (and if required by the Listing Rules, his other associate(s))”;
- (lv) Article 107(e) of the Company’s Articles of Association be and is hereby amended by (1) deleting the word “Associates” in the third line in Article 107(e) and replacing it with the words “close associate(s) (and if required by the Listing Rules, his other associate(s)) (other than such Chairman of the meeting)”, (2) inserting the words “(other than such Chairman of the meeting)” after the words “entitlement of any Director” in the sixth line in Article 107(e), (3) deleting the word “Associates” in the twelfth line in Article 107(e) and replacing it with the words “close associate(s) (and other associate(s), as the case may be)”, (4) inserting the words “and of his close associate(s) (and other associate(s), as the case may be)” after the words “interests of the Director concerned” in the nineteenth line in Article 107(e), and (5) deleting the word “Associates” in the twentieth line in Article 107(e) and replacing it with the words “close associate(s) (and other associate(s), as the case may be)”;
- (lvi) Article 112(a) of the Company’s Articles of Association be and is hereby amended by (1) deleting the word “Law” in the ninth line of such Article 112(a) and replacing it with the word “Act”, and (2) deleting the word “Law” in the twelfth line of such Article 112(a) and replacing it with the word “Act”;

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- (lvii) Article 112(c) of the Company’s Articles of Association be and is hereby amended by (1) deleting the words “Section 157H of” after the words “be permitted by”, (2) deleting the word “Law” in the sixth line of such Article 112 and replacing it with the word “Act”, and (3) deleting the word “Associates” in the ninth line of such Article 112 and replacing it with the words “close associate(s) (and if required by the Listing Rules, his other associate(s))”;
- (lviii) Article 119 of the Company’s Articles of Association be and is hereby amended by deleting the word “Law” in the fifth line of such Article 119 and replacing it with the word “Act”;
- (lix) Article 121 of the Company’s Articles of Association be and is hereby amended by (1) deleting the word “Law” in the fourth line of such Article 121 and replacing it with the word “Act”, and (2) deleting the word “Law” in the ninth line of such Article 121 and replacing it with the word “Act”;
- (lx) Article 124 of the Company’s Articles of Association be and is hereby amended by inserting the words (1) “and alternate Director” after the words “each Director”, (2) “(if the recipient consents to it being given to him in electronic form) by electronic means to an electronic address or” after the words “by telephone or”, and (3) “(if the recipient consents to it being made available on a website) by making it available on a website or” after the words “such Director or”;
- (lxi) Article 134 of the Company’s Articles of Association be and is hereby amended by deleting the word “Law” in the fourth line of such Article 134 and replacing it with the word “Act”;
- (lxii) Article 135 of the Company’s Articles of Association be and is hereby amended by deleting the word “Law” in the first line of such Article 135 and replacing it with the word “Act”;
- (lxiii) Article 142 of the Company’s Articles of Association be and is hereby amended by deleting the word “Law” in the twenty-ninth line of such Article 142 and replacing it with the word “Act”;
- (lxiv) Article 144(a) of the Company’s Articles of Association be and is hereby amended by deleting the word “Law” in the first line of such Article 144(a) and replacing it with the word “Act”;
- (lxv) Article 148(a) of the Company’s Articles of Association be and is hereby amended by (1) deleting the word “Law” in the eighth line of such Article 148(a) and replacing it with the word “Act”, and (2) deleting the word “Law” in the tenth line of such Article 148(a) and replacing it with the word “Act”;

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- (lxvi) Article 152 of the Company's Articles of Association be and is hereby amended by deleting the word "Law" in the twenty-first line of such Article 152 and replacing it with the word "Act";
- (lxvii) Article 159 of the Company's Articles of Association be and is hereby amended by deleting the word "Law" in the second line of such Article 159 and replacing it with the word "Act";
- (lxviii) Article 160 of the Company's Articles of Association be and is hereby amended by deleting the word "Law" in the fourth line of such Article 160 and replacing it with the word "Act";
- (lxix) Article 161 of the Company's Articles of Association be and is hereby amended by deleting the word "Law" in the third line of such Article 161 and replacing it with the word "Act";
- (lxx) Article 162 of the Company's Articles of Association be and is hereby amended by deleting the word "Law" in the eighth line of such Article 162 and replacing it with the word "Act";
- (lxxi) Article 163(c) of the Company's Articles of Association be and is hereby amended by (1) deleting the word "Law" in the second line of such Article 163(c) and replacing it with the word "Act", (2) deleting the word "Law" in the twelfth line of such Article 163(c) and replacing it with the word "Act", and (3) deleting the word "Law" in the eighteenth line of such Article 163. (c) and replacing it with the word "Act";
- (lxxii) Article 168 of the Company's Articles of Association be and is hereby amended by inserting the words "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" after the words "Any member" in the second line of such Article 168;
- (lxxiii) Article 169A of the Company's Articles of Association be and is hereby amended by (1) deleting the word "Law" in the first line of such Article 169A and replacing it with the word "Act", and (2) deleting the word "Law" in the eleventh line of such Article 169A and replacing it with the word "Act";

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- (lxxiv) Article 173A of the Company's Articles of Association be and is hereby amended by (1) deleting the word "Section" and replacing it with the word "Sections", and (2) inserting the words "and 19(3)" after the words "Section 8", and (3) deleting the word "Law" and replacing it with the word "Act";
- (lxxv) Article 176 of the Company's Articles of Association be and is hereby amended by (1) deleting the word "Law" in the fifth line of such Article 176 and replacing it with the word "Act", and (2) deleting the word "Law" in the seventeenth line of such Article 176 and replacing it with the word "Act";
- (lxxvi) Article 179(b) of the Company's Articles of Association be and is hereby amended by deleting the word "Law" in the first line of such Article 179(b) and replacing it with the word "Act"; and
- (lxxvii) Article 181 of the Company's Articles of Association be and is hereby amended by deleting the word "Law" in the first line of such Article 181 and replacing it with the word "Act".

By Order of the Board  
**TOM GROUP LIMITED**  
**Yeung Kwok Mung**  
*Executive Director*

Hong Kong, 1 April 2021

*Head office and principal place of business:*

Rooms 1601-05, 16/F  
China Resources Building  
26 Harbour Road  
Wanchai, Hong Kong

*Notes:*

1. At the Annual General Meeting, the chairman of the meeting will put each of the above resolutions to be voted by way of a poll as required under the Listing Rules and pursuant to article 80 of the Articles of Association of the Company. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. A shareholder of the Company entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of such shareholder. A proxy need not be a shareholder of the Company.
3. In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting (or any adjournment thereof).

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4. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the Annual General Meeting or any adjournment thereof (as the case may be) should the shareholder so desire.
5. The Register of Members of the Company will be closed from Wednesday, 5 May 2021 to Monday, 10 May 2021 (or from Thursday, 13 May 2021 to Tuesday, 18 May 2021, in the event that the Annual General Meeting is to be held on Tuesday, 18 May 2021 because of a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above), both days inclusive, during which period no transfer of shares will be effected, to determine shareholders' entitlement to attend and vote at the Annual General Meeting (or at any adjournment thereof). All share certificates with completed transfer forms, either overleaf or separately, must be lodged with the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, 4 May 2021.
6. The biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to the circular dated 1 April 2021 of the Company.
7. Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the Company's website at [www.tomgroup.com](http://www.tomgroup.com) for future announcements and updates on the Annual General Meeting arrangements.
8. **BAD WEATHER ARRANGEMENTS:**

The Annual General Meeting will be held on Monday, 10 May 2021 as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day.

However, if a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 11:30 a.m. on Monday, 10 May 2021, the Annual General Meeting will not be held on that day but will be automatically postponed and, by virtue of this notice, be held at the same time and place on Tuesday, 18 May 2021 instead.

Shareholders may call the hotline at (852) 2121 7838 or visit the website of the Company at [www.tomgroup.com](http://www.tomgroup.com) for details of the postponement and alternative meeting arrangements.

Shareholders should make their own decision as to whether they would attend the Annual General Meeting under bad weather conditions having regard to their own situation and if they should choose to do so, they are advised to exercise care and caution.

In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.