
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Wing Chi Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or 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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WING CHI HOLDINGS LIMITED

榮智控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6080)

PROPOSALS FOR

- (1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS OF DIRECTORS AND AUDITOR,**
 - (2) RE-ELECTION OF RETIRING DIRECTORS,**
 - (3) RE-APPOINTMENT OF AUDITOR,**
 - (4) GENERAL MANDATES TO ISSUE SHARES AND BUY-BACK SHARES,**
 - (5) ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**
- AND**
- NOTICE OF 2025 ANNUAL GENERAL MEETING**

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

A notice convening the 2025 annual general meeting (“**2025 AGM**”) to be held at “9/F, Henley Building, 5 Queen’s Road Central, Central, Hong Kong” on Friday, 15 August 2025 at 11:30 a.m. (Hong Kong time) is set out on pages 52 to 56 of this circular. A form of proxy for use by the Shareholders at the 2025 AGM is enclosed.

Whether you are able to attend the 2025 AGM or not, you are requested to complete the enclosed proxy form in accordance with the instructions printed on it and return the completed proxy form to Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, at “17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong”, or via the designated website (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event so that it is received at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the 2025 AGM or adjourned meeting (as the case may be). Submission of a proxy form shall not preclude you from attending the 2025 AGM (or any adjournment of such meeting) and voting in person should you so wish.

This circular, together with a form of proxy, will remain on the Stock Exchange’s website at “www.hkexnews.hk” for at least 7 days from the date of its publication and on the Company’s website at www.wingchiholdings.com.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board.	3
Introduction	3
Resolution (1) Adoption of the Audited Consolidated Financial Statements and the Reports of the Directors and Auditor for the year ended 31 March 2025.	4
Resolution (2) Re-election of the Retiring Directors	4
Resolution (3) Re-appointment of the Auditor	5
Resolutions (4) to (6) General Mandates to Issue Shares and Buy-back Shares.	5
Resolutions (7) Proposed Adoption of the Third Amended and Restated Memorandum and Articles of Association.	6
2025 Annual General Meeting and Proxy Arrangement	7
Voting by Poll at the 2025 AGM	7
Recommendation.	7
Closure of Register of Members	8
Responsibility Statement.	8
General Information	8
Language	8
Appendix I – Explanatory Statement on Buy-back Mandate	9
Appendix II – Biographical Details of the Retiring Directors proposed to be re-elected at the 2025 AGM.	14
Appendix III – Proposed amendments to the Memorandum and Articles of Association	16
Notice of the 2025 Annual General Meeting	52

DEFINITIONS

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

“2025 AGM”	the 2025 annual general meeting of the Company to be held at “9/F, Henley Building, 5 Queen’s Road Central, Central, Hong Kong” on Friday, 15 August 2025 at 11:30 a.m., or, where the context so admits, any adjournment of such annual general meeting
“2025 AGM Notice”	the notice convening the 2025 AGM set out on pages 52 to 56 of this circular
“Articles of Association” or “Current Articles”	the Second Amended and Restated Articles of Association of the Company adopted by a special resolution passed on 19 August 2022
“Audit Committee”	Audit Committee of the Board
“Auditor”	the auditor of the Company
“Board”	the Board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to buy back on the Stock Exchange not exceeding 10% of the total number of Shares in issue (exclude treasury shares, if any) as at the date of passing the relevant resolution at the 2025 AGM
“Cayman Companies Act”	the Companies Act (as revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time
“Company”	Wing Chi Holdings Limited (榮智控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange (stock code: 6080)
“Controlling Shareholder(s)”	has the same meaning as defined in the Listing Rules
“Core connected person(s)”	has the same meaning as defined in the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares bought back under the Buy-back Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with (include any sale and transfer of treasury shares out of treasury) new Shares up to a maximum of 20% of the total number of Shares in issue (exclude treasury shares, if any) as at the date of passing of the relevant resolution at the 2025 AGM

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	7 July 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum” or “Memorandum of Association”	the Second Amended and Restated Memorandum of Association of the Company adopted by a special resolution passed on 19 August 2022
“Memorandum and Articles of Association”	the Memorandum of Association and the Articles of Association
“Nomination Committee”	Nomination Committee of the Board
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular
“Remuneration Committee”	Remuneration Committee of the Board
“Third Amended and Restated Memorandum and Articles of Association”	the set of the third amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments to be considered and approved for adoption by way of a special resolution at the 2025 AGM
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Shareholders”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning as defined in the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“Treasury shares”	has the meaning ascribed to it under the Listing Rules, as amended, supplemental or otherwise modified from time to time
“%”	per cent.

LETTER FROM THE BOARD

WING CHI HOLDINGS LIMITED

榮智控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6080)

Executive Directors:

Mr. Li Cheuk Kam (*Chairman*)

Ms. Chau Man Chun

Independent Non-executive Directors:

Mr. Wong Chik Kong

Mr. Chan Chung Kik, Lewis

Mr. Lee Kwok Lun

Registered office:

71 Fort Street, PO Box 500

George Town

Grand Cayman KY1-1106,

Cayman Islands

Principal place of business in Hong Kong:

Room 3010, 30/F., Cable TV Tower,

9 Hoi Shing Road, Tsuen Wan,

New Territories, Hong Kong

17 July 2025

To the Shareholders,

Dear Sir or Madam,

PROPOSALS FOR
(1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL
STATEMENTS AND REPORTS OF DIRECTORS AND AUDITOR,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) RE-APPOINTMENT OF AUDITOR,
(4) GENERAL MANDATES TO
ISSUE SHARES AND BUY-BACK SHARES,
(5) ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM
AND ARTICLES OF ASSOCIATION
AND
NOTICE OF 2025 ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you notice of the 2025 AGM and to provide you with details of the resolutions to be proposed at the 2025 AGM relating to:

- (a) the adoption of audited consolidated financial statements and the reports of the Directors and the Auditor for the year ended 31 March 2025;
- (b) the proposed re-election of the retiring Directors;
- (c) the proposed re-appointment of the Auditor;
- (d) the granting of the General Mandate to the Directors;

LETTER FROM THE BOARD

- (e) the granting of the Buy-back Mandate to the Directors; and
- (f) the granting of the Extension Mandate to the Directors.
- (g) the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association

RESOLUTION (1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND AUDITOR FOR THE YEAR ENDED 31 MARCH 2025

The audited consolidated financial statements of the Company for the year ended 31 March 2025 together with the reports of the Directors and Auditor, are set out in the 2025 Annual Report which will be sent to the Shareholders together with this circular. The 2025 Annual Report may be viewed and downloaded from the Company's website (www.wingchiholdings.com) and the Hong Kong Exchanges and Clearing Limited's website (www.hkexnews.hk). The audited consolidated financial statements have been reviewed by the Audit Committee of the Company.

RESOLUTION (2) RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of two Executive Directors namely Mr. Li Cheuk Kam (the Chairman) and Ms. Chau Man Chun, and three Independent Non-executive Directors namely Mr. Wong Chik Kong, Mr. Chan Chung Kik, Lewis and Mr. Lee Kwok Lun.

Pursuant to the Article 108 of the Articles of Association, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. In accordance with Article 108 of the Articles of Association, Mr. Chan Chung Kik, Lewis and Mr. Lee Kwok Lun will retire from office as Directors at the 2025 AGM. The Retiring Directors being eligible, offered themselves for re-election at the 2025 AGM.

Mr. Chan Chung Kik, Lewis and Mr. Lee Kwok Lun collectively referred to as the “**Retiring Directors**”. The re-election of the Retiring Directors has been reviewed by the Nomination Committee which recommended to the Board that the re-election be proposed for Shareholders' approval at the 2025 AGM.

The nominations were made in accordance with the Nomination Policy of the Company and the objective criteria for the nominations include but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, with due regard for the benefits of diversity as set out under the Board Diversity Policy of the Company. The Nomination Committee also took into account the contribution and service of the Retiring Directors to the Group and their commitment to their roles.

In recommending each of Mr. Chan Chung Kik, Lewis (“**Mr. Chan**”) and Mr. Lee Kwok Lun (“**Mr. Lee**”) to stand for re-election as an Independent Non-executive Director (“**INED**”), the Nomination Committee has taken into consideration the backgrounds and attributes of the nominees concerned:

- (a) Mr. Chan has extensive experience in auditing, accounting and corporate finance. Mr. Chan obtained a Bachelor's Degree of Commerce in Accounting from the University of Canberra in Australia in September 1997. He is a fellow of the Hong Kong Institute of Certified Public Accountants and a member of Certified Practicing Accountant (Australia).

LETTER FROM THE BOARD

- (b) Mr. Lee Kwok Lun has more than 18 years of experience in auditing and accounting. Mr. Lee graduated from the University of Hertfordshire with a Bachelor of Arts Degree in Accounting in September 2006. He has been admitted a member of the Association of Chartered Certified Accountants in January 2013. Mr. Lee has been a member of the Hong Kong Institute of Certified Public Accountants since September 2013. In May 2015, Mr. Lee was admitted as practicing member of the Hong Kong Institute of Certified Public Accountants. In 2018, Mr. Lee has been admitted as an associate member of the Hong Kong Chartered Governance Institute (formerly known as Hong Kong Institute of Chartered Secretaries) and the Institute of Chartered Securities and Administrators.

The Nomination Committee considered that in view of their diverse and different educational background and professional knowledge and experience in accounting and finance as mentioned above and as set out in Appendix II to this circular, the appointments of Mr. Chan Chung Kik, Lewis and Mr. Lee Kwok Lun will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Company's business.

The Nomination Committee has also assessed the independence of all the INEDs. All the INEDs of the Company satisfy the Independence Guidelines set out in Rule 3.13 of the Listing Rules and has each provided to the Company an annual written confirmation of his independence.

The biographical details of the Retiring Directors who have been proposed to be re-elected at the 2025 AGM are set out in Appendix II to this circular.

RESOLUTION (3) RE-APPOINTMENT OF THE AUDITOR

SHINEWING (HK) CPA Limited, will retire as the Auditor at the 2025 AGM and, being eligible, offer itself for re-appointment.

The Board, upon the recommendation of the Audit Committee, proposed to re-appoint SHINEWING (HK) CPA Limited as the Auditor and to hold office until the conclusion of the 2026 annual general meeting of the Company.

RESOLUTIONS (4) TO (6) GENERAL MANDATES TO ISSUE SHARES AND BUY-BACK SHARES

Pursuant to the ordinary resolutions passed at the last annual general meeting of the Company held on 16 August 2024 the Directors were granted general mandates to issue new Shares and to buy back existing Shares. Unless otherwise renewed, such general mandates will lapse at the conclusion of the 2025 AGM.

At the 2025 AGM, separate ordinary resolutions will be proposed relating to the following general mandates:

- (i) authorising the Directors to allot, issue and otherwise deal with (include any sale and transfer of treasury shares out of treasury) additional Shares up to a maximum of 20% of the total number of Shares in issue (exclude treasury shares, if any) as at the date of passing the resolution;
- (ii) authorising the Directors to buy back Shares up to a maximum of 10% of the total number of Shares in issue (exclude treasury shares, if any) as at the date of passing the resolution; and

LETTER FROM THE BOARD

- (iii) authorising the addition to the mandate to issue new Shares (referred to in (i) above) of those Shares bought-back by the Company pursuant to the Buy-back mandate (referred to in (ii) above).

As at the Latest Practicable Date, the issued Shares comprised 933,750,000 Shares. Assuming that there is no variation to the issued Shares during the period from the Latest Practicable Date to the date of passing of the resolution approving the mandate to issue new Shares (referred to in (i) above), the maximum number of Shares which may be issued pursuant to the mandate would be 186,750,000 Shares, not taking into account any additional new Shares which may be issued pursuant to the mandate referred to in (iii) above. Such number of Shares referred to above shall, where applicable, be adjusted in the event that the Shares in issue as at the date of passing the resolutions are, at any time thereafter, converted into a larger or smaller number of Shares.

As at the Latest Practicable Date, the issued Shares comprised 933,750,000 Shares. At the 2025 AGM, an ordinary resolution will also be proposed to grant to the Directors a general and unconditional mandate to exercise all the powers of the Company to buy-back, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, not exceeding 10% of the number of issued shares of the Company (exclude treasury shares, if any) as at the date of passing of the relevant resolution at the 2025 AGM. Subject to the passing of the proposed resolution granting the Buy-back Mandate to the Directors (referred to in (ii) above) and on the basis that no Shares will be issued or bought-back by the Company between the Latest Practicable Date and the 2025 AGM, the Company will be allowed under the Buy-back Mandate to buy-back a maximum of 93,375,000 Shares, not taking into account any additional new Shares which may be issued pursuant to the mandate referred to in (i) above. Such number of Shares referred to above shall, where applicable, be adjusted in the event that the Shares in issue as at the date of passing the resolutions are, at any time thereafter, converted into a larger or smaller number of Shares.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the proposed resolution to approve the buy-back by the Company of its Shares. This explanatory statement is set out in Appendix I to this circular. Neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

The general mandates to issue new Shares and to buy back Shares, if granted at the 2025 AGM, will remain in effect until the earliest of (i) the conclusion of the 2026 annual general meeting of the Company; (ii) the expiration of the period within which the 2026 annual general meeting of the Company is required by law or the Articles of Association to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

RESOLUTION (7) PROPOSED ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

As disclosed in the Company's announcement dated 8 July 2025, the Board proposed to adopt the Third Amended and Restated Memorandum and Articles of Association in substitution for, and to the exclusion of, the Memorandum and Articles of Association in order to (i) bring the Current Articles in line with the latest regulatory requirements in relation to hybrid meetings and electronic voting requirements, and the electronic dissemination of corporate communications by listed issuer; (ii) allow the Company to hold repurchased shares as treasury shares; and (iii) make some housekeeping amendments. Full particulars of the Proposed Amendments are set out in Appendix III to this circular. The Proposed Amendments are prepared in the English language and the Chinese translation is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation of the Proposed Amendments, the English version shall prevail.

LETTER FROM THE BOARD

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments conform with the applicable requirements under the Listing Rules. The legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the Proposed Amendments do not violate the applicable laws of the Cayman Islands. In addition, the Company has confirmed that there is nothing unusual in the Proposed Amendments from the perspective of a company listed on the Stock Exchange.

The proposed adoption of the Third Amended and Restated Memorandum and Articles of Association is subject to the approval of the Shareholders by way of passing a special resolution at the 2025 AGM and will become effective upon the approval by the Shareholders at 2025 AGM.

2025 ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice convening the 2025 AGM at which six ordinary resolutions and one special resolution will be proposed, to adopt the audited consolidated financial statements for the year ended 31 March 2025 and the reports of the Directors and Auditor, inter alia, the granting of the general mandates to issue and buy back Shares, the re-election of the Retiring Directors, the re-appointment of Auditor and the adoption of the Third and Restated Memorandum and Articles of Association are set out on pages 52 to 56 of this circular.

A proxy form for the 2025 AGM is enclosed herewith. Whether you are able to attend the 2025 AGM or not, you are requested to complete the enclosed proxy form in accordance with the instructions printed on it and return the completed proxy form to Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, at “17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong”, or via the designated website (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event so that it is received at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the 2025 AGM or adjourned meeting (as the case may be). Submission of a proxy form shall not preclude you from attending the 2025 AGM (or any adjournment of such meeting) and voting in person should you so wish.

VOTING BY POLL AT THE 2025 AGM

In accordance with Rule 13.39(4) of the Listing Rules and the Articles of Association, all resolutions set out in the 2025 AGM Notice will be vote on by poll at the 2025 AGM except where the chairman, 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.

Article 79 of the Articles of Association provides that on a poll, every Shareholder present in person or by proxy shall have one vote for every fully paid Share held by that Shareholder. Accordingly, the resolutions to be considered and, it thought fit, approved at the 2025 AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results of the 2025 AGM will be made by the Company after the 2025 AGM, in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

At the 2025 AGM, six ordinary resolutions and one special resolution will be proposed to approve, among other matters, the adoption of the audited financial statements of the Company and the reports of the Directors and Auditor of the Company for the year ended 31 March 2025; the granting of the General Mandate, the Buy-back Mandate and the Extension Mandate; the re-election of the Retiring Directors, the re-appointment of Auditor and the adoption of the Third Amended and Restated Memorandum and Articles of Association.

LETTER FROM THE BOARD

The Directors believe that the proposed granting of the General Mandate, the Buy-back Mandate and the Extension Mandate, the re-election of the Retiring Directors and the reappointment of the Auditor and the adoption of the Third Amended and Restated Memorandum and Articles of Association are in the best interests of the Company and the Shareholders. The Directors believe that an exercise of the General Mandate and the Extension Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company. The Buy-back Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be exercised when the Directors believe that such buy-back of Shares will benefit the Company and the Shareholders. An exercise of the Buy-back Mandate in full may have a material adverse impact on the working capital and/or gearing position of the Company. The Directors do not, however, intend to make any buy-back in circumstances that would have a material adverse impact on the working capital requirements or the gearing levels of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of all resolutions to be proposed at the 2025 AGM.

CLOSURE OF REGISTER OF MEMBERS

In order to determine entitlement of Shareholders to the right to attend and vote at the 2025 AGM (or any adjournment thereof), the register of members of the Company will be closed from Friday, 8 August 2025 to Friday, 15 August 2025, both days inclusive, during which period no share transfer will be effected. All properly completed transfer documents accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, at “17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong”, for registration no later than 4:30 p.m. on Thursday, 7 August 2025.

RESPONSIBILITY STATEMENT

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

GENERAL INFORMATION

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

LANGUAGE

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board
Wing Chi Holdings Limited
Li Cheuk Kam
Chairman

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

The following is the explanatory statement required to be sent to Shareholders under the Listing Rules in connection with the general mandate for buy-backs of Shares of the Company to be proposed at the 2025 AGM.

1. LISTING RULES RELATING TO SHARE BUY-BACK

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed share buy-backs by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval of a particular transaction. Such authority may only continue in force during the period from the passing of the resolution until the earlier of: (i) the conclusion of the next annual general meeting of the company; (ii) the expiry of the period within which the next annual general meeting of the company is required by law to be held; and (iii) the passing of an ordinary resolution by shareholders in general meeting of the company revoking or varying such mandate.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 933,750,000 Shares.

Subject to the passing of the ordinary resolution no. 5 as set out in the notice of 2025 AGM in respect of granting to the Director a general mandate to buy back up to a maximum of 10% of the total number of Shares in issue (exclude treasury shares, if any) at the date of the passing of the relevant resolution (the “**Buy-back Mandate**”) and on the basis that no further Shares are issued or bought back following the Latest Practicable Date and up to the date of the 2025 AGM, the Directors will be authorised to buy back Shares up to a maximum limit of 93,375,000 Shares.

If the Company buy-back any Shares pursuant to the Buy-back Mandate, the Company will either (i) cancel the Shares bought-back and/or (ii) hold such Shares as treasury shares, subject to market conditions and the Company’s capital management needs at the relevant time any repurchase of Shares are made.

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders’ rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company’s own name as treasury shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS, (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions; and (iii) take any other appropriate measures to ensure that it will not exercise any Shareholders’ rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

The Company will ensure that the treasury shares are appropriately identified and segregated, such as giving clear written instructions to the Hong Kong branch share registrar of the Company to update the record to clearly segregate and identify those treasury shares.

3. REASONS FOR BUY-BACK

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from Shareholders to enable the Directors to buy back Shares on the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and its Shareholders as a whole. The number of Shares to be bought-back on any occasion and the price and other terms on which the same are bought-back will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

4. FUNDING AND EFFECT OF BUY-BACKS

The Company is empowered by the Articles of Association to buy back its Shares. In buying back the Shares, the Company may only apply funds legally available for such purpose in accordance with the Listing Rules, the Memorandum of Association, the Articles of Association, the Cayman Companies Act and all other applicable laws, rules and regulations, as the case may be.

Under the Listing Rules, a listed company may not buy back its own shares listed 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 as amended from time to time.

In accordance with the Cayman Companies Act, the Memorandum of Association and the Articles of Association, Shares may only be bought back out of the funds of the Company which are legally available for such purpose or out of the proceeds of a fresh issue of Shares made for the purposes of the purchase or, subject to a statutory test of solvency, out of capital. The premium, if any, payable on purchase must be provided for out of the profits of the Company or out of the Company's share premium account before or at the time the Shares are bought back or, subject to the statutory test of solvency, out of capital. Under the Cayman Companies Act, the Shares so bought back will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced.

There might be 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 2025 Annual Report for the year ended 31 March 2025 in the event that the buy-backs were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Company to exercise the Buy-back Mandate in accordance with the Listing Rules, the Memorandum of Association, the Articles of Association and the applicable laws of the Cayman Islands.

6. TAKEOVER CODE CONSEQUENCE

If as a result of a share buy-back a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued share capital of the Company. Their respective interest as at the Latest Practicable Date is shown under the column "Approximate% of the issued share capital before a possible exercise of the Repurchase Mandate" while the respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolutions in relation to the Repurchase Mandate to be proposed at the 2025 AGM (and assuming that the issued share capital of the Company remains unchanged up to the date of the 2025 AGM) is shown under the column "Approximate% of the issued share capital should the Repurchase Mandate be exercised in full":

Name of Shareholder	Number of Shares Held	Approximate% of the issued share capital before a possible exercise of the Repurchase Mandate	Approximate% of the issued share capital should the Repurchase Mandate be exercised in full
Colourfield Global Limited (<i>Note 1</i>)	484,998,000	51.94%	57.71%
Mr. Li Cheuk Kam (<i>Note 1</i>)	484,998,000	51.94%	57.71%
Ms. Chau Man Chun (<i>Note 2</i>)	484,998,000	51.94%	57.71%
Great Pride Global Limited (<i>Note 3</i>)	190,002,000	20.35%	22.61%
Ms. Yam Yuen Nina (<i>Note 4</i>)	190,002,000	20.35%	22.61%

The above are calculated based on 933,750,000 shares in issue as at the Latest Practicable Date.

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

Notes:

1. The 484,998,000 Shares are held by Colourfield Global Limited (“**Colourfield Global**”). Mr. Li Cheuk Kam beneficially owns 100% of the entire issued share capital of Colourfield Global and is deemed, or taken to be, interested in all the Shares held by Colourfield Global for the purposes of the SFO. Mr. Li Cheuk Kam is the sole director of Colourfield Global.
2. Ms. Chau Man Chun is the spouse of Mr. Li Cheuk Kam and is deemed or taken to be interest in all the Shares in which Mr. Li Cheuk Kam has, or is deemed to have, an interest for the purposes of the SFO.
3. 190,002,000 Shares are beneficially owned by Great Pride Global Limited which is wholly-owned by Ms. Yam Yuen Nina.
4. 190,002,000 Shares are held by Great Pride Global Limited. Ms. Yam Yuen Nina beneficially owns 100% of the entire issued share capital of Great Pride Global Limited and is deemed, or taken to be, interested in the Shares held by Great Pride Global Limited for the purposes of the SFO.

In the event that the Buy-back Mandate is exercised, the shareholding of these Shareholders in the Company would be increased as shown in the table above. On this basis, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of exercising power under the Buy-back Mandate.

7. SHARE BOUGHT-BACK BY THE COMPANY

The Company has not bought-back any Shares in the six months prior to the Latest Practicable Date.

8. DISCLOSURE OF INTEREST BY DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSON

As at the Latest Practicable Date, to the best of their knowledge having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules), presently intend to sell any Shares to the Company or its subsidiaries under the Buy-back Mandate in the event that the Buy-back Mandate is approved by Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that he/she/it has any present intention to sell any of his/her/its Shares, or that he/she/it has undertaken not to sell any Shares held by him/her/it, to the Company in the event that the Buy-back Mandate is approved by Shareholders.

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

9. SHARE PRICES

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

	Price per Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2024		
July	0.053	0.038
August	0.053	0.046
September	0.051	0.046
October	0.062	0.046
November	0.060	0.051
December	0.055	0.046
2025		
January	0.089	0.039
February	0.056	0.047
March	0.060	0.050
April	0.223	0.052
May	0.140	0.090
June	0.129	0.081
July (up to the Latest Practicable Date)	0.130	0.103

The following are the particulars of the Retiring Directors who will retire at the conclusion of the 2025 AGM and will be proposed to be re-elected at the 2025 AGM.

Mr. CHAN Chung Kik, Lewis (陳仲戟) (“Mr. Chan”), aged 52, was appointed as an Independent Non-executive Director of the Company on 21 September 2017. He is the Chairman of the Audit Committee and a member of Each of the Remuneration Committee and Nomination Committee of the Company. Save as disclosed above, Mr. Chan does not hold any positions in the Company or any of its subsidiaries.

Mr. Chan obtained a Bachelor’s Degree of Commerce in Accounting from the University of Canberra in Australia in September 1997. He is a fellow of the Hong Kong Institute of Certified Public Accountants and a member of Certified Practicing Accountant (Australia). Mr. Chan has extensive experience in auditing, accounting and corporate finance.

Mr. Chan served as an independent non-executive director of (i) Peking University Resources (Holdings) Company Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 618) from March 2017 to September 2021; and (ii) HG Semiconductor Limited (formerly known as HongGuang Lighting Holdings Company Limited), a company which was previously listed on the GEM of the Stock Exchange (Stock Code: 8343) in December 2016 and was subsequently transferred to the Main Board of the Stock Exchange (Stock Code: 6908) in November 2019, from December 2016 to June 2023.

Mr. Chan is an independent non-executive director of Founder Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 418) since March 2017. Mr. Chan is also the Chief Financial Officer and Company Secretary of T.S. Lines Limited, a company listed on the Main Board of the Stock Exchange (Stock code: 2510) since 1 November 2024.

Mr. Chan has entered into a service agreement with the Company for a term of three years commencing from 20 September 2020, subject to retirement by rotation and re-election in accordance with the Articles of Association and the termination provisions of the letter of appointment. The appointment is renewable automatically for successive terms of one year each commencing from the next day after the expiry of the term of appointment. The amount of emoluments paid for the year ended 31 March 2025 to Mr. Chan is set out in note 10 to the consolidated financial statements for the year ended 31 March 2025 of the Company’s 2025 Annual Report. Such remuneration/emoluments will be reviewed annually by the Board and by the Remuneration Committee.

Save as disclosed above, Mr. Chan has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO as at the Latest Practicable Date.

Mr. LEE Kwok Lun (李國麟) (“Mr. Lee”), aged 41, was appointed as an Independent Non-executive Director of the Company on 21 September 2017. He is a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. Save as disclosed above, Mr. Lee does not hold any positions in the Company or any of its subsidiaries.

Mr. Lee graduated from the University of Hertfordshire with a Bachelor of Arts Degree in Accounting in September 2006. He has been admitted a member of the Association of Chartered Certified Accountants in January 2013. Mr. Lee has been a member of the Hong Kong Institute of Certified Public Accountants since September 2013. In May 2015, Mr. Lee was admitted as practicing member of the Hong Kong Institute of Certified Public Accountants. In 2018, Mr. Lee has been admitted as an associate member of the Hong Kong Chartered Governance Institute (formerly known as Hong Kong Institute of Chartered Secretaries) and the Institute of Chartered Securities and Administrators.

Mr. Lee has more than 18 years of experience in auditing and accounting. From September 2006 to February 2008, Mr. Lee held various positions in Y.K. Tsang & Co., an accounting firm, where he last served as an audit intermediate. Mr. Lee subsequently joined Chan and Chan, Certified Public Accountants in March 2008 as an intermediate audit clerk. Prior to his departure in August 2009, he worked in the capacity of a semi-senior. From September 2009 to January 2014, Mr. Lee held various position in SHINEWING (HK) CPA Limited, where he last served as an assistant manager. From January 2014 to October 2014 he was employed by BDO Limited as a manager in the Assurance Department. From November 2014 to April 2015, Mr. Lee was employed by KPMG as a manager. After leaving KPMG, Mr. Lee cofounded Prism CPA Limited in December 2015 and served as its director since then.

Mr. Lee is also the company secretary of Solis Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 2227), the independent non-executive director of (i) Dragon Rise Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 6829); (ii) Ever Reach Group (Holdings) Company Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 3616) and (iii) Winto Group (Holdings) Limited, a company listed on the GEM of the Stock Exchange (stock code: 8238).

Mr. Lee has entered into a service agreement with the Company for a term of three years commencing from 20 September 2020, subject to retirement by rotation and re-election in accordance with the Articles of Association and the termination provisions of the letter of appointment. The appointment is renewable automatically for successive terms of one year each commencing from the next day after the expiry of the term of appointment. The amount of emoluments paid for the year ended 31 March 2025 to Mr. Lee is set out in note 10 to the consolidated financial statements for the year ended 31 March 2025 of the Company’s 2025 Annual Report. Such remuneration/emoluments will be reviewed annually by the Board and by the Remuneration Committee.

Save as disclosed above, Mr. Lee has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO as at the Latest Practicable Date.

Saved as disclosed herein, in relation to the re-election of the above-mentioned Retiring Directors, the Board is not aware of any information that ought to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

The following are the Proposed Amendments to the Memorandum and Articles of Association introduced by the Third Amended and Restated Memorandum and Articles of Association. Unless otherwise specified, clauses and articles referred to herein are clauses and articles of the Third Amended and Restated Memorandum and Articles of Association. If the serial numbering of the clauses and articles of the Memorandum and Articles of Association is changed due to the addition, deletion or re-arrangement of certain made in these amendments, the serial numbering of the clauses and articles of the Third Amended and Restated Memorandum and Articles of Association as so amended shall be changed accordingly, including cross-references.

Unless otherwise specified, all capitalized terms in the Proposed Amendments contained in this Appendix are terms defined in the Memorandum and Articles of Association or the Third Amended and Restated Memorandum and Articles of Association (as the case may be) which shall have the corresponding meanings ascribed to them in the Memorandum and Articles of Association or the Third Amended and Restated Memorandum and Articles of Association (as the case may be).

Note: The Third Amended and Restated Memorandum and Articles of Association is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
Cover Page	<p style="text-align: center;">THIRD SECOND-AMENDED AND RESTATED MEMORANDUM</p> <p style="text-align: center;">AND</p> <p style="text-align: center;">ARTICLES</p> <p style="text-align: center;">OF</p> <p style="text-align: center;">ASSOCIATION</p> <hr/> <p style="text-align: center;">Wing Chi Holdings Limited WING CHI HOLDINGS LIMITED 榮智控股有限公司</p> <hr/> <p style="text-align: center;">(as adopted by a Special Resolution passed on 19 August 2022 <u>15 August 2025</u>)</p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
Memorandum of Association		
Heading	<p style="text-align: center;">THE COMPANIES ACT (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES</p> <p style="text-align: center;"><u>THIRDSECOND</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF</p> <p style="text-align: center;">WING CHI HOLDINGS LIMITED 榮智控股有限公司</p> <p style="text-align: center;">(Company)</p> <p style="text-align: center;">(adopted by a Special Resolution passed on 19 August 2022 <u>15 August 2025</u>)</p>	
Articles of Association		
Heading	<p style="text-align: center;">THE COMPANIES ACT (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES</p> <p style="text-align: center;"><u>THIRDSECOND</u> AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF</p> <p style="text-align: center;">WING CHI HOLDINGS LIMITED 榮智控股有限公司</p> <p style="text-align: center;">(Company)</p> <p style="text-align: center;">(adopted by a Special Resolution passed on 19 August 2022 <u>15 August 2025</u>)</p>	
1(b)	<p>Any marginal notes, titles or lead in references to Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum or Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith:</p> <p><u>actionable corporate communication:</u> shall have the meaning given to it in the Listing Rules;</p> <p><u>address:</u> shall have the ordinary meaning given to it and shall include any facsimile number, electronic number or address or website used for the purposes of any communication pursuant to these Articles;</p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
	<p><u>announcement</u>: means an official publication of a Notice or document of the Company, including a publication, subject to and to such extent permitted by the Listing Rules, by electronic communication or by advertisement published in the Newspapers or in such manner or means ascribed and permitted by the Listing Rules and applicable laws;</p> <p>appointor: means in relation to an alternate Director, the Director who appointed the alternate to act as his alternate;</p> <p>Articles: means these Articles of Association in their present form and all supplementary, amended or substituted articles for the time being in force;</p> <p>Auditors: means the persons appointed by the Company from time to time to perform the duties of auditors of the Company;</p> <p>Board: means the board of Directors of the Company as constituted from time to time or as the context may require the majority of Directors present and voting at a meeting of the Directors at which a quorum is present;</p> <p>Call: shall include any instalment of a call;</p> <p>Clearing House: means a clearing house recognised by the laws of the jurisdiction in which the Shares of the Company are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction;</p> <p>Close Associate(s): shall have the meaning as defined in the Listing Rules;</p> <p>Companies Act: means the Companies Act, Cap. 22 (as revised) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;</p> <p>Companies Ordinance: means the Companies Ordinance, Cap . 622 of the Laws of Hong Kong as amended from time to time;</p> <p>Company: means the above named company;</p> <p><u>Company's website</u>: means the website of the Company to which any Shareholder may have access, the address or domain name of which has been notified to the Shareholders by the Company or as subsequently amended by notice given to the Shareholders by the Company;</p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
	<p>Corporate Communication: shall have the meaning given to it in the Listing Rules;</p> <p>Debenture and Debenture Holder: means and includes respectively debenture stock and debenture stockholder;</p> <p>Director: means such person or persons as shall be appointed to the Board from time to time;</p> <p>Dividend: means dividends, distributions in specie or in kind, capital distributions and capitalisation issues;</p> <p>electronic: means relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act;</p> <p>electronic communication: means a communication sent, transmitted, conveyed and received by electronic means in any form through any medium;</p> <p>electronic means: includes sending or otherwise making available to the intended recipients of the communication in electronic format;</p> <p>electronic meeting: means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members and/or proxies by means of electronic facilities;</p> <p>electronic record: has the same meaning as in the Electronic Transactions Act;</p> <p>Electronic Transactions Act: shall mean the Electronic Transactions 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 thereof;</p> <p>Head Office: means such office of the Company as the Board may from time to time determine to be the principal office of the Company;</p> <p>HK Stock Exchange: means The Stock Exchange of Hong Kong Limited;</p> <p>HK\$ or Hong Kong dollars: means Hong Kong dollars, the lawful currency for the time being of Hong Kong;</p> <p>Holding Company: has the meaning ascribed to it by Section 13 of the Companies Ordinance;</p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
	<p>Hong Kong: means the Hong Kong Special Administrative Region of the People's Republic of China;</p> <p>hybrid meeting: means a general meeting convened for (i) physical attendance and participation by Members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and at the same time (ii) virtual attendance and participation by Members and/or proxies by means of electronic facilities;</p> <p>Listing Rules: shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);</p> <p>Meeting Location(s): has the meaning given to it by Article 71A (1);</p> <p>Month: means a calendar month;</p> <p>Newspapers: means at least one English language daily newspaper and at least one Chinese language daily newspaper, in each case published and circulating generally in the Relevant Territory and specified or not excluded for this purpose by the stock exchange in the Relevant Territory;</p> <p>Notice: means written notice unless otherwise specially stated and as further defined in these Articles;</p> <p>Ordinary Resolution: means a resolution as described in Article 1(e) of these Articles;</p> <p>Paid: means, as it relates to a Share, paid or credited as paid;</p> <p>physical meeting: means a general meeting held and conducted by physical attendance and participation by Members and/ or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations;</p> <p>Principal Meeting Place: shall have the meaning given to it by Article 65;</p> <p>Register: means the principal register and any branch register of Shareholders of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time;</p> <p>Registered Office: means the registered office of the Company for the time being as required by the Companies Act;</p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
	<p>Registration Office: means such place or places in the Relevant Territory or elsewhere where the Board from time to time determine to keep a branch register of Shareholders of the Company in respect of that class of share capital and where (except in cases where the Board otherwise agrees) transfers of other documents of title for Shares are to be lodged for registration and are to be registered;</p> <p>Relevant Period: means the period commencing from the date on which any of the securities of the Company first become listed on the HK Stock Exchange to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time trading of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed);</p> <p>Relevant Territory: means Hong Kong or such other territory where any of the securities of the Company is listed on a stock exchange in that territory;</p> <p>Seal: means the common seal of the Company and any one or more facsimile seals from time to time of the Company for use in the Cayman Islands or in any place outside the Cayman Islands;</p> <p>Secretary: means the person for the time being performing the duties of that office of the Company and includes any assistant, deputy, acting or temporary secretary;</p> <p>Securities Seal: shall mean a seal for use for sealing certificates for shares or other securities issued by the Company which is a facsimile of the Seal of the Company with the addition on its face of the words Securities Seal;</p> <p>Share: means a share in the share capital of the Company and includes stock except where a distinction between stock and Shares is expressed or implied;</p> <p>Shareholder or Member: means the person who is duly registered in the Register as holder for the time being of any Share and includes persons who are jointly so registered;</p> <p>Special Resolution: means a resolution as described in Article 1(d) of these Articles;</p> <p>Subsidiary: has the meaning ascribed to it by Section 15 of the Companies Ordinance;</p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
	<p>Transfer Office: means the place where the principal register of Shareholders is located for the time being; <u>and</u></p> <p>Treasury Share(s): means share(s) of the Company that was/were previously issued but was/were purchased or redeemed by the Company or surrendered to the Company and not cancelled and classified and held by the Company as treasury share(s).</p>	
1(c)	<p>In these Articles, unless there be something in the subject or context inconsistent herewith:</p> <p>(i) words denoting the singular number shall include the plural number and vice versa;</p> <p>(ii) words importing any gender shall include every gender and words importing persons shall include partnerships, firms, companies and corporations;</p> <p>(iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; and</p> <p>(iv) references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force; <u>:-</u></p> <p>(v) <u>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 means of verifying the authenticity of an electronic record 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;</u></p> <p>(vi) <u>Section 8 and Section 19 of the Electronic Transactions Act shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;</u></p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
	<p>(vii) <u>references to the right of a Shareholder to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;</u></p> <p>(viii) <u>references to votes cast or taken at a general meeting shall include all votes taken (in such manner as may be directed by the chairman of that meeting whether by a count of votes by show of hands and/or by the use of ballot or voting papers or tickets and/or by electronic means) of the Shareholders attending in person, by corporate representative or by proxy at that meeting;</u></p> <p>(ix) <u>references to a meeting (a) shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Companies Act, the Listing Rules and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly and (b) shall, where the context is appropriate, include a meeting that has been postponed or changed to another date, time and/or place and/or the electronic facilities and/or the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) has been changed by the Board pursuant to Article 71;</u></p> <p>(x) <u>references to a person's participation in the business of a general meeting include, without limitation and as relevant, the right (including, in the case of a corporation, through a duly authorised corporate representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Companies Act, the Listing Rules 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;</u></p> <p>(xi) <u>references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); and</u></p> <p>(xii) <u>where a Shareholder or Member is a corporation, any reference in these Articles to a Shareholder or Member shall, where the context requires, refer to a duly authorized representative of such Shareholder or Member.</u></p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
15	<p>(a) Subject to the Companies 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 and terms of purchase have first been authorised by an Ordinary 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 and other securities for the subscription or purchase of any shares in any company which is its Holding Company and may make payment therefor in any manner and terms authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, 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 or other securities in the Company or any company which is a Holding Company of the Company and should the Company purchase or otherwise acquire its own Shares or warrants or other securities neither the Company nor the Board shall be required to select the Shares or warrants or other securities to be purchased or otherwise acquired rateably or in any other manner and terms as between the holders of Shares or warrants or other securities of the same class or as between them and the holders of Shares or 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 the relevant code, rules or regulations issued from time to time by the HK Stock Exchange and/or the Securities and Futures Commission of Hong Kong from time to time in force.</p> <p>(b) <u>The Board may accept the surrender for no consideration of any fully paid Share.</u></p> <p>(c) <u>Shares purchased or redeemed by, or surrendered to, the Company may be cancelled or (subject to the rules and regulations of the HK Stock Exchange or any stock exchange on which the shares of the Company are listed and any other relevant regulatory authority) classified and held as Treasury Shares.</u></p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
	<p>(ed) Where the Company purchases for redemption a redeemable Share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all Shareholders alike.</p> <p>(eđ) The purchase or redemption of any Share shall not be deemed to give rise to the purchase or redemption of any other Share.</p> <p>(ef) The holder of the Shares being purchased or redeemed shall be bound to deliver up to the Company at the Head Office or such other place as the Board shall specify the certificate(s) thereof for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.</p>	<p>Rename Article 15(b) as Article 15(d)</p> <p>Rename Article 15(c) as Article 15(e)</p> <p>Rename Article 15(d) as Article 15(f)</p>
15A	<p><u>Shares that the Company purchases, redeems or acquires by way of surrender in accordance with the Companies Act shall be held as Treasury Shares and not treated as cancelled if:</u></p> <p>(a) <u>the Board so determines prior to the purchase, redemption or surrender of those shares; and</u></p> <p>(b) <u>the relevant provisions of the Memorandum of Association of the Company, the Articles and the Companies Act are otherwise complied with.</u></p>	New Article
15B	<u>No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Shareholders on a winding up) may be made to the Company in respect of a Treasury Share. Nothing in this Article 15B represents an allotment of shares as fully paid bonus shares in respect of a Treasury Share and shares allotted as fully paid bonus shares in respect of a Treasury Share shall be treated as Treasury Shares.</u>	New Article
15C	<p><u>The Company shall be entered in the Register as the holder of the Treasury Shares. However:</u></p> <p>(a) <u>the Company shall not be treated as a Shareholder for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void; and</u></p> <p>(b) <u>a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Companies Act.</u></p>	New Article

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
15D	<u>Treasury Shares may be disposed of by the Company in accordance with the Companies Act and otherwise on such terms and conditions as the Board determines.</u>	New Article
15E	<p><u>Subject to the rules and regulations of the HK Stock Exchange or any stock exchange on which the shares of the Company are listed and any other relevant regulatory authority, the Board may by a resolution of the Directors at any time:</u></p> <p>(a) <u>cancel any one or more Treasury Shares; or</u></p> <p>(b) <u>transfer any one or more Treasury Shares to any person, whether or not for valuable consideration (including at a discount to the nominal or par value of such shares).</u></p>	New Article
19	<u>Every certificate for Shares, warrants or debentures or representing any other form of securities of the Company shall be issued under the Seal of the Company, which for this purpose may be a duplicate Seal. The seal of the Company may only be affixed or imprinted to a certificate for Shares, warrants or debentures or representing any other form of securities of the Company with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors.</u>	
39	<p>(1) <u>Subject to the Companies Act and these Articles, all transfers of Shares shall be effected by transfer in writing in the usual or common form or in such other form as the Board may accept provided always that it shall be in such a form prescribed by the HK Stock Exchange and may be under hand only or, if the transferor or transferee is a Clearing House (or its nominee(s)), under hand or by machine imprinted signature or by such other means of execution as the Board may approve from time to time.</u></p> <p>(2) <u>Notwithstanding the provisions of Article 39(1) above, for so long as any Shares are listed on the HK Stock Exchange, titles to such listed Shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules applicable to such listed Shares. The register of members of the Company in respect of its listed Shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Companies Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules applicable to such listed Shares.</u></p>	Rename Article 39 as Article 39(1)

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
63	All general meetings other than annual general meetings shall be called extraordinary general meetings. <u>A general meeting may be held by means of such telephone, electronic facilities or other communication facilities (including, without limiting the generality of the foregoing, by telephone, or by video conferencing) as to 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.</u>	
63A	<u>All general meetings (including an annual general meeting, any extraordinary general meeting, any adjourned meeting or any postponed meeting) may be held: (a) as a physical meeting in any part of the world and at one or more locations as provided in Article 71A, (b) as a hybrid meeting or (c) as an electronic meeting, as may be determined by the Board in its absolute discretion.</u>	New Article
64	The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the voting rights (on a one vote per share basis) in the capital of the Company. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board and adding resolutions to the agenda of the meeting for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may <u>convene a physical meeting at only one location which will be the Principal Meeting Placedo so in the same manner</u> , and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
65	<p>An annual general meeting of the Company shall be called by at least 21 days' notice in writing, and a general meeting of the Company other than an annual general meeting, shall be called by at least 14 days' notice in writing. <u>The Notice for any general meeting shall specify: (a) the time and date of the meeting; (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 71A, the principal place of the meeting (the "Principal Meeting Place") and the other place(s) of the meeting; (c) if the general meeting is to be a hybrid meeting or an electronic meeting, a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or when and how such details will be made available by the Company prior to the meeting; (d) the agenda of the meeting and particulars of resolutions to be considered at the meeting; and (e) in case of special business (as defined in Article 67), the general nature of that business.</u> <u>The notice for every general meeting</u>notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given,and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:</p> <p>(a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat; and</p> <p>(b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% of the total voting rights at the meeting of all Shareholders of the Company.</p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
67	<p>All business shall be deemed special that is transacted at an extraordinary general meeting and also all business shall be deemed special that is transacted at an annual general meeting with the exception of the following, which shall be deemed ordinary business:</p> <ul style="list-style-type: none"> (i) the declaration and sanctioning of Dividends; (ii) the consideration and adoption of the accounts and balance sheets and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheets; (iii) the election of Directors in place of those retiring; (iv) the appointment of Auditors; (v) the fixing of, or the determining of the method of fixing of the remuneration of the Directors and of the Auditors; (vi) the granting of any mandate or authority to the Board to offer, allot, grant options over, or otherwise dispose of the unissued Shares representing not more than 20% (or such other percentage as may from time to time be specified in the Listing Rules) in nominal value of its then existing issued share capital and the number of any securities repurchased pursuant to paragraph (vii) of this Article; and (vii) the granting of any mandate or authority to the Board to repurchase securities of the Company <u>representing not more than 10 per cent (or such other percentage as may from time to time be specified in the Listing Rules) of the total number of issued shares of the Company.</u> 	
69	<p>If within 15 minutes <u>(or such longer time not exceeding one hour as the chairman of the meeting may determine to wait)</u> from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, 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 <u>where applicable, such place(s) and in such form and manner referred to in Article 63A as the chairman of the meeting (or in default, the Board) may absolutely determine.</u> as shall be decided by the Board, and <u>If</u> at such adjourned meeting a quorum is not present within 15 minutes from <u>(or such longer time not exceeding one hour as the chairman of the meeting may determine to wait)</u> the time appointed for holding the meeting, the Shareholder or the Shareholders present in person (or, in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and entitled to vote shall be a quorum and may transact the business for which the meeting was called.</p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
70	<p>(1) <u>(1) Subject to Article 70(2), T</u>he chairman (if any) of the Company or if he is absent or declines to take the chair at such meeting, the vice chairman (if any) of the Company shall take the chair at every general meeting, or, if there be no such chairman or vice chairman, or, if at any general meeting neither of such chairman or vice chairman is present within 15 minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the chairman chosen shall retire from the chair, then the Shareholders present shall choose one of their number to be chairman of the meeting.</p> <p>(2) <u>If the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is/are hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 70(1) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.</u></p>	Rename Article 70 as Article 70(1)
71	<u>Subject to Article 71A, t</u> he chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place(s) to place(s) and/or from one form to another (as a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice <u>Notice</u> , specifying <u>details set out in Article 65</u> the place, the day and the hour of the adjourned meeting shall be given in meeting the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice <u>Notice</u> the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice <u>Notice</u> of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice <u>Notice</u> . No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.	
<u>71A</u>	(1) <u>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 ("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 or any proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u>	New Article

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
	<p>(2) All general meetings are subject to the following:</p> <p>(a) <u>where a Member or proxy is attending by being present or by proxy at a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced as if it has commenced at the Principal Meeting Place;</u></p> <p>(b) <u>Members present in person or by proxy at a Meeting Location and/or Members participating in an electronic meeting or a hybrid meeting in person or by proxy 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/or Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;</u></p> <p>(c) <u>where Members and/or their proxies attend a meeting by being present at one of the Meeting Locations and/or where Members and/or their proxies participate in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members and/or their 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</u></p> <p>(d) <u>if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the Notice, 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; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.</u></p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
	<p>(3) <u>The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place and/or any Meeting Location(s) and/or attendance and/or participation and/or voting at an electronic meeting or 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 it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is unable to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of such Member to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location(s) 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.</u></p> <p>(4) <u>If it appears to the chairman of the general meeting that:</u></p> <p>(a) <u>the electronic facilities at the Principal Meeting Place and/or at such other Meeting Location(s) at which the meeting may be attended have become inadequate to give all persons entitled to do so a reasonable opportunity to participate at the meeting or are insufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or</u></p> <p>(b) <u>in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate to give all persons entitled to do so a reasonable opportunity to participate at the meeting; or</u></p> <p>(c) <u>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</u></p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
	<p>(d) <u>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 an adjournment for an indefinite period), or in the case of an electronic meeting or a hybrid meeting, change the electronic facilities. All business conducted at the meeting up to the time of any such adjournment or change of electronic facilities shall be valid.</u></p> <p>(5) <u>The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction which 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 inspection of their personal property and the restriction of items that may be taken into the meeting place, obeying any precautionary measures and regulations in relation to prevention and control of spread of disease, and determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members and their proxies shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made by the Board and, at any general meeting, by the chairman of the meeting pursuant to 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 ejected (physically or electronically) from the meeting.</u></p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
	<p>(6) <u>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, undesirable, unreasonable or impractical for any reason to hold the general meeting on the date and/or at the time and/or at the place(s) and/or using the electronic facilities and/or in the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) 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(s) and/or the electronic facilities and/or the form of the meeting (as a physical meeting, an electronic meeting or a hybrid meeting), without approval from the Members. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement and/or change of the relevant general meeting may occur automatically without further notice, including, without limitation, where a number 8 or higher typhoon signal, extreme conditions, 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:</u></p> <p><u>(a) when (i) a meeting is postponed and/or (ii) there is a change in the place and/or the electronic facilities and/or form of the meeting, the Company shall: endeavour to post a Notice of such postponement and/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 and/or automatic change of such meeting); and subject to and without prejudice to Article 71, 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), electronic facilities (if applicable) and form of the meeting (if applicable) for the postponed and/or changed meeting and shall notify the Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy form) if they are received as required by these Articles not less than forty-eight hours before the time of the postponed and/or changed meeting; and</u></p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
	<p>(b) <u>Notice of the business to be transacted at the postponed and/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 and/or changed meeting is the same as that set out in the original Notice of general meeting circulated to the Members.</u></p> <p>(7) <u>All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 71A(4), 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.</u></p> <p>(8) <u>Without prejudice to the other provisions in this Article, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as shall 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 and shall be counted in the quorum of the meeting.</u></p>	
72	<p>At any general meeting a resolution put to the vote of the meeting shall be decided by poll save that <u>in the case of a physical meeting the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution to be voted on by a show of hands. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine. Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded by:</u></p> <p>(a) <u>at least two Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or</u></p> <p>(b) <u>any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or</u></p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
	<p>(c) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.</p> <p><u>A demand by a person as proxy for a Shareholder or in the case of a Shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Shareholder.</u></p>	
<u>79B</u>	<u>All Members (including a Member which is a Clearing House (or its nominee(s))) have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u>	New Article
82	A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a poll or on a show of hands, by his committee or receiver, or other person in the nature of a committee or receiver appointed by that court, and any such committee, receiver or other person may vote on a poll by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Articles for the deposit of instruments of proxy or, if no place is specified, at the Registration Office, not later than the latest time at which an instrument of proxy must, if it is to be valid for the meeting, <u>or adjourned meeting or postponed meeting (as the case may be)</u> be delivered.	
84	No objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned meeting <u>or postponed meeting</u> at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
87	<p>The instrument appointing a proxy shall be in <u>such forms as the Board may determine and in the absence of such determination, shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or signed by under the hand of an officer or attorney duly authorised- to sign the same.</u> In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.</p>	
88	<p>(1) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and Notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.</p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
	<p>(2) The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice<u>Notice</u> of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) <u>or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than 48 hours before the time for holding the meeting or adjourned meeting or postponed meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting or postponed meeting where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</u></p>	Rename Article 88 as Article 88(2)
89	<p>Every instrument of proxy, whether for a specified meeting or otherwise, shall be in such form as the Board may from time to time approve, provided that it shall not preclude the use of the two-way form. Any form issued to a Shareholder for use by him for appointing a proxy to attend and vote at an extraordinary general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the Shareholder, according to his intentions, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business. <u>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.</u></p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
91	<p>A vote given in accordance with the terms of an instrument of proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the Share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Article 88, <u>or if the Company has provided an electronic address in accordance with Article 88, shall have been received by the Company at the electronic address so specified</u>, at least two hours before the commencement of the meeting or adjourned meeting <u>or postponed meeting</u> at which the proxy is used.</p>	
92	<p>(a) Any corporation which is a Shareholder may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders of the Company, and the person so authorised shall be entitled to exercise the same rights and powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholder of the Company. References in these Articles to a Shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a Shareholder represented at the meeting by such duly authorised representative.</p> <p>(b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders or at any creditors' meeting provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote and the right to speak <u>and, where a show of hands is allowed, the right to vote individually on a show of hands.</u></p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
96	The number of Directors shall not be less than two (2). <u>There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting.</u> The Company shall keep at its Registered Office a register of its directors and officers in accordance with the Companies Act.	
98	<p>(a) An alternate Director shall (subject to his giving to the Company an address <u>(including an electronic address)</u>, telephone and facsimile number within the territory of the Head Office for the time being for the giving of notices on him and except when absent from the territory in which the Head Office is for the time being situate) be entitled (in addition to his appointor) to receive and (in lieu of his appointor) to waive notices of meetings of the Board and of any committee of the Board of which his appointor is a member and shall be entitled to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he (instead of his appointor) were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative. If his appointor is for the time being absent from the territory in which the Head Office is for the time being situate or otherwise not available or unable to act, his signature to any resolution in writing of the Directors or any such committee shall be as effective as the signature of his appointor. His attestation of the affixing of the Seal shall be as effective as the signature and attestation of his appointor. An alternate Director shall not, save as aforesaid, have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.</p> <p>(b) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent <i>mutatis mutandis</i> as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the ordinary remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.</p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
	(c) A certificate by a Director (including for the purpose of this paragraph (c) an alternate Director) or the Secretary that a Director (who may be the one signing the certificate) was at the time of a resolution of the Directors or any committee thereof absent from the territory of the Head Office or otherwise not available or unable to act or has not supplied an address <u>(including an electronic address)</u> , telephone and facsimile number within the territory of the Head Office for the purposes of giving of notice to him shall in favour of all persons without express notice to the contrary, be conclusive of the matter so certified.	
133	The Board may meet together for the despatch of business, adjourn <u>or postpone</u> and otherwise regulate its meetings and proceedings as it thinks fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall be a quorum. For the purpose of this Article an alternate Director shall be counted in a quorum separately in respect of himself (if a Director) and in respect of each Director for whom he is an alternate and his voting rights shall be cumulative and he need not use all his votes or cast all his votes in the same way. A meeting of the Board or any committee of the Board may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
134	<p>A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Board which may be held in any part of the world, but no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Board. Notice thereof shall be given to each Director and alternate Director in person orally or in writing or <u>by electronic means to an electronic address 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</u> by telephone or by telex or telegram or facsimile transmission at the telephone or facsimile number or address <u>(including an electronic address)</u> 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. A Director absent or intending to be absent from the territory in which the Head Office is for the time being situate may request the Board or the Secretary that notices <u>Notices</u> of Board meetings shall during his absence be sent in writing to him <u>or by electronic means to an electronic address 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</u> at his last known address <u>or electronic address (as the case may be)</u>, facsimile or telex number or any other address, facsimile or telex number given by him to the Company for this purpose, but such notices need not be given any earlier than notices given to the other Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from such territory.</p>	
142	<p>(a) A resolution in writing signed by all the Directors (or their respective alternate Directors) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolutions in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors.</p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
	<p>(b) Where a Director is, on the date on which a resolution in writing is last signed by a Director, absent from the territory in which the Head Office is for the time being situated, or cannot be contacted at his last known address <u>or electronic address (as the case may be)</u> or contact telephone or facsimile number, or is temporarily unable to act through ill- health or disability and, in each case, his alternate (if any) is affected by any of these events, the signature of such Director (or his alternate) to the resolution shall not be required, and the resolution in writing, so long as such a resolution shall have been signed by at least two Directors or their respective alternates who are entitled to vote thereon or such number of Directors as shall form a quorum, shall be deemed to have been passed at a meeting of the Board duly convened and held, provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors (or their respective alternates) for the time being entitled to receive notices of meetings of the Board at their respective last known address <u>or electronic address (as the case may be)</u>, telephone or facsimile number or, if none, at the Head Office and provided further that no Director is aware of or has received from any Director any objection to the resolution.</p> <p>(c) A certificate signed by a Director (who may be one of the signatories to the relevant resolution in writing) or the Secretary as to any of the matters referred to in paragraph (a) or (b) of this Article shall in the absence of express notice to the contrary of the person relying thereon, be conclusive of the matters stated on such certificate.</p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
167	Unless otherwise directed by the Board, any Dividend or other moneys payable or bonuses, rights or other distributions in respect of any Share may be paid or satisfied by cheque or warrant or certificate or other documents or evidence of title sent through the post to the registered address of the Shareholder entitled, or, in the case of joint holders, to the registered address of that one whose name stands first in the Register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque, warrant, certificate or other document or evidence of title so sent shall be made payable to the order of the person to whom it is sent or, in the case of certificates or other documents or evidence of title as aforesaid, in favour of the Shareholder(s) entitled thereto, and the payment on any such cheque or warrant by the banker upon whom it is drawn shall operate as a good discharge to the Company in respect of the Dividend and/or other moneys represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Every such cheque, warrant, certificate or other document or evidence of title as aforesaid shall be sent at the risk of the person entitled to the Dividend, money, bonus, rights and other distributions represented thereby. <u>For the avoidance of doubt, any dividend, interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine.</u>	
169A	<u>Subject to the Listing Rules, notwithstanding any other provision of these Articles, the Company or the Directors may fix any date as the record date for:</u> (a) <u>determining the Members entitled to receive any dividend, distribution, allotment or issue; and</u> (b) <u>determining the Members entitled to receive Notice of and to vote at any general meeting of the Company.</u>	New Article
175	(a) The Board shall from time to time cause to be prepared and laid before the Company at its annual general meeting profit and loss accounts and balance sheets of the Company and such other reports and documents as may be required by law and the Listing Rules. The accounts of the Company shall be prepared and audited based on the generally accepted accounting principles of Hong Kong, the International Accounting Standards, or such other standards as may be permitted by the HK Stock Exchange.	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
	<p>(b) Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by two of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the <u>annual general</u> meeting be delivered or sent <u>in accordance with Article 180(b)</u> by post together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.</p> <p>(c) Subject to the Listing Rules, the Company may send summarised financial statements to Shareholders who has, in accordance with the Listing Rules, consented and elected to receive summarised financial statements instead of the full financial statements. The summarised financial statements must be accompanied by any other documents as may be required under the Listing Rules and must be sent to the Shareholders not less than twenty-one days before the general meeting to those Shareholders that have consented and elected to receive the summarised financial statements.</p>	
180	<p>(a) Except where otherwise expressly stated, any notice <u>Notice</u> or document (<u>including any corporate communication and actionable corporate communication</u>) to be given to or by any person pursuant to these Articles <u>by the Company</u> shall be in writing or, to the extent permitted by the Companies Act and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.</p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
	<p>(b) Except where otherwise expressly stated, any notice<u>Notice</u> or document (<u>including any corporate communications or actionable corporate communication</u> to be given to or by any person pursuant to these Articles) (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice<u>Notice</u> or document (<u>including any corporate communication and actionable corporate communication</u>) may be served or delivered by the Company to any Shareholder by electronic means to such <u>electronic</u> address as may from time to time be <u>supplied</u>authorised by the Shareholder concerned or by publishing it on a<u>the Company's</u> website and <u>the website of the HK Stock Exchange</u>notifying the Shareholder concerned that it has been so published.</p> <p>(c) Any such N<u>notice</u> or document (<u>including any corporate communication and actionable corporate communication</u>) may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register<u>Register</u> after that time shall invalidate that service or delivery. Where any notice or document (<u>including any corporate communication and actionable corporate communication</u>) is served or delivered to any person in respect of a share in accordance with these Articles, no person deriving any title or interest in that share shall be entitled to any further service or delivery of that notice<u>Notice</u> or document (<u>including any corporate communication and actionable corporate communication</u>).</p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
	<p>(d) Any notice or document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid envelope or wrapper addressed to the Company or to such officer at the Head Office or Registered Office.</p> <p>(e) The Board may from time to time specify the form and manner in which a notice may be given to the Company by electronic means, including one or more addresses for the receipt of an electronic communication, and may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such electronic communication. Any notice may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Board.</p>	
181	<p>(a) Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of <u>(i) an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address; or (ii) an electronic address for the purpose of service of notice.</u> Where the registered address of the Shareholder is outside the Relevant Territory, notice, <u>(i) if given through the post, shall be sent by prepaid airmail letter where available or (ii) if served by electronic means, shall be sent in accordance with Article 180(b).</u></p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
	<p>(b) Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address <u>or, in case of electronic communications, fails to supply his electronic address or a correct electronic address,</u> to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he <u>may obtain a copy of the relevant document, or by displaying or otherwise making available the relevant notice or document on the Company's website and the website of the HK Stock Exchange and stating the address within the Relevant Territory at which he may obtain a copy of the notice or the document.</u> Any notice or document served in the manner so described which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, <u>or, in case of electronic communications, no electronic address or an incorrect or a non-functional electronic address,</u> provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.</p>	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
	<p>(c) If on three consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address <u>or by electronic means to his electronic address</u> but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address <u>or a new electronic address</u> for the service of notices on him.</p> <p>(d) Notwithstanding any election by a Shareholder, if the Company is <u>advised that the sending of any notice or other documents to any electronic address supplied by a Shareholder may or might infringe the law of any relevant jurisdiction, or if the Company cannot verify the location of the server at which the electronic address of the Shareholder is located, the Company may in lieu of the sending of any notice or other document to the electronic address supplied by the Shareholder concerned, place the same on the Company's website and the website of the HK Stock Exchange, and any such placement shall be deemed effective service on the Shareholder, and the relevant notice and document shall be deemed to be served on the Shareholder on the date on which the same is first placed on the Company's website and the website of the HK Stock Exchange.</u></p> <p>(e) Notwithstanding any election by a Shareholder from time to time to <u>receive any notice or document through electronic means, such Shareholder may, at any time, require the Company to send to him, in addition to an electronic copy thereof, a printed copy of any notice or document which he, in his capacity as Shareholder, is entitled to receive.</u></p>	<p></p> <p>New Article</p> <p>New Article</p>

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
182	Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or <u>made available on a the Company's website and the website of the HK Stock Exchange</u> shall be deemed to have been served or delivered on the <u>first</u> day it was so published.	
183	A notice or document may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it <u>in any manner permitted by these Articles</u> through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at the <u>electronic or postal</u> address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an <u>electronic or postal</u> address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, mental disorder, bankruptcy or winding up had not occurred.	
185	Any notice or document delivered or sent by post to, <u>or by electronic communications,</u> or left at the registered address of any Shareholder in pursuance of these Articles, <u>or by publishing on the Company's website and the website of the HK Stock Exchange,</u> shall notwithstanding that such Shareholder be then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, be deemed to have duly served in respect of any registered Shares whether held solely or jointly with other persons by such Shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such Shares.	

Provision No.	Provisions in the Third Amended and Restated Memorandum and Articles of Association of the Company (changes marked-up against provisions in the Memorandum and Articles of Association)	Remarks
192	The Company may exercise the power to cease sending cheques for Dividend entitlements or Dividend warrants by post <u>or by electronic means</u> if such cheques or warrants remain uncashed on two consecutive occasions or after the first occasion on which such a cheque or warrant is returned undelivered.	
196	<p>The following provisions shall have effect at any time and from time to time provided that they are not prohibited by or inconsistent with the Companies Act:</p> <p>(a) The Company may by Ordinary Resolution convert any fully paid Shares into stock, and may from time to time by like resolution reconvert any stock into fully paid Shares of any denomination.</p> <p>(b) The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations as and subject to which the Shares from which the stock arose might prior to conversion have been transferred or as near thereto as circumstances admit, but the Board may from time to time, if it thinks fit, fix the minimum amount of stock transferable and restrict or prohibit the transfer of fractions of that minimum, but so that such minimum shall not exceed the nominal amount of the Shares from which the stock arose. No warrants to bearer shall be issued in respect of any stock.</p> <p>(c) The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards Dividends, participation in assets on a winding up, voting at meetings, and other matters, as if they held the Shares from which the stock arose, but no such rights, privileges or advantages (except participation in the Dividends and profits and in the assets on winding up of the Company) shall be conferred by an amount of stock which would not, if existing in Shares, have conferred such rights, privileges or advantages.</p> <p>(d) Such of the provisions of these Articles as are applicable to fully paid Shares shall apply to stock, and the words “Share” and “Shareholder” herein shall include “stock” and “stockholder” and “member<u>Member</u>”.</p>	

NOTICE OF THE 2025 ANNUAL GENERAL MEETING

WING CHI HOLDINGS LIMITED

榮智控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6080)

NOTICE OF 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 annual general meeting (the “**2025 AGM**”) of Wing Chi Holdings Limited (the “**Company**”) will be held at “9/F, Henley Building, 5 Queen’s Road Central, Central, Hong Kong” on Friday, 15 August 2025 at 11:30 a.m. for the following purposes:

As Ordinary Business

1. To adopt the audited financial statements of the Company and the reports of the Directors and Auditor of the Company for the year ended 31 March 2025;
2. To consider and approve, each as a separate resolution, if thought fit, the following ordinary resolutions:
 - (a) To re-elect Mr. Chan Chung Kik, Lewis as an Independent Non-executive Director of the Company.
 - (b) To re-elect Mr. Lee Kwok Lun as an Independent Non-executive Director of the Company.
 - (c) To authorise the Board to fix the Directors’ remuneration.
3. To re-appoint SHINEWING (HK) CPA Limited as the Auditor of the Company and to authorise the Board to fix its remuneration;
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraphs (b) and (c) of this Resolution, the Directors be and are hereby granted an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company and to allot, issue or grant securities convertible into shares in the capital of the Company, options, warrants and other rights to subscribe for any shares in the capital of the Company or such convertible securities and to make or grant offers, agreements and options in respect thereof;
- (b) such mandate shall not extend beyond the Relevant Period (as defined hereinafter) save that the Directors may during the Relevant Period make or grant offers, agreements, rights and options which might require the exercise of such power after the end of the Relevant Period;

NOTICE OF THE 2025 ANNUAL GENERAL MEETING

- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined hereinafter);
- (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company;
- (iii) the exercise of the subscription rights under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or
- (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company;

shall not exceed 20% of the total number of the shares of the Company in issue (exclude treasury shares, if any) as at the date of passing of this Resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this Resolution

“Relevant Period” means the period from the passing of this Resolution until the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution; and

“Rights Issue” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares of the Company on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

NOTICE OF THE 2025 ANNUAL GENERAL MEETING

Any reference to an allotment, issue, grant, offer or disposal of shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.”

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

“THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange (as applicable) as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares to be bought back pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent of the total number of issued shares of the Company (exclude treasury shares, if any) at the date of 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 the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

NOTICE OF THE 2025 ANNUAL GENERAL MEETING

“**THAT** subject to the passing of ordinary resolutions numbered 4 and 5 set out in the notice of the Meeting, the total number of shares of the Company that may be allotted, issued and dealt with (include any sale and transfer of treasury shares out of treasury) or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to and in accordance with the mandate granted under resolution numbered 4 set out in the notice of the Meeting be and is hereby increased and extended by the addition of the aggregate number of shares in the capital of the Company which may be bought-back by the Company pursuant to and in accordance with the mandate granted under resolution numbered 5 set out in the notice of the Meeting, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue (exclude treasury shares, if any) as at the date of the passing of this Resolution.”

As Special Business

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

SPECIAL RESOLUTION

“**THAT** the third amended and restated memorandum and articles of association of the Company (the “**Third Amended and Restated Memorandum and Articles of Association**”), a copy of which has been produced to this meeting marked “A” for identification purpose and signed by the Chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the current Second Amended and Restated Memorandum and Articles of association of the Company with immediate effect upon the approval by the shareholders at this meeting, that the Directors of the Company be and are hereby authorized to do all things necessary to implement the adoption of the Third Amended and Restated Memorandum and Articles of Association and that the Company’s registered office provider be and is hereby authorised and instructed to make such filing with the Registrar of Companies in the Cayman Islands as is necessary in connection with this resolution.”

By order of the Board
Wing Chi Holdings Limited
Li Cheuk Kam
Chairman

Hong Kong, 17 July 2025

Notes:

- (1) An eligible shareholder is entitled to appoint one or more proxies to attend, speak and vote in his/her stead at the 2025 AGM (or at any adjournment of it) provided that each proxy is appointed to represent the respective number of shares held by the shareholder as specified in the relevant proxy forms. The proxy does not need to be a shareholder of the Company.
- (2) Where there are joint registered holders of any shares, any one of such persons may vote at the 2025 AGM (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but if more than one of such joint holders be present at the 2025 AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

NOTICE OF THE 2025 ANNUAL GENERAL MEETING

- (3) A proxy form for use at the 2025 AGM is enclosed.
- (4) In order to be valid, the completed proxy form must be received by Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, at “17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong”, or via the designated website (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the 2025 AGM or adjourned meeting (as the case may be). If a proxy form is signed by an attorney of a shareholder who is not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to the Hong Kong branch share registrar and transfer office of the Company together with the proxy form. In the case of a corporation, the proxy form must either be executed under its common seal or be signed by an officer or agent duly authorised in writing.
- (5) For the purposes of determining shareholders’ eligibility to attend, speak and vote at the 2025 AGM (or at any adjournment of it), the register of members of the Company will be closed from Friday, 8 August 2025 to Friday, 15 August 2025, (both dates inclusive), during which period no transfer of shares of the Company will be registered. To be eligible to attend, speak and vote at the above 2025 AGM (or at any adjournment of it), all properly completed transfer documents accompanied by the relevant share certificate must be lodged with Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, at “17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong”, for registration not later than 4:30 p.m. on Thursday, 7 August 2025.
- (6) In relation to the proposed resolution numbered 2 above, the Retiring Directors will retire by rotation and, being eligible, have offered themselves for re-election at the 2025 AGM. Brief biographical details of the Retiring Directors who offers themselves for re-election at the 2025 AGM are set out in Appendix II to the circular of the Company dated 17 July 2025 (the “**Circular**”).
- (7) An explanatory statement containing further details regarding resolution 5 above is set out in Appendix I to the circular of the Company dated 17 July 2025.
- (8) Proposed amendments to the Second Amended and Restated Memorandum and Articles of Association of the Company are set out in Appendix III to the circular of the Company dated 17 July 2025.
- (9) As set out in the Letter from the Board included in the Circular, each of the resolutions set out in this notice should be voted on by poll.
- (10) The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.
- (11) If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 7:00 a.m. on the date of the 2025 AGM, the 2025 AGM will be adjourned. The Company will post an announcement on the website of the Company (www.wingchiholdings.com) and the HKEXnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting.

The 2025 AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the 2025 AGM under bad weather conditions bearing in mind their own situations.

As at the date of this notice, the Directors of the Company are:

Executive Directors

Mr. Li Cheuk Kam (Chairman) and Ms. Chau Man Chun

Independent Non-executive Directors

Mr. Wong Chik Kong, Mr. Chan Chung Kik, Lewis and Mr. Lee Kwok Lun