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

If you have sold or transferred all your shares in Huijing Holdings Company Limited, you should at once hand this circular and 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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HUIJING 滙景
HUIJING HOLDINGS COMPANY LIMITED
滙景控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 9968)

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

A notice convening the AGM of the Company to be held at 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 22 June 2022 at 11:00 a.m. is set out on pages 41 to 45 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.huijingholdings.com>).

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the AGM or any adjourned meeting if they so wish and in such event, the proxy form shall be deemed to be revoked. **In view of the ongoing COVID-19 pandemic, you are strongly encouraged to appoint the Chairman of the AGM as proxy to attend and vote on your behalf at the AGM or any adjourned meeting.**

PRECAUTIONARY MEASURES FOR THE AGM

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

- (1) Compulsory temperature screening/checks;
- (2) Submission of Health Declaration Form;
- (3) Wearing of surgical face mask;
- (4) No provision of refreshments or drinks; and
- (5) No provision of shuttle bus service.

Attendees who do not comply with the precautionary measures (1) to (3) above may be denied entry to the AGM, at the absolute discretion of the Company as permitted by law.

For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy instead of attending the AGM in person. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should they subsequently so wish and in such event, the proxy form shall be deemed to be revoked.

Hong Kong, 27 April 2022

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PRECAUTIONARY MEASURES FOR THE AGM

With the outbreak and spreading of the COVID-19 pandemic and the heightened requirements for the prevention and control of its spreading, to safeguard the health and safety of the Shareholders who might be attending the AGM in person, the Company will implement the following precautionary measures at the AGM:

- (1) Compulsory temperature screening/checks will be carried out on every attendee at the entrance of the AGM venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the AGM venue and be requested to leave the AGM venue.
- (2) Every attendee will have to submit a completed Health Declaration Form (“**Form**”) prior to entry into the AGM venue. The completed and signed Form must be ready for collection at the main entrance of the AGM venue to ensure prompt and smooth processing.
- (3) Every attendee will be required to wear a surgical face mask throughout the AGM and sit at a distance from other attendees. Please note that no masks will be provided at the AGM venue and attendees should bring and wear their own masks.
- (4) No refreshments or drinks will be provided to attendees at the AGM.
- (5) No shuttle bus service will be provided.

Attendees are requested to observe and practise good personal hygiene at all times at the AGM venue.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue so as to ensure the health and safety of the attendees at the AGM.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company’s website for further announcements and updates on the AGM arrangements.

Voting by proxy in advance of the AGM: The Company does not in any way wish to diminish the opportunity available to the Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect the Shareholders from possible exposure to the COVID-19 pandemic. For the health and safety of the Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy instead of attending the AGM in person. Physical attendance is not necessary for the purpose of exercising Shareholders’ rights. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should they subsequently so wish. **In view of the ongoing COVID-19 pandemic, you are strongly encouraged to appoint the Chairman of the AGM as proxy to attend and vote on your behalf at the AGM or any adjourned meeting.**

PRECAUTIONARY MEASURES FOR THE AGM

Appointment of proxy by non-registered Shareholders: non-registered Shareholders whose Shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.

If the Shareholders have any questions relating to the AGM, please contact Tricor Investor Services Limited, the Company's branch share registrar in Hong Kong, as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

DEFINITIONS

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

| | |
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| “AGM” | the annual general meeting of the Company to be held at 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 22 June 2022 at 11:00 a.m. or any adjournment thereof; |
| “AGM Notice” | the notice dated 27 April 2022 convening the AGM as set out on pages 41 to 45 of this circular; |
| “Articles of Association” | the amended and restated articles of association of the Company adopted pursuant to written resolutions of all the shareholders passed on 11 December 2019 and with effect from 16 January 2020; |
| “Board” | the board of Directors; |
| “close associate(s)” | has the meaning ascribed thereto under the Listing Rules; |
| “Company” | Huijing Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange; |
| “core connected person(s)” | has the meaning as ascribed thereto under the Listing Rules; |
| “Director(s)” | the director(s) of the Company; |
| “Group” | the Company and its subsidiaries; |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China; |
| “Issue Mandate” | the general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the resolutions approving such mandate; |
| “Latest Practicable Date” | 21 April 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein; |
| “Listing Date” | 16 January 2020, the date on which dealings in the Shares first commenced on the Main Board of the Stock Exchange; |

DEFINITIONS

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|-------------------------------|--|
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange; |
| “Memorandum of Association” | the amended and restated memorandum of association of the Company; |
| “New Articles of Association” | the second amended and restated articles of association of the Company proposed to be adopted at the annual general meeting; |
| “Proposed Amendments” | the proposed amendments to the Articles of Association set out in Appendix III to this circular; |
| “SFO” | the 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; |
| “Share Repurchase Mandate” | the general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the resolution approving such mandate; |
| “Shareholder(s)” | the registered holder(s) of the Share(s) from time to time; |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “Takeovers Code” | Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong, as amended, supplemented or otherwise modified from time to time; and |
| “%” | per cent. |

HUIJING 滙景
HUIJING HOLDINGS COMPANY LIMITED
滙景控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 9968)

Non-executive Director:

Mr Lun Ruixiang (*Chairman*)

Executive Directors:

Mr Lun Zhao Ming (*Chief Executive Officer*)

Mr Lu Peijun

Mr Luo Chengyu

Independent non-executive Directors:

Ms Chiu Lai Kuen Susanna

Mr Hung Wan Shun Stephen

Ms Lin Yanna

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Principal place of business
in Hong Kong:*

Unit 2403–2408, 24/F

Shui On Centre

6–8 Harbour Road, Wanchai

Hong Kong

27 April 2022

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the AGM for (i) the re-election of the retiring Directors; (ii) the granting to the Directors of the Share Repurchase Mandate and the Issue Mandate to repurchase Shares and to issue new Shares respectively; and (iii) the Proposed Amendments and the adoption of the New Articles of Association.

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84(1) of the Articles of Association, Mr Lun Ruixiang, Ms Chiu Lai Kuen Susanna and Mr Hung Wan Shun Stephen shall retire from office and hold office until the AGM. All of the above retiring Directors, being eligible, will offer themselves for re-election at the AGM.

The nomination committee of the Board reviewed the board composition and profiles of all retiring Directors and considered all of them to have contributed significantly to helping the Company achieve high standards of corporate governance and has contributed to the diversity of the Board by bringing their vast experience and expertise in business management and operation. Each of the retiring independent non-executive Directors proposed for re-election has given an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules to the Company. The Company is therefore satisfied of his/her independence under the Listing Rules. Based on the above, the Board believes that Ms Chiu Lai Kuen Susanna and Mr Hung Wan Shun Stephen has the character, integrity and experience to fulfill the role of an independent non-executive Director and, if re-elected, will continue to make significant contribution to the Company. The retiring independent non-executive Directors serve as director in less than seven listed companies, therefore, they are able to devote sufficient time and attention to the Company.

Details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

The current general mandate granted to the Directors to repurchase Shares at the annual general meeting of the Company held on 23 June 2021 will lapse at the conclusion of the AGM. In order to give the Company the flexibility to repurchase Shares if and where appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of proposed ordinary resolution contained in item 5 of the AGM Notice as set out on pages 41 to 42 of this circular (i.e. 525,400,000 Shares on the basis that no further Shares are issued or repurchased during the period from the Latest Practicable Date to the date of the AGM). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

The current general mandate granted to the Directors to issue Shares at the annual general meeting of the Company held on 23 June 2021 will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary

LETTER FROM THE BOARD

resolution will be proposed at the AGM to approve the granting of the Issue Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of proposed ordinary resolution contained in item 6 of the AGM Notice as set out on pages 42 to 43 of this circular (i.e. 1,050,800,000 Shares on the basis that no further Shares are issued or repurchased during the period from the Latest Practicable Date to the date of the AGM). An ordinary resolution to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the AGM.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issue Mandate.

5. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE NEW ARTICLES OF ASSOCIATION

The Board proposes to (i) make the Proposed Amendments to the Articles of Association and (ii) adopt the New Articles of Association to, amongst others, bring the Articles of Association in line with the amended Appendix 3 to the Listing Rules which came into effect on 1 January 2022.

Please refer to Appendix III of this circular for further particulars relating to the Proposed Amendments and the adoption of the New Articles of Association. A copy of the New Articles of Association will be available for inspection during normal business hours on any weekday (except public holidays) at the office of the Company in Hong Kong at Suites 911–912, 9/F., One Pacific Place, 88 Queensway, Hong Kong from the date of this circular up to and including the date of the AGM and at the AGM. The Proposed Amendments and the adoption of the New Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the AGM.

6. AGM AND PROXY ARRANGEMENT

The AGM Notice is set out on pages 41 to 45 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules and the Company's Articles of Association, any vote of Shareholders at a general meeting must be taken by poll 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. As such, all the resolutions set out in the notice of AGM will be voted by poll. An announcement on the poll vote results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.huijingholdings.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish. **In view of the ongoing COVID-19 pandemic, you are strongly encouraged to appoint the Chairman of the AGM as proxy to attend and vote on your behalf at the AGM or any adjourned meeting.**

In view of the travelling restrictions imposed by various jurisdictions to prevent the spread of the COVID-19, certain Director(s), other than the Chairman of the AGM, may attend the AGM through video conference.

7. RECOMMENDATION

The Directors consider that the above proposals, including but not limited to the proposed re-election of retiring Directors and granting of the Share Repurchase Mandate and Issue Mandate, the Proposed Amendments and the proposed adoption of the New Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Your faithfully,
For and on behalf of the Board
Huijing Holdings Company Limited
Lun Ruixiang
Chairman

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the AGM.

Mr Lun Ruixiang, aged 54

Mr Lun Ruixiang was appointed as a Director on 9 January 2019 and was appointed as chairman of the Board and redesignated as a non-executive Director on 25 March 2019. He is also the chairman of the nomination committee and the member of the remuneration committee of the Board. Mr Lun Ruixiang is responsible for formulating the overall strategies, development and directions, as well as monitoring the operations and management of the Group. Mr Lun Ruixiang founded the Group in 2004 and has over 17 years of experience in residential and commercial property development and business development. Mr Lun Ruixiang has been engaging in the automobile industry in Dongguan since January 1995.

Mr Lun Ruixiang is a relative of Mr Lun Zhao Ming and the father of Ms Lun Ying Kit.

Save as disclosed above, Mr Lun has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr Lun has entered into a letter of appointment with the Company under which the appointment to act as a Director shall be for an initial term of three years commencing from the Listing Date and shall thereafter continue on a month to month basis unless otherwise agreed between Mr Lun and the Company or terminated in accordance with the terms of the letter of appointment. The remuneration of Mr Lun will be recommended by the remuneration committee of the Board for the Board's approval with reference to the Company's performance and the remuneration benchmark in the industry. For the year ended 31 December 2021, the total remuneration paid to Mr Lun was approximately RMB2,047,000.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr Lun was interested in 4,478,100,000 Shares, representing 85.23% of the total number of issued Shares. Among others, Wui Ying Holdings Limited, directly held 4,421,241,000 Shares, representing 84.15% of the total number of issued Shares. Mr Lun is interested in 1 share of Wui Ying Holdings Limited, representing the entire issued share capital of Wui Ying Holdings Limited. Save as disclosed above, Mr Lun was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

In relation to the re-election of Mr Lun as a non-executive Director, save as disclosed hereof, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Ms Chiu Lai Kuen Susanna, MH, JP, aged 62

Ms Chiu Lai Kuen Susanna was appointed as an independent non-executive Director on 11 December 2019. Ms Chiu is also the chairman of the audit committee of the Board.

Ms Chiu has over 32 years of experience in accounting, business management and operations. From 2000 to 2006, Ms Chiu joined DVN Holdings Company Limited (currently known as Frontier Services Group) (Stock Exchange stock code: 0500), a company specializing in development and sales of digital broadcasting systems, where she was the chief operating officer and the senior vice president of the Business Development and Corporate Affairs. During 2006 to 2019, she served as senior vice president, group chief representative in Eastern China Region and consultant under the Fung Group, which engaged in trading, distribution, logistics and retailing businesses. She has been serving as an independent non-executive director of Kato (Hong Kong) Holdings Limited (Stock Exchange stock code: 2189), Songz Automobile Air Conditioning Co., Ltd. (Shenzhen Stock Exchange stock code: 2454), Huali University Group Limited (Stock Exchange stock code: 1756) and China Oilfield Services Limited (Stock Exchange stock code: 2883) since May 2019, 20 May 2020, 17 July 2020 and 2 June 2021, respectively.

Ms Chiu was awarded the Medal of Honor by the Hong Kong Government in 2013 for her achievement and dedication in public services especially in relations to the accounting profession. She was also awarded the “Outstanding Women Professionals” Award in 2014, “Distinguished Alumni” Award from Sheffield University and was also awarded “2017 Outstanding Business Women” by Hong Kong Commercial Daily in 2017. In 2017 and 2018, Ms Chiu was awarded the “Justice of Peace” and “New Territories Justice of the Peace” respectively by the Hong Kong Government for her contribution to the community. Ms Chiu has been a member of the Women’s Commission since January 2017. She was also a member of the Equal Opportunities Commission from May 2009 to May 2017, as well as the Energy Advisory Committee from July 2014 to July 2018. Ms Chiu is currently a member of The Chinese People’s Political Consultative Conference of Shanghai.

Ms Chiu graduated with First Class Honors in Economics from the University of Sheffield in the United Kingdom in 1982 and holds an Executive MBA degree from the Chinese University of Hong Kong in Hong Kong in 1997. Ms Chiu was the President of the Council of the Hong Kong Institute of Certified Public Accountants in 2013, and the president of the Information Systems Audit and Control Association (China Hong Kong Chapter) from 2001 to 2005. She is a qualified Chartered Accountant from England, a Hong Kong Certified Public Accountant, PRC Certified Public Accountant and Auditor of the Information Systems Audit and Control Association.

Ms Chiu does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, Ms Chiu has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Ms Chiu has entered into a letter of appointment with the Company under which the appointment to act as a Director shall be for an initial term of three years commencing from the Listing Date and shall thereafter continue on a month to month basis unless otherwise agreed between Ms Chiu and the Company or terminated in accordance with the terms of the

letter of appointment. The remuneration of Ms Chiu will be recommended by the remuneration committee of the Board for the Board's approval with reference to the Company's performance and the remuneration benchmark in the industry. For the year ended 31 December 2021, the total remuneration paid to Ms Chiu was approximately RMB373,000.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Ms Chiu was not interested or deemed to be interested in any Shares or underlying Shares of the Company.

In relation to the re-election of Ms Chiu as an independent non-executive Director, save as disclosed hereof, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr Hung Wan Shun Stephen, aged 62

Mr Hung Wan Shun Stephen was appointed as an independent non-executive Director on 11 December 2019. He is also a member of the audit committee, remuneration committee and nomination committee of the Board.

Mr Hung is a solicitor in Hong Kong and has over 26 years of experience in legal practice. Mr Hung was admitted as a solicitor in Hong Kong in May 1995. Mr Hung is currently with Li & Partners, a Hong Kong based law firm and has been a partner of the firm since December 2014.

Mr Hung was a member of the Council of the Law Society of Hong Kong (the "Law Society") from October 2003 to May 2020. He was elected as vice-president of the Law Society from May 2012 to August 2014 and president from August 2014 to June 2016. Mr Hung has also been the representative for Law Society in the Judicial Officers Recommendation Commission from July 2015 to July 2019, the representative for the Duty Lawyer Service Council since February 2018 and Chairman from January 2021 to January 2022. Mr Hung has been serving various appointments including the Financial Reporting Council since December 2018; Communications Authority since April 2017; Professional Services Advancement Support Scheme Vetting Committee since January 2017; Hong Kong Examinations and Assessment Authority from September 2013 to September 2019; Subcommittee on Causing or Allowing the Death of a Child of the Law Reform Commission from February 2007 to August 2021; member for the Law Reform Commission since December 2020; and Lump Sum Grant Steering Committee from April 2015 to March 2020.

Mr Hung received his degree of Bachelor of Arts from University of Winnipeg in Canada in May 1982. He later received his degree of Bachelor of Laws in December 1992 and Postgraduate Certificate in Laws in September 1993 from the University of Hong Kong in Hong Kong.

Mr Hung does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, Mr Hung has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr Hung has entered into a letter of appointment with the Company under which the appointment to act as a Director shall be for an initial term of three years commencing from the Listing Date and shall thereafter continue on a month to month basis unless otherwise agreed between Mr Hung and the Company or terminated in accordance with the terms of the letter of appointment. The remuneration of Mr Hung will be recommended by the remuneration committee of the Board for the Board's approval with reference to the Company's performance and the remuneration benchmark in the industry. For the year ended 31 December 2021, the total remuneration paid to Mr Hung was approximately RMB373,000.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr Hung was not interested or deemed to be interested in any Shares or underlying Shares of the Company.

In relation to the re-election of Mr Hung as an independent non-executive Director, save as disclosed hereof, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

The following is an explanatory statement required by Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Share Repurchase Mandate.

1. SHARES CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,254,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the AGM Notice in respect of the granting of Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, i.e. 5,254,000,000 Shares, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a maximum of 525,400,000 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Repurchases of Shares 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 made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

In repurchasing Shares pursuant to the Share Repurchase Mandate, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2021) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

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

| Month | Highest HK\$ | Lowest HK\$ |
|--|-------------------------|------------------------|
| April 2021 | 2.03 | 1.80 |
| May 2021 | 2.02 | 1.86 |
| June 2021 | 2.01 | 1.91 |
| July 2021 | 2.02 | 1.81 |
| August 2021 | 1.99 | 1.87 |
| September 2021 | 1.97 | 1.89 |
| October 2021 | 2.05 | 1.87 |
| November 2021 | 1.99 | 1.88 |
| December 2021 | 1.96 | 1.89 |
| January 2022 | 1.95 | 1.88 |
| February 2022 | 1.96 | 1.90 |
| March 2022 | 1.94 | 1.67 |
| April 2022 (up to and including the Latest Practicable Date) | 1.95 | 1.83 |

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

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

7. TAKEOVERS CODE

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

As at the Latest Practicable Date, (i) Wui Ying Holdings Limited, a company beneficially wholly-owned by Mr Lun Ruixiang, held 4,421,241,000 Shares, representing 84.15% of the total number of issued Shares; and (ii) Wui Shing Holdings Limited, a company beneficially wholly-owned by Ms Chan Hau Wan, held 44,659,000 Shares, representing 0.85% of the total number of issued Shares. Ms Chan Hau Wan is the spouse of Mr Lun Ruixiang (together with Wui Ying Holdings Limited, Wui Shing Holdings Limited and Ms Chan Hau Wan, the “**Controlling Shareholders**”). In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Share Repurchase Mandate and if such is approved by the Shareholders, assuming that the present shareholdings and capital structure of the Company remain the same, (i) the shareholding of the Controlling Shareholders would be increased from 85% of the total number of issued Shares to approximately 94.44% of the total number of issued Shares; (ii) the shareholding of Wui Ying Holdings Limited would be increased from approximately 84.15% to 93.50% of the total number of issued Shares; and (iii) the shareholding of Wui Shing Holdings Limited would be increased from approximately 0.85% of the total number of issued Shares to approximately 0.94% of the total number of issued Shares.

Based on the above, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. In the opinion of the Directors, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the Share Repurchase Mandate (if such is approved by the Shareholders), (i) an increase in shareholding held by the Controlling Shareholders to approximately 94.44% of the total number of issued Shares; and (ii) an increase in shareholding held by Wui Ying Holdings Limited to 93.50% of the total number of issued Shares would contravene the waiver from strict compliance with the requirements under Rule 8.08(1)(a) of the Listing Rules granted by the Stock Exchange, which provides that at least 15% of the Shares must be held by the public. The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Share Repurchase Mandate to such an extent as would result in the level of shareholdings in the Company held by public Shareholders falling below 15%.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

APPENDIX III THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The following are the Proposed Amendments to the Articles of Association introduced by the New Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the New Articles of Association.

| Article No. | Provisions in the New Articles of Association (showing changes to the Articles of Association) | |
|--------------------------------|--|-------------------------------|
| 1. | The regulations in Table A in the Schedule to the Companies Law Act (As Revised) do not apply to the Company. | |
| 2.(1) “Act” | <u>the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands.</u> | |
| 2.(1) “Registration Office” | in respect of any class of share capital such place, including <u>but not limited to Hong Kong</u> , as the Board may from time to time determine to keep a branch register of Members in respect of that class of share capital and where (except in cases where the Board otherwise directs) the transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered. | App. 3 20 |
| “Member” | a duly registered holder from time to time of the shares in the capital of the Company. | |
| “close associate” | in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange (“Listing Rules”) as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules. | App. 3 4(1) Ch.17.48(A) |
| “Law” | The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. | |
| “Statutes” | the Law Act and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles. | |
| 2.(2)(i) | Section 8 and Section 19 of the Electronic Transactions Law Act (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles. | |

APPENDIX III THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Article No. | Provisions in the New Articles of Association (showing changes to the Articles of Association) | |
|--------------------|--|--|
| 3.(1) | The share capital of the Company at the date on which these Articles come into effect shall be divided into shares of a par value of \$0.01 each. | App-3 9 |
| 3.(2) | Subject to the Law Act , the Company's Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Law Act . The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law Act . | |
| 4. | The Company may from time to time by ordinary resolution in accordance with the Law Act alter the conditions of its Memorandum of Association to: | |
| 4.(c) | divide its shares into several classes and without prejudice to any special rights previously conferred on the holders of existing shares attach thereto respectively any preferential, deferred, qualified or special rights, privileges, conditions or such restrictions which in the absence of any such determination by the Company in general meeting, as the Directors may determine provided always that where the Company issues shares which do not carry voting rights, the words "non voting" shall appear in the designation of such shares and where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words "restricted voting" or "limited voting"; | App-3 10(1) 10(2) |

Article No. Provisions in the New Articles of Association (showing changes to the Articles of Association)

- 4.(d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Company's Memorandum of Association (subject, nevertheless, to the ~~Law Act~~), and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;
6. The Company may from time to time by special resolution, subject to any confirmation or consent required by the ~~Law Act~~, reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.
8. ~~(1)~~ Subject to the provisions of the ~~Law Act~~ and the Company's Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Board may determine. App. 3
6(1)
- ~~9.~~ ~~(2)~~ Subject to the provisions of the ~~Law Act~~, the rules of any Designated Stock Exchange and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.
- ~~9.~~ ~~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 as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.~~ App. 3
8(1)
8(2)

| Article No. | Provisions in the New Articles of Association (showing changes to the Articles of Association) | |
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| 10. | Subject to the Law <u>Act</u> and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, <i>mutatis mutandis</i> , apply, but so that: | App. 3 6(1) <u>15</u> App. 13(B) 2(1) |
| 10.(a) | the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum; and | App. 3 6(2) <u>15</u> |

Article No. Provisions in the New Articles of Association (showing changes to the Articles of Association)

- 12.(1) Subject to the ~~Law Act~~, these Articles, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount to their nominal value. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.
13. The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the ~~Law Act~~. Subject to the ~~Law Act~~, the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.
15. Subject to the ~~Law Act~~ and these Articles, the Board may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Board considers fit to impose.

Article No. Provisions in the New Articles of Association (showing changes to the Articles of Association)

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| 16. | Every share certificate shall be issued under the Seal or a facsimile thereof or with the Seal printed thereon and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. The seal of the Company may only be affixed to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors. No certificate shall be issued representing shares of more than one class. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon. | App.3 2(1) |
| 19. | Share certificates shall be issued within the relevant time limit as prescribed by the Law-Act or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company. | |
| 21. | If a share certificate shall be damaged or defaced or alleged to have been lost, stolen or destroyed a new certificate representing the same shares may be issued to the relevant Member upon request and on payment of such fee as the Designated Stock Exchange may determine to be the maximum fee payable or such lesser sum as the Board may determine and, subject to compliance with such terms (if any) as to evidence and indemnity and to payment of the costs and reasonable out-of-pocket expenses of the Company in investigating such evidence and preparing such indemnity as the Board may think fit and, in case of damage or defacement, on delivery of the old certificate to the Company provided always that where share warrants have been issued, no new share warrant shall be issued to replace one that has been lost unless the Directors are satisfied beyond reasonable doubt that the original has been destroyed. | App.3 2(2) |

Article No. Provisions in the New Articles of Association (showing changes to the Articles of Association)

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| 22. | <p>The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien on every share (not being a fully paid share) registered in the name of a Member (whether or not jointly with other Members) for all amounts of money presently payable by such Member or his estate to the Company whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such Member or his estate and any other person, whether a Member or not. The Company's lien on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The Board may at any time, generally or in any particular case, waive any lien that has arisen or declare any share exempt in whole or in part, from the provisions of this Article.</p> | <p>App-3 1(2)</p> |
| 33. | <p>The Board may, if it thinks fit, receive from any Member willing to advance the same, and either in money or money's worth, all or any part of the moneys uncalled and unpaid or instalments payable upon any shares held by him and upon all or any of the moneys so advanced (until the same would, but for such advance, become presently payable) pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such Member not less than one (1) month's Notice of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. Such payment in advance shall not entitle the holder of such share or shares to participate in respect thereof in a dividend subsequently declared.</p> | <p>App-3 3(1)</p> |

Article No. Provisions in the New Articles of Association (showing changes to the Articles of Association)

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| 44. | <p>The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law-Act or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.</p> | <p>App. B3 3(2)20</p> |
| 46.(2) | <p>Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the Designated Stock Exchange that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Law-Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the Designated Stock Exchange that are or shall be applicable to such listed shares.</p> | |
| 48.(1) | <p>The Board may, in its absolute discretion, and without giving any reason therefor, refuse to register a transfer of any share (not being a fully paid up share) to a person of whom it does not approve, or any share issued under any share incentive scheme for employees upon which a restriction on transfer imposed thereby still subsists, and it may also, without prejudice to the foregoing generality, refuse to register a transfer of any share to more than four (4) joint holders or a transfer of any share (not being a fully paid up share) on which the Company has a lien.</p> | <p>App. 3 1(2) 1(3)</p> |

Article No. Provisions in the New Articles of Association (showing changes to the Articles of Association)

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| 48.(4) | Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the Law <u>Act</u> . | App. 3 1(1) |
| 49.(a) | a fee of such maximum sum as the Designated Stock Exchange may determine to be payable or such lesser sum as the Board may from time to time require is paid to the Company in respect thereof; | App. 3 1(1) |
| 49.(c) | the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the Law <u>Act</u> or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and | |
| 51. | The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers or by any other means in accordance with the requirements of any <u>Designated Stock Exchange or by electronic means or other means in such manner as may be accepted by the</u> Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. | |

| Article No. | Provisions in the New Articles of Association (showing changes to the Articles of Association) | |
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| 55.(1) | Without prejudice to the rights of the Company under paragraph (2) of this Article, the Company may cease sending cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered. | App. 3 13(1) |
| 55.(2) | The Company shall have the power to sell, in such manner as the Board thinks fit, any shares of a Member who is untraceable, but no such sale shall be made unless: | App. 3 13(2)(a) 13(2)(b) |
| 56. | An annual general meeting of the Company shall be held in each <u>financial year</u> other than the <u>financial year</u> of the Company's adoption of these Articles (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) and such annual general meeting must be held within six (6) months after the datend of adoption of these Articles, the Company's financial year (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board. A meeting of Members or any class thereof may be held by means of such telephone, electronic or other communication facilities 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 at such meeting. | App. 13B 3(3) 14(1) 4(2) |

| Article No. | Provisions in the New Articles of Association (showing changes to the Articles of Association) | |
|-------------|---|--|
| 58. | The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business <u>or resolution</u> specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company. | App. 3 <u>14(5)</u> |
| 59.(1) | An annual general meeting must be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days . All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Law Act , if it is so agreed: | App. 13B 3(1) <u>14(2)</u> |
| 61.(1)(d) | appointment of Auditors (where special notice of the intention for such appointment is not required by the Law Act) and other officers; and | |
| 61.(2) | No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person (in the case of a Member being a corporation) by its duly authorised representative or by <u>proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy</u> shall form a quorum for all purposes. | |

| Article No. | Provisions in the New Articles of Association (showing changes to the Articles of Association) | |
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| 66.(1) | Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views. | Ch. 13 39(4) App. 3 19 |
| 70. | All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the Law Act . In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have. | |
| <u>73.(2)</u> | <u>All Members 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 rules of the Designated Stock Exchange, to abstain from voting to approve the matter under consideration.</u> | App. 3 14(3) |

| Article No. | Provisions in the New Articles of Association (showing changes to the Articles of Association) | |
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| 73.(23) | Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted. | <u>App.3</u> <u>14(4)</u> |
| 75. | Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise. | App. 13B3 2(2)18 <u>App. 3</u> <u>19</u> |
| 76. | The instrument appointing a proxy 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 its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts. | <u>App. 3</u> 1(2) <u>18</u> |
| 78. | Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates. | App. 3 11(1) |

| Article No. | Provisions in the New Articles of Association (showing changes to the Articles of Association) | |
|-------------|---|---|
| 81.(1) | Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of Members. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual Member and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat. | App. 13 B 2(2) 18 |
| 81.(2) | If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members 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. Each person so authorised under 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)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including <u>without limitation, the right to speak and vote and</u> , where a show of hands is allowed, the right to vote individually on a show of hands. | App. 13B <u>619</u> |
| 83.(2) | Subject to the Articles and the Law Act , the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board. | |
| 83.(3) | The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. | App. 3 4(2) |

APPENDIX III THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Article No. | Provisions in the New Articles of Association (showing changes to the Articles of Association) | |
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| 83.(5) | The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement). | App. 13B 5(1) App. 3 4(3) |
| 83.(6) | A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (5) above may be filled by the election or appointment by ordinary resolution of the Members at the meeting at which such Director is removed. | |
| 84.(1) | Notwithstanding any other provisions in the Articles, at each annual general meeting one third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. | App. 14 <u>A4.2</u> |
| 85. | No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting. | App. 3 4(4) 4(5) <u>Ch. 17.46B</u> |

Article No. Provisions in the New Articles of Association (showing changes to the Articles of Association)

90. An alternate Director shall only be a Director for the purposes of the ~~Law-Act~~ and shall only be subject to the provisions of the ~~Law-Act~~ insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed in the alternative and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. 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 by the Company to the same extent *mutatis mutandis* as if he were a Director but he shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by Notice to the Company from time to time direct.

96. The Board shall obtain the approval of the Company in general meeting before making any payment to any Director or past Director of the Company by way of compensation for loss of office, or as consideration for or in connection with his retirement from office (not being payment to which the Director is contractually entitled). App-13B
5(4)

98. Subject to the ~~Law-Act~~ and to these Articles, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatsoever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Article 99 herein.

| Article No. | Provisions in the New Articles of Association (showing changes to the Articles of Association) | |
|-------------|---|-----------------------------------|
| 99. | A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first considered, if he knows his interest then exists, or in any other case at the first meeting of the Board after he knows that he is or has become so interested. For the purposes of this Article, a general Notice to the Board by a Director to the effect that: | App-13B 5(3) |
| 100.(1) | <p>A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:</p> <p>(i) any contract or arrangement for the giving of any security or indemnity either:-</p> <p style="padding-left: 40px;">(a) to such the Director or his close associate(s) any security or indemnity in respect of money lent by him or any of his close associate(s) or obligations incurred or undertaken by him or any of his close associate(s)<u>them</u> at the request of or for the benefit of the Company or any of its subsidiaries; <u>or</u></p> <p>(ii) (b) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;</p> <p>(iii) any contract or arrangement proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub underwriting of the offer;</p> | App-3 4(1) <u>Ch. 13.44</u> |

Article No. Provisions in the New Articles of Association (showing changes to the Articles of Association)

~~(iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or~~

~~(viii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:~~

~~(a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme; under which the Director or his close associate(s) may benefit; or~~

~~(b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to the Directors, or his close associate(s) and to employee(s) of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not accorded generally accorded to the class of persons to which such scheme or fund relates;~~

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

101.(3)(c) to resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the ~~Law~~Act.

101.(4) The Company shall not make any loan, directly or indirectly, to a Director or his close associate(s) if and to the extent it would be prohibited by the Companies Ordinance (Chapter 622 of the laws of Hong Kong) as if the Company were a company incorporated in Hong Kong.

App.13B
5(2)

Article No. Provisions in the New Articles of Association (showing changes to the Articles of Association)

107. The Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the ~~LawAct~~, to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
- 110.(2) The Board shall cause a proper register to be kept, in accordance with the provisions of the ~~LawAct~~, of all charges specifically affecting the property of the Company and of any series of debentures issued by the Company and shall duly comply with the requirements of the ~~LawAct~~ in regard to the registration of charges and debentures therein specified and otherwise.
- 124.(1) The officers of the Company shall consist of at least one chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the ~~LawAct~~ and these Articles.
- 125.(2) The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the ~~LawAct~~ or these Articles or as may be prescribed by the Board.
127. A provision of the ~~LawAct~~ or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.
128. The Company shall cause to be kept in one or more books at its Office a Register of Directors and Officers in which there shall be entered the full names and addresses of the Directors and Officers and such other particulars as required by the ~~LawAct~~ or as the Directors may determine. The Company shall send to the Registrar of Companies in the Cayman Islands a copy of such register, and shall from time to time notify to the said Registrar of any change that takes place in relation to such Directors and Officers as required by the ~~LawAct~~.

| Article No. | Provisions in the New Articles of Association (showing changes to the Articles of Association) | |
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| 130.(1) | The Company shall have one or more Seals, as the Board may determine. For the purpose of sealing documents creating or evidencing securities issued by the Company, the Company may have a securities seal which is a facsimile of the Seal of the Company with the addition of the word “Securities” on its face or in such other form as the Board may approve. The Board shall provide for the custody of each Seal and no Seal shall be used without the authority of the Board or of a committee of the Board authorised by the Board in that behalf. Subject as otherwise provided in these Articles, any instrument to which a Seal is affixed shall be signed autographically by one Director and the Secretary or by two Directors or by such other person (including a Director) or persons as the Board may appoint, either generally or in any particular case, save that as regards any certificates for shares or debentures or other securities of the Company the Board may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature. Every instrument executed in manner provided by this Article shall be deemed to be sealed and executed with the authority of the Board previously given. | App.3 2(1) |
| 133. | Subject to the Law Act, the Company in general meeting may from time to time declare dividends in any currency to be paid to the Members but no dividend shall be declared in excess of the amount recommended by the Board. | |
| 134. | Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Law Act. | |
| 135.(a) | all dividends shall be declared and paid according to the amounts paid up on the shares in respect of which the dividend is paid, but no amount paid up on a share in advance of calls shall be treated for the purposes of this Article as paid up on the share; and | App.3 3(1) |

Article No. Provisions in the New Articles of Association (showing changes to the Articles of Association)

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| 140. | All dividends or bonuses unclaimed for one (1) year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed. Any dividend or bonuses unclaimed after a period of six (6) years from the date of declaration shall be forfeited and shall revert to the Company. The payment by the Board of any unclaimed dividend or other sums payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. | App.3 3(2) |
| 143.(1) | The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided by the provisions of these Articles, the Board may apply the share premium account in any manner permitted by the LawAct . The Company shall at all times comply with the provisions of the LawAct in relation to the share premium account. | |
| 146. | The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the LawAct : | |
| 147. | The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the LawAct or necessary to give a true and fair view of the Company's affairs and to explain its transactions. | App.13B 4(1) |

| Article No. | Provisions in the New Articles of Association (showing changes to the Articles of Association) | |
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| 149. | Subject to Article 150, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures. | App.3 5 App.13B 3(3) 4(2) |
| 152.(1) | At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company. | App.13B 4(2)17 |
| 152.(2) | The Members may, at any general meeting convened and held in accordance with these Articles, by special <u>ordinary</u> resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term. | App.3 17 |
| 153. | Subject to the Law <u>Act</u> the accounts of the Company shall be audited at least once in every year. | App.13B 4(2) |
| 154. | The remuneration of the Auditor shall be fixed by the Company in general meeting or in such manner as the Members may determine. | App.3 17 |

Article No. Provisions in the New Articles of Association (showing changes to the Articles of Association)

155. ~~If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed~~The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154.

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| 158. | Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders. | App.3 7(1) 7(2) 7(3) |
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Article No. Provisions in the New Articles of Association (showing changes to the Articles of Association)

161. For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any notice or document to be given by the Company may be written, printed or made electronically.

162.(1) Subject to Article 162(2), The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.

162.(2) A resolution that the Company be wound up by the court or to be wound up voluntarily shall be a special resolution. App.3
21

163.(2) If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the ~~Law Act~~, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of properties of one kind or shall consist of properties to be divided as aforesaid of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.

Article No. Provisions in the New Articles of Association (showing changes to the Articles of Association)

FINANCIAL YEAR

~~165.~~ Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 of December in each year.

~~1656.~~ No Article shall be rescinded, altered or amended and no new Article shall be made until the same has been approved by a special resolution of the Members. A special resolution shall be required to alter the provisions of the memorandum of association or to change the name of the Company. App.13B
16

~~1667.~~ No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the members of the Company to communicate to the public.

HUIJING 滙景
HUIJING HOLDINGS COMPANY LIMITED
滙景控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 9968)

Notice is hereby given that the annual general meeting of Huijing Holdings Company Limited (the “**Company**”) will be held at 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 22 June 2022 at 11:00 a.m. (Hong Kong time) (the “**Meeting**”) for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the independent auditor of the Company for the year ended 31 December 2021.
2. To consider and declare a final dividend of HK\$2.48 cents per ordinary share of the Company.
3. (a) To re-elect Mr Lun Ruixiang as a non-executive director of the Company.
(b) To re-elect Ms Chiu Lai Kuen Susanna as an independent non-executive director of the Company.
(c) To re-elect Mr Hung Wan Shun Stephen as an independent non-executive director of the Company.
(d) To authorise the board of directors (the “**Directors**”) of the Company (the “**Board**”) to fix the remuneration of the Directors respectively.
4. To re-appoint Messrs Ernst & Young as independent auditor of the Company and to authorise the Board to fix their remuneration.
5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in the general meeting.”

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

“**THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company;
 - (iii) any scrip dividend scheme 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; or
 - (iv) the exercise of rights of subscription or conversion under the terms of any securities or bonds which are convertible into shares of the Company,

shall not exceed 20% of the number of issued shares of the Company on the date of passing of this resolution and the said mandate shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in the general meeting.

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

7. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon to the passing of resolutions set out in items 5 and 6 of the notice convening this Meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the number of shares of the Company which may be allotted, issued by the Directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the number of shares of the Company in issue as at the date of passing this resolution.”

8. As special business, to consider and, if thought fit, pass with or without modifications, the following resolution as a special resolution:

“**THAT** (i) the proposed amendments to the existing articles of association of the Company (the “**Articles of Association**”), details of which are set out in Appendix III to the circular of the Company dated 27 April 2022, and (ii) the second amended and restated articles of association of the Company (the “**New Articles of Association**”), a copy of which has been produced to this Meeting and for identification purpose signed by the Chairman of the Meeting, be and is hereby approved and adopted in substitution for, and to the exclusion of, the Articles of

NOTICE OF ANNUAL GENERAL MEETING

Association of the Company with immediate effect after the close of this Meeting and that the Directors of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New Articles of Association.”

By Order of the Board
Huijing Holdings Company Limited
Lun Ruixiang
Chairman

Hong Kong, 27 April 2022

As at the date of this circular, the Board comprises Mr Lun Zhao Ming, Mr Lu Peijun and Mr Luo Chengyu as executive Directors, Mr Lun Ruixiang as a non-executive Director, and Ms Chiu Lai Kuen Susanna, Mr Hung Wan Shun Stephen and Ms Lin Yanna as independent non-executive Directors.

Notes:

- (1) All resolutions at the Meeting will be taken by poll (except where the Chairman of the Meeting, in good faith, decides to allow a resolution which relates to purely to a procedural or administrative matter of the Meeting to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of the Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
- (2) Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (3) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54 Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) For determining the entitlement to attend and vote at the above Meeting, the register of members of the Company will be closed from Friday, 17 June 2022 to Wednesday, 22 June 2022, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 16 June 2022.
- (5) To safeguard the health and safety of the shareholders of the Company and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the Meeting:
 - (i) Compulsory temperature screening/checks;
 - (ii) Submission of Health Declaration Form;
 - (iii) Wearing of surgical face mask;
 - (iv) No provision of refreshments or drinks; and

NOTICE OF ANNUAL GENERAL MEETING

- (v) No provision of shuttle bus service.

Attendees who do not comply with the precautionary measures (1) to (3) above may be denied entry to the Meeting, at the absolute discretion of the Company as permitted by law.

- (6) **For the health and safety of the shareholders of the Company, the Company would like to encourage the shareholders of the Company to exercise their right to vote at the Meeting by appointing the Chairman of the Meeting as their proxy instead of attending the Meeting in person. Completion and return of the form of proxy will not preclude the shareholders of the Company from attending and voting in person at the Meeting or any adjournment thereof (as the case may be) should they subsequently so wish and in such event, the proxy form shall be deemed to be revoked.**
- (7) In view of the travelling restrictions imposed by various jurisdictions to prevent the spread of the COVID-19, certain Director(s) of the Company, other than the Chairman of the Meeting, may attend the AGM through video conference.
- (8) For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Monday, 4 July 2022 to Thursday, 7 July 2022, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 30 June 2022.