

---

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

---

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

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**Yunkang Group Limited**  
**云康集团有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 2325)**

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

---

A notice convening the Annual General Meeting of Yunkang Group Limited to be held on Friday, June 26, 2026 at 10:00 a.m. at No. 6, Lizhi Shan Road, Science City, Huangpu District, Guangzhou, Guangdong Province, the PRC is set out on pages 48 to 53 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.yunkanghealth.com](http://www.yunkanghealth.com)) respectively.

Whether or not you intend to attend the Annual General Meeting, you are required to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 10:00 a.m. on Wednesday, June 24, 2026) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting if you so wish and in such event the form of proxy shall be deemed to be revoked.

References to dates and time in this circular are to Hong Kong dates and time. Where the context so permits or requires in this circular, words importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine and neuter genders and vice versa.

June 3, 2026

---

## CONTENT

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	4
<b>INTRODUCTION</b> .....	4
<b>PROPOSED GRANTING OF GENERAL MANDATE TO     REPURCHASE SHARES</b> .....	5
<b>PROPOSED GRANTING OF GENERAL MANDATE TO     ISSUE NEW SHARES</b> .....	6
<b>PROPOSED RE-ELECTION OF RETIRING DIRECTORS</b> .....	6
<b>PROPOSED RE-APPOINTMENT OF AUDITORS</b> .....	8
<b>PROPOSED ADOPTION OF THE NEW MEMORANDUM     AND ARTICLES OF ASSOCIATION</b> .....	8
<b>ANNUAL GENERAL MEETING</b> .....	8
<b>PROXY ARRANGEMENT</b> .....	9
<b>VOTING BY WAY OF POLL</b> .....	9
<b>RECOMMENDATION</b> .....	9
<b>APPENDIX I – EXPLANATORY STATEMENT OF THE     REPURCHASE MANDATE</b> .....	10
<b>APPENDIX II – DETAILS OF RETIRING DIRECTORS PROPOSED     TO BE RE-ELECTED AT THE ANNUAL GENERAL     MEETING</b> .....	15
<b>APPENDIX III – PROPOSED AMENDMENTS TO THE EXISTING     ARTICLES OF ASSOCIATION</b> .....	18
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	48

---

## DEFINITIONS

---

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

“2022 RSU Scheme”	the 2022 restricted share unit scheme adopted by the Company on November 23, 2022
“Annual General Meeting”	the annual general meeting of the Company to be held on Friday, June 26, 2026, at 10:00 a.m. at No. 6, Lizhi Shan Road, Science City, Huangpu District, Guangzhou, Guangdong Province, the PRC, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 48 to 53 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors of the Company
“Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Yunkang Group Limited 云康集团有限公司, an exempted company with limited liability incorporated in the Cayman Islands, the Shares of which were listed on the Main Board of the Stock Exchange (stock code: 2325)
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Da An Gene”	Daan Gene Co., Ltd. (廣州達安基因股份有限公司), a company limited by shares established in the PRC whose shares are listed on the SME Board of the Shenzhen Stock Exchange (stock code: 002030) and one of the controlling shareholders of the Company
“Daan International”	Daan International Holdings Limited (達安國際集團有限公司), a company incorporated in Hong Kong with limited liability, a subsidiary of Da An Gene and one of the controlling shareholders of the Company

---

## DEFINITIONS

---

“Director(s)”	the director(s) of the Company
“Existing M&A”	the amended and restated memorandum and articles of association of the Company adopted by special resolution on April 20, 2022 and effective on May 18, 2022
“Group”	the Company, its subsidiaries and consolidated affiliated entities
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares (including any sale or transfer of treasury Shares out of treasury) not exceeding 20% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	May 29, 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“Main Board”	the stock exchange (excluding the options market) operated by the Stock Exchange which is independent from and operating in parallel with GEM of the Stock Exchange
“New M&A”	the second amended and restated memorandum and articles of association of the Company proposed to be adopted at the Annual General Meeting by the Shareholders by way of special resolution
“Nomination Committee”	the nomination committee of the Company

---

## DEFINITIONS

---

“PRC” or “China”	the People’s Republic of China, but for the purpose of this circular and unless otherwise indicated, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution granting such mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary share(s) of nominal or par value of US\$0.000002 each in the issued share capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“treasury Shares”	has the meaning ascribed to it under the Listing Rules
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

---

## LETTER FROM THE BOARD

---



### Yunkang Group Limited 云康集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2325)

**Executive Director:**

Mr. Zhang Yong (張勇)  
(Chairman of the Board and  
Chief Executive Officer)

**Non-executive Directors:**

Mr. Zhang Weijie (張為結)  
Dr. Wang Pinghui (王憑慧)  
Dr. Wang Ruihua (王瑞華)

**Independent Non-executive Directors:**

Mr. Yu Shiyong (喻世友)  
Mr. Xie Shaohua (謝少華)  
Dr. Dong Min (董敏)

**Registered Office:**

PO Box 31119 Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman KY1-1205  
Cayman Islands

**Head Office and Principal Place of  
Business in the PRC:**

No. 6, Lizhi Shan Road,  
Science City  
Huangpu District  
Guangzhou, PRC

**Principal Place of Business in  
Hong Kong:**

4/F, Jardine House  
1 Connaught Place  
Central  
Hong Kong

June 3, 2026

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;
- (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
- (3) PROPOSED RE-APPOINTMENT OF AUDITORS;
- (4) PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION; AND
- (5) NOTICE OF ANNUAL GENERAL MEETING

#### INTRODUCTION

The purpose of this circular is to provide Shareholders with the notice of Annual General Meeting and information in relation to, amongst others, the following resolutions to be proposed at the Annual General Meeting: (i) the granting of the Repurchase Mandate and the Issue Mandate to the Directors; (ii) the re-election of retiring Directors; (iii) the re-appointment of auditors of the Company; and (iv) the proposed adoption of the New M&A.

---

## LETTER FROM THE BOARD

---

### PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

Pursuant to the annual general meeting of the Company held on June 27, 2025, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting.

In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of a general mandate to the Directors to exercise all powers of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution, amounting to 62,125,050 Shares, assuming that no further Shares are issued or bought-back after the Latest Practicable Date and up to the date of Annual General Meeting. As at the Latest Practicable Date, the Company had no treasury Shares.

The Repurchase Mandate will remain in effect until the earliest of: (i) the conclusion of the next annual general meeting of the Company unless otherwise renewed by an ordinary resolution of the Shareholders in a general meeting, either unconditionally or subject to conditions; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to the applicable laws or the Articles of Association; and (iii) the date on which such an authority is varied or revoked by an ordinary resolution of the Shareholders in a general meeting of the Company.

The Board notes that the Listing Rules have been amended to remove the requirement to cancel repurchased shares and to adopt a framework to govern the resale of treasury shares. In view of the changes to the Listing Rules, if the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares in treasury will be subject to the ordinary resolution numbered 2 of the notice of Annual General Meeting and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

With reference to the Repurchase Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares pursuant thereto.

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

---

## LETTER FROM THE BOARD

---

### **PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE NEW SHARES**

Pursuant to the annual general meeting of the Company held on June 27, 2025, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting.

In order to ensure flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue any new Shares (including any sale or transfer of treasury Shares out of treasury), an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of a general mandate to the Directors to exercise all powers of the Company to allot, issue and/or deal with additional Shares (including any sale or transfer of treasury Shares out of treasury) not exceeding 20% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution, amounting to 124,250,100 Shares, assuming that no further Shares are issued or bought-back after the Latest Practicable Date and up to the date of Annual General Meeting. As at the Latest Practicable Date, the Company has no treasury Shares.

In addition, an ordinary resolution to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the Annual General Meeting.

The Issue Mandate will remain in effect until the earliest of: (i) the conclusion of the next annual general meeting of the Company unless, by ordinary resolution passed at that meeting, the Issue Mandate is renewed, either unconditionally or subject to conditions; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to the applicable laws or the Articles of Association; or (iii) the date on which it is varied or revoked by an ordinary resolution of the Shareholders passed in a general meeting of the Company.

With reference to the Issue Mandate, the Directors wish to state that they have no immediate plans to issue any new Shares pursuant thereto.

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

As at the Latest Practicable Date, the Board comprises Mr. Zhang Yong as the chairman of the Board, executive Director and the chief executive officer of the Company, Mr. Zhang Weijie, Dr. Wang Pinghui and Dr. Wang Ruihua as non-executive Directors, and Mr. Yu Shiyou, Mr. Xie Shaohua and Dr. Dong Min as independent non-executive Directors.

Pursuant to Article 16.19 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director required to stand for re-election pursuant to Article 16.2 shall not be taken into account in determining

---

## LETTER FROM THE BOARD

---

the number of Directors and which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereafter. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.

Accordingly, Dr. Wang Pinghui and Mr. Xie Shaohua shall retire by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election.

Pursuant to Article 16.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at that meeting.

Mr. Zhang Weijie was appointed by the Board as Directors on August 1, 2025. He shall retire at the Annual General Meeting and, being eligible, will offer himself for re-election.

The Nomination Committee has assessed and reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and the Company's corporate strategy. The Nomination Committee has recommended to the Board on re-election of all the above-mentioned Directors. On the re-appointment of Mr. Zhang Weijie, Dr. Wang Pinghui and Mr. Xie Shaohua, the Nomination Committee considered, and the Board shared the same views, that at all times during their period of directorship with the Company, they have properly discharged their duties and responsibilities and have made positive contribution to the development to the Company through constructive and informed comments and participation at the business and other affairs relating to the Group. In this regard, the Board is satisfied that Mr. Zhang Weijie, Dr. Wang Pinghui and Mr. Xie Shaohua are persons of integrity and stature and believes that their re-election and continued appointment will allow the Board as well as the Company to continuously benefit from the sharing of their invaluable experience, contribution and participation.

With reference to the qualifications and working experience of Mr. Zhang Weijie, Dr. Wang Pinghui and Mr. Xie Shaohua as set out in Appendix II to this circular, the Board is of the view that they can bring invaluable advice to the Board and contribute to the Board's diversity. Given that Mr. Xie Shaohua has confirmed in writing to the Company of his independence with reference to various factors set out in Rule 3.13 of the Listing Rules, the Board is satisfied with his independence and believes he is independent.

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

---

## LETTER FROM THE BOARD

---

### PROPOSED RE-APPOINTMENT OF AUDITORS

Forvis Mazars CPA Limited (“**Forvis Mazars**”) will retire as the external auditors of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

After discussion with Forvis Mazars, and considering factors including the nature, size and complexity of the Group’s business, as well as the expected audit scope, audit timetable and audit resources required, the estimated audit fee payable to Forvis Mazars for the year ending December 31, 2026 is expected to be in the range of RMB2,500,000 to RMB2,900,000. In addition, the estimated audit fee is based on the assumption that there will be no material change in the Group’s operations or audit scope for the said financial year.

The Board, upon the recommendation of the Audit Committee, proposed to re-appoint Forvis Mazars as the auditors of the Company to hold office until the conclusion of the next annual general meeting.

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

As disclosed in the announcement of the Company dated March 31, 2026, the Board proposes to amend the Existing M&A and to adopt the New M&A, in order to: (i) update and bring the Existing M&A in line with the latest regulatory requirements following the relevant amendments made to the Listing Rules, including but not limited to (a) hybrid meetings and electronic voting, (b) treasury shares and (c) the uncertificated securities market regime; and (ii) make some housekeeping amendments (the “**Proposed Amendments**”).

Details of the Proposed Amendments are set out in Appendix III to this circular. Pursuant to the existing Articles of Association, the Proposed Amendments and the adoption of the New M&A are subject to the Shareholders’ approval by way of special resolution at the Annual General Meeting.

The legal advisers to the Company as to Hong Kong laws have confirmed that the New M&A complies with the requirements of the Listing Rules and the legal advisers to the Company as to Cayman Islands laws have confirmed that the Proposed Amendments conform with the applicable laws of the Cayman Islands.

The Company confirms that there is nothing unusual about the New M&A. The Shareholders are advised that the New M&A is available only in English and the Chinese translation of the New M&A is for reference only. In case of any inconsistency, the English version shall prevail.

### ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 48 to 53 of this circular.

For determining the eligibility to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, June 23, 2026 to Friday, June 26, 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer of Shares documents, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company’s share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, June 22, 2026. The Shareholders whose names appear on the register of members of the Company on Friday, June 26, 2026 are entitled to attend and vote at the Annual General Meeting.

---

## LETTER FROM THE BOARD

---

### PROXY ARRANGEMENT

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.yunkanghealth.com](http://www.yunkanghealth.com)). Whether or not you intend to attend the Annual General Meeting, you are required to complete and sign the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for the holding of the Annual General Meeting (i.e. not later than 10:00 a.m. on Wednesday, June 24, 2026) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting if you so wish and in such event the form of proxy shall be deemed to be revoked.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any resolution put to the vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

As at the Latest Practicable Date, the holder(s) of the treasury Shares shall abstain from voting on matters that require Shareholders' approval under the Listing Rules. Save as disclosed therein, none of the Shareholders is required to abstain from voting on any resolutions to be proposed at the AGM pursuant to the Listing Rules and/or the Articles of Association.

### RECOMMENDATION

The Directors consider that the above proposed resolutions regarding the granting of the Repurchase Mandate and the Issue Mandate, the re-election of retiring Directors, the re-appointment of auditors and the proposed adoption of the New M&A are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favor of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
By order of the Board  
**Yunkang Group Limited**  
**Zhang Yong**  
*Chairman and Executive Director*

*The following is 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 ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of Shares in issue was 621,250,500 Shares. As at the Latest Practicable Date, the Company has no treasury Shares.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and before the Annual General Meeting, i.e. being 621,250,500 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 62,125,050 Shares which represent 10% of the total number of Shares (excluding any treasury Shares) in issue as at the date of the Annual General Meeting.

## **2. REASONS FOR SHARE REPURCHASE**

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

On the other hand, Shares repurchased by the Company and held as treasury shares may provide more flexibility to the Board to resell the treasury shares on the market prices to raise additional funds for the Company, or transfer or use for Share grants under share schemes that comply with Chapter 17 of the Listing Rules and for other purposes permitted under the Listing Rules, the Articles and the applicable laws of the Cayman Islands.

## **3. FUNDING OF SHARE REPURCHASE**

Share repurchase must be funded legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands, being profits of the Company or out of the proceeds of a new issue of the Shares made for the purpose of the repurchase, or, if authorized by the Articles of Association and subject to the Companies Act, out of capital of the Company, and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company before or at the time the Shares are repurchased in the manner provided for in the Companies Act. The Directors may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

#### 4. IMPACT OF SHARE 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 consolidated financial statements for the year ended December 31, 2025) in the event that the 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 Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

#### 5. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

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

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following shareholders have beneficial interests representing 5% or more of the issued share capital of the Company within the meaning of Part XV of the SFO:

Name of Shareholders	Number of Shares held	Approximate percentage interest in the total issued Shares <sup>(5)</sup>	Approximate percentage interest in the total issued Shares in the event the Repurchase Mandate is exercised in full
YK Development Limited <sup>(1)</sup>	230,248,500	37.06%	41.18%
Huizekx Limited <sup>(1)</sup>	230,248,500	37.06%	41.18%
Mr. Zhang Yong <sup>(1)</sup>	230,248,500	37.06%	41.18%
Mouduans Limited <sup>(2)</sup>	230,248,500	37.06%	41.18%
Tongfuzc Limited <sup>(2)</sup>	230,248,500	37.06%	41.18%
WJJR Investment Limited <sup>(2)</sup>	230,248,500	37.06%	41.18%
Jin Jun Ying Limited <sup>(2)</sup>	230,248,500	37.06%	41.18%
Source Capital RW Limited <sup>(2)</sup>	230,248,500	37.06%	41.18%
Daan International <sup>(3)</sup>	209,783,000	33.76%	37.51%

Name of Shareholders	Number of Shares held	Approximate percentage interest in the total issued Shares <sup>(5)</sup>	Approximate percentage interest in the total issued Shares in the event the Repurchase Mandate is exercised in full
Guangzhou Daan Gene Technology Co., Ltd <sup>(3)</sup>	209,783,000	33.76%	37.51%
Da An Gene <sup>(3)</sup>	209,783,000	33.76%	37.51%
Shanghai Pudong Development Bank Co., Ltd <sup>(4)</sup>	199,156,500	32.06%	35.62%
SPDB International Holdings Limited <sup>(4)</sup>	138,541,720	22.30%	24.78%
SPDB International (Hong Kong) Limited <sup>(4)</sup>	138,541,720	22.30%	24.78%
SPBD Guangzhou Wuyang Branch <sup>(4)</sup>	60,614,780	9.76%	10.84%
Kastle Limited <sup>(5)</sup>	35,905,846	5.78%	6.42%
YK Innovation Limited <sup>(5)</sup>	35,905,846	5.78%	6.42%

*Notes:*

- (1) As at the Latest Practicable Date, YK Development Limited is held as to 64.04% and controlled by Huizekx Limited, which is wholly-owned by Mr. Zhang Yong. Therefore, Huizekx Limited and Mr. Zhang Yong are deemed to be interested in the Shares held by YK Development Limited under the SFO.
- (2) As at the Latest Practicable Date, YK Development Limited is held as to approximately 64.04%, 23.47%, 6.95%, 3.04%, 0.50% and 2.00%, by Huizekx Limited, Mouduans Limited, Tongfuzc Limited, WJJR Investment Limited, Jin Jun Ying Limited and Source Capital RW Limited, respectively. Pursuant to Chapter 1.1C of the Guide for New Listing Applicants, Huizekx Limited, Mouduans Limited, Tongfuzc Limited, WJJR Investment Limited, Jin Jun Ying Limited, Source Capital RW Limited, YK Development Limited and Mr. Zhang Yong are a group of controlling shareholders of the Company.
- (3) Daan International is wholly-owned by Guangzhou Daan Gene Technology Co., Ltd (廣州市達安基因科技有限公司) (“**Guangzhou Daan Gene Technology**”), a company wholly-owned by Da An Gene. Therefore, Guangzhou Daan Gene Technology and Da An Gene is deemed to be interested in the Shares held by Daan International under the SFO.
- (4) SPDB International (Hong Kong) Limited is directly wholly owned by SPDB International Holdings Limited, which in turn is wholly owned by Shanghai Pudong Development Bank Co., Ltd. SPBD Guangzhou Wuyang Branch is ultimately wholly owned by Shanghai Pudong Development Bank Co., Ltd. Therefore, Shanghai Pudong Development Bank Co., Ltd is deemed to be interested in the interests held by SPDB International (Hong Kong) Limited and SPBD Guangzhou Wuyang Branch. As at the Latest Practicable Date, YK Development Limited had pledged a total of 199,156,500 Shares, including (1) 138,541,720 Shares pledged to China Construction Bank (Asia) Corporation Limited in favor of SPDB International (Hong Kong) Limited; and (2) 60,614,780 Shares pledged directly to SPBD Guangzhou Wuyang Branch.

- (5) YK Innovation Limited is directly wholly owned by Kastle Limited. Kastle Limited is the trustee (which is independent and not a connected person of the Company) appointed by the Company for the administration of the 2022 RSU Scheme. Kastle Limited is therefore interested in the Shares held by YK Innovation Limited, the platform holding underlying Shares for the 2022 RSU Scheme.
- (6) The calculation is based on the total number of 621,250,500 Shares in issue as at the Latest Practicable Date.

In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the shareholding of the above-mentioned parties in the Company would be increased as set out above. The Directors consider that such increase in shareholding would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

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

## 6. GENERAL

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates currently intends to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

The Directors confirmed that they will exercise their power to repurchase any Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and applicable laws of the Cayman Islands.

As at the Latest Practicable Date, no core connected person (as defined in the Listing rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the proposed Repurchase Mandate is approved by the Shareholders.

The Directors confirmed that the explanatory statement set out in this Appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the Repurchase Mandate has any unusual features.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register

them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

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

The Company had not repurchased any Shares on the Stock Exchange during the previous six months preceding the Latest Practicable Date.

**8. SHARE PRICES**

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

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2025</b>		
May	4.00	2.60
June	4.00	3.38
July	4.84	3.51
August	4.06	2.13
September	2.25	1.18
October	2.10	0.90
November	1.12	0.98
December	1.25	0.88
<b>2026</b>		
January	1.05	0.90
February	0.96	0.68
March	1.09	0.65
April	0.90	0.72
May ( <i>up to the Latest Practicable Date</i> )	0.83	0.70

---

**APPENDIX II                      DETAILS OF RETIRING DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

---

**DIRECTORS STANDING FOR RE-ELECTION**

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

**1. Mr. Zhang Weijie (張為結)**

*Position and Experience*

**Mr. Zhang Weijie (“Mr. Zhang”)**, aged 55, was appointed as the Company’s non-executive Director on August 1, 2025. He is primarily responsible for overseeing the management and strategic development of the Group.

Mr. Zhang has rich experience in business management. He is also currently a director of Yunkang Health Industry Investment Co., Ltd. (雲康健康產業投資股份有限公司), a principal subsidiary of the Company. Since April 2016, he has been serving as the chairperson of the board of Daan Financial Holding Group Co., Ltd. (達安金控控股集團有限公司). Since December 2021, he has been serving as an executive director of Daan International Holding Limited (達安國際集團有限公司). Since January 2015, he has been serving as a deputy general manager of Daan Gene Co., Ltd. (廣州達安基因股份有限公司) (“**Daan Gene**”), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 002030), primarily responsible for financial management, among other duties. In May 2025, he was appointed as a director of Daan Gene.

In July 1992, Mr. Zhang obtained his bachelor’s degree in Economics from Anhui University of Finance and Economics (安徽財經大學). In July 2018, he obtained an Executive Master of Business Administration degree from Peking University (北京大學).

*Length of Service*

Mr. Zhang entered into an appointment letter with the Company on August 1, 2025. The initial term of the service agreement shall commence from August 1, 2025 and continue for a period of three years (subject always to re-election as and when required under the articles of association of the Company), until terminated in accordance with the terms and conditions of the service agreement or by either party giving to the other not less than three months’ prior notice in writing.

*Remuneration*

Under the appointment letter, Mr. Zhang is not entitled to receive director’s fee from the Company.

**2. Dr. Wang Pinghui (王憑慧)***Position and Experience*

**Dr. Wang Pinghui** (“**Dr. Wang**”), aged 66, was appointed as the Company’s non-executive Director on August 30, 2023. He is primarily responsible for overseeing the management and strategic development of the Group.

Dr. Wang is currently a foreign academician of the Russian Academy of Engineering, an academician of the International Academy of Astronautics, a National Leading Talent (國家級領軍人才) and the executive chairman of UNIDO’s Expert Committee of Global Alliance for Science, Technology and Innovation (聯合國工業發展組織全球科技創新聯盟專家委員會).

Dr. Wang has rich experience in technological research and product development in the field of aerospace, with the major research direction being the unmanned system technology, electronic technology, information perception and processing technology. From July 1983 to August 2005, Dr. Wang served as a senior engineer of Beijing Institute of Aerospace Systems Engineering (北京航天系統工程研究所). From August 2005 to May 2017, Dr. Wang served as a researcher of China Academy of Aerospace Electronics Technology (中國航天電子技術研究院) of China Aerospace Science and Technology Corporation (中國航天科技集團有限公司). Since May 2017, Dr. Wang has been serving as a professor, doctoral supervisor and director of Aerospace Technology Innovation Center (航空航天技術創新中心) at Southern University of Science and Technology (南方科技大學).

*Length of Service*

Dr. Wang entered into an appointment letter with the Company for a term of three years commencing from August 30, 2023 (subject always to re-election as and when required under the Articles of Association) until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than three month’s prior notice in writing.

*Remuneration*

The remuneration of Dr. Wang was HK\$250,000 per annum, which was determined by the remuneration committee of the Company and the Board with reference to his background, experience, qualifications, duties and responsibilities with the Company and the prevailing market condition.

**3. Mr. Xie Shaohua (謝少華)**

***Position and Experience***

**Mr. Xie Shaohua** (“**Mr. Xie**”), aged 55, was appointed as our independent non-executive Director on April 1, 2022. He is primarily responsible for supervising and providing independent judgement to the Board.

From August 2007 to June 2018, Mr. Xie served as the vice general manager and chief finance officer at Sinotrans Shipping Limited (中外運航運有限公司). He has been serving as the chief finance officer at CM Energy Tech Co., Ltd. (華商能源科技股份有限公司), the shares of which are listed on the Stock Exchange (stock code: 00206), since July 2018. Mr. Xie is a member of The Association of Chartered Certified Accountants.

Mr. Xie obtained a bachelor’s degree in economics from Central College of Finance and Economics (中央財政金融學院) (currently known as Central University of Finance and Economics (中央財經大學)) in the PRC in June 1993 and a master’s degree in economics from University of International Business and Economics (對外經濟貿易大學) in the PRC in November 2003. In December 2005, he obtained a master of business administration degree from The Chinese University of Hong Kong.

***Length of Service***

Mr. Xie entered into an appointment letter with the Company on April 1, 2022 for a term of three years, which has been renewed for another term of three years with effect from April 1, 2025 (subject always to re-election as and when required under the Articles of Association), until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than three month’s prior notice in writing.

***Remuneration***

The remuneration of Mr. Xie was HK\$250,000 per annum, which was determined by the remuneration committee of the Company and the Board with reference to his background, experience, qualifications, duties and responsibilities with the Company and the prevailing market condition.

**DIRECTOR’S INTEREST**

To the best knowledge of the Company, saved as disclosed above, each of the Directors who stand for re-election (i) does not hold any positions in the Company or other members of the Group, (ii) does not hold 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, (iii) does not have any relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company, (iv) does not have any interest in the securities within the meaning of Part XV of the SFO, and (v) has no information to disclose pursuant to any of the requirements of Rule 13.51(2)(h) – 13.51(2)(v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

The following are details of the proposed amendments brought about by the adoption of the New M&A. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Existing M&A.

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
2.2	<p>In these Articles, unless there be something in the subject or context inconsistent therewith:</p> <p><u>“address” shall have the ordinary meaning given to it and include any facsimile number, electronic number or address or website used for the purposes of any communication pursuant to these Articles, unless the Companies Act or the Listing Rules require a postal address.</u></p> <p><u>“Actionable Corporate Communication” shall have the meaning given to it in the Listing Rules.</u></p> <p><u>“ASR Code” shall mean the Code of Conduct for Approved Securities Registrar published by the SFC as from time to time in effect and include any amendments thereof and any other codes or guidelines incorporated therewith, supplementary thereto or substituted therefor.</u></p> <p><u>“clear day(s)” shall mean in relation to the period of a notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.</u></p> <p><u>“Corporate Communication” shall have the meaning given to it in the Listing Rules.</u></p> <p><u>“electronic communication” shall mean a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other similar means in any form through any medium.</u></p> <p><u>“electronic meeting” shall mean a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by means of electronic facilities.</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
	<p><u>“hybrid meeting” shall mean a general meeting convened for the (i) physical attendance and participation by members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and at the same time (ii) virtual attendance and participation by members and/or proxies by means of electronic facilities.</u></p> <p><u>“Meeting Location” shall have the meaning given to it in Article 13.4A.</u></p> <p><u>“notice” shall mean written notice unless otherwise specifically stated and as further defined in these Articles and, where the context so requires, shall include any other document (including any Corporate Communication and Actionable Corporate Communication) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws, rules and regulations, including the Listing Rules and/or the rules of the competent regulatory authority. For the avoidance of doubt, notice may be provided in physical or electronic form.</u></p> <p><u>“physical meeting” shall mean a general meeting held and conducted by physical attendance and participation by members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations.</u></p> <p><u>“Principal Meeting Place” shall have the meaning given to it in Article 12.4.</u></p> <p><u>“SFC” shall mean the Securities and Futures Commission of Hong Kong.</u></p> <p><u>“SFO” shall mean the Securities and Futures Ordinance (Cap.571 of the laws of Hong Kong) as in force from time to time and any amendments thereto or re-enactments thereof for the time being in force and includes every other law or subsidiary legislation incorporated therewith or substituted therefor.</u></p> <p><u>“treasury shares” shall mean shares of the Company that were previously issued but were purchased or redeemed by the Company or surrendered to the Company and not cancelled and classified and held by the Company as treasury shares.</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
	<p><u>“UNSRT System” shall mean an uncertificated securities registration and transfer system, and in relation to any shares or securities of the Company, a computer-based system, together with procedures and other facilities, that enables title to the shares and securities to be evidenced and transferred without an instrument, and facilitates supplementary and incidental matters.</u></p> <p><u>“USM Rules” shall mean the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) made under the Securities and Futures Ordinance, as in force from time to time and any amendments thereto or re-enactments thereof for the time being in force and includes every other rules or subsidiary legislation incorporated therewith or substituted therefor.</u></p>
2.5	<p><u>“Writing” or “printing” shall include <del>writing</del>, unless the contrary intention appears, be construed as including printing, lithograph, photograph, type-writing <del>lithography, photography</del> and every other modes of representing or reproducing words or figures in a legible and non-transitory form and, <del>only where used or</del>, to the extent permitted by and in <del>connection</del> <u>accordance</u> with a <del>notice served by the Company on members or other persons entitled to receive notices hereunder</del>, shall also <del>include a record maintained in</del> <u>applicable laws, rules and regulations, any visible substitute for writing (including an electronic medium which is aaccessible in communication), or modes of representing or reproducing words partly in one visible form so as to be useable for subsequent reference and partly in another visible form, and including where the representation takes the form of electronic writing or display (such as digital documents or electronic communications), provided that both the mode of service of the relevant document or notice and the member’s election comply with all applicable rules and regulations.</u></u></p>
2.6	<p><u>A reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Articles and any member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the applicable rules and regulations and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly, and (b) shall, where the context is appropriate, include a meeting that has been adjourned by the Board pursuant to Article 13.4.</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
<u>2.7</u>	<u>References to a person’s participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the rules and regulations or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly.</u>
<u>2.8</u>	<u>References to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise).</u>
<u>2.9</u>	<u>References to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.</u>
<u>2.10</u>	<u>References to the right of a member to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities.</u>
<u>2.11</u>	<u>References in these Articles to notices and proxies will apply mutatis mutandis to electronic notices and electronic proxies provided always that said electronic notices and electronic proxies shall be designed, restricted and limited to their respective use in accordance with these Articles for notices or proxies as may be relevant. Unless the context otherwise requires, any reference to “<del>print</del>”, “<del>printed</del>”, or “<del>printed copy</del>” and “<del>printing</del>” shall be deemed to include electronic versions or electronic copies.</u>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
<u>2.12</u>	<u>References to votes cast or taken at a general meeting shall include all votes taken (in such manner as may be directed by the chairman of that meeting whether by a count of votes by show of hands and/or by the use of ballot or voting papers or tickets and/or by electronic means) of the members attending in person, by corporate representative or by proxy at that meeting.</u>
<u>2.13</u>	<u>Where a member is a corporation or a recognised clearing house, any reference in these Articles to a member shall, where the context requires, refer to a duly authorised representative of such member.</u>
<u>2.14</u>	<u>Any reference to the term “<b>place</b>” within these Articles shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a “<b>place</b>” for the delivery, receipt, or payment of monies, whether by the Company or by members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a “<b>place</b>” in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a “<b>place</b>” shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term “<b>place</b>” is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision.</u>
<del>2.62.15</del>	<u>Sections 8 and 19(3) of the Electronic Transactions Act shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.</u>
3.4	If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third in nominal value of the issued shares ( <u>excluding treasury shares</u> ) of that class.

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
3.7	<p>Subject to the Companies Act, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the members, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the <del>Securities and Futures Commission of Hong Kong</del><u>SFC</u> from time to time in force. <u>Subject to the Companies Act and the Listing Rules, the Company is further authorised to hold any repurchased, redeemed or surrendered shares as treasury shares in the event that the Directors do not specify that the relevant shares shall be cancelled.</u></p>
4.5	<p>For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules, <del>the SFO and/or the USM Rules</del> that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Companies Act in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.</p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
4.9	<p>Any register held in Hong Kong shall during normal business hours (subject to such reasonable restrictions as the Board may impose) be open to inspection by a member without charge and any other person on payment of a fee of such amount not exceeding the maximum amount as may from time to time be permitted under the Listing Rules as the Board may determine for each inspection. Any member may require a copy of the register, or any part thereof, on payment of HK\$0.25, or such lesser sum as the Company may prescribe, for every 100 words or fractional part thereof required to be copied. The Company shall cause any copy so required by any person to be sent to that person within a period of 10 days commencing on the date next after the day on which the request is received by the Company. <u>For the avoidance of doubt, any holder of prescribed securities (as defined in the USM Rules) is entitled, on request and without charge, to inspect any entry made in relation to that person in the register and during the course of the inspection make a copy of any such entries.</u></p>
4.11	<p>Every person whose name is entered as a member in the register shall be entitled to <del>receive, within any relevant time limit as prescribed</del> <u>hold their shares in uncertificated form through the Companies Act-UNSRT System, the CCASS or as other system approved under the SFO and/or the USM Rules or otherwise approved by the SFC or the Exchange</u> <del>may from time to time determine, whichever is shorter, , as applicable, in compliance with the Listing Rules and other applicable laws, rules and regulations. The Company shall comply with all applicable laws, rules and regulations, facilitate the holding, transfer and registration of its shares in</del> <u>uncertificated form, including electronic processes for corporate actions, as required by the uncertificated securities market regime. A member shall only be entitled to a share certificate if the Board resolves that share certificates be issued and subject to payment of any fees which may be payable pursuant to Article 7.8, after allotment or lodgement of transfer, or within such other period as the conditions of issue shall provide, one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question;</u> provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.</p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
4.12	Every certificate <del>(if one has been issued)</del> for shares or debentures or representing any other form of security of the Company shall be issued under the seal of the Company, which shall only be affixed <u>or imprinted to a share certificate</u> with the authority of the Board.
4.13	Every share certificate <del>(if one has been issued)</del> shall specify the number and class of shares in respect of which it is issued and the amount paid thereon or the fact that they are fully paid, as the case may be, and may otherwise be in such form as the Board may from time to time prescribe.
4.15	If a share certificate <del>(if one has been issued)</del> is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding such amount as may from time to time be permitted under the Listing Rules <u>or the ASR Code (as the case may be)</u> (or such lesser sum as the Board may from time to time require) and on such terms and conditions, if any, as to publication of notices, evidence and indemnity, as the Board thinks fit and where it is defaced or worn out, after delivery up of the old certificate to the Company for cancellation.
5.4	The net proceeds of such sale by the Company after the payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability or engagement in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale and upon surrender, if required by the Company, for cancellation of the certificate <del>(if one has been issued)</del> for the shares sold) be paid to the holder <u>(or person entitled to such shares, as the case may be)</u> immediately before such sale of the shares. For giving effect to any such sale, the Board may authorise any person to transfer the shares sold to the purchaser thereof and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
6.2	At least 14 days' notice of any call shall be given to each member specifying the time and place of payment and to whom <u>and the manner in which</u> such payment shall be made.
6.3	A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as <del>herein</del> provided <u>in Article 30.1</u> .

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
6.5	<del>In addition to the giving of notice in accordance with Article 6.3, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.</del>
6.7	The Board may from time to time at its discretion extend the time fixed for any call, and may extend such time as to all or any of the members, whom by reason of residence outside Hong Kong or other cause the Board considers it reasonable to grant an extension to, but no member shall be entitled to any such extension <u>except</u> as a matter of grace and favour.
7.3	Notwithstanding Articles 7.1 and 7.2, transfers of shares which are listed on the Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules, <u>the SFO and/or the USM Rules</u> and which has been approved by the Board for such purpose.
7.6	<p>The Board may also decline to register any transfer of any shares unless:</p> <ul style="list-style-type: none"> <li>(a) <u>where the transfer is effected by an instrument of transfer</u>, the instrument of transfer is lodged with the Company accompanied by the certificate <u>(if any)</u> for the shares to which it relates (which shall upon registration of the transfer be cancelled) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;</li> <li>(b) <u>where the transfer is effected by an instrument of transfer</u>, the instrument of transfer is in respect of only one class of shares;</li> <li>(c) <u>where the transfer is effected by an instrument of transfer</u>, the instrument of transfer is properly stamped (in circumstances where stamping is required);</li> <li>(d) in the case of a transfer to joint holders, the number of joint holders to whom the share is to be transferred does not exceed four;</li> <li>(e) the shares concerned are free of any lien in favour of the Company; and</li> <li>(f) a fee of such amount not exceeding the maximum amount as the Exchange may from time to time determine to be payable (or such lesser sum as the Board may from time to time require) is paid to the Company in respect thereof.</li> </ul>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
7.8	<p>Upon every transfer of shares, the certificate <del>(if one has been issued)</del> held by the transferor shall be given up to be cancelled and shall forthwith be cancelled accordingly and a new certificate shall, <u>subject to the Board resolving to issue share certificates pursuant to Article 4.11,</u> be issued, on payment by the transferee of such fee not exceeding the maximum amount as <u>may be prescribed by the ASR Code or the Exchange (as the case may be)</u> may from time to time determine to be payable or such lesser sum as the Board may from time to time require, to the transferee in respect of the shares transferred to him and, if any of the shares included in the certificate so given up shall, <u>subject to the Board resolving to issue share certificates pursuant to Article 4.11,</u> be retained by the transferor, a new certificate in respect thereof shall be issued to him, on payment by the transferor of such fee not exceeding the maximum amount as <u>may be prescribed by the ASR Code or the Exchange (as the case may be)</u> may from time to time determine to be payable or such lesser sum as the Board may from time to time require. The Company shall also retain the instrument(s) of transfer.</p>
9.1	<p>If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time during such time as any part thereof remains unpaid, without prejudice to the provisions of Article <del>6.109</del>, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.</p>
<b><u>10A.</u></b>	<b><u>Treasury Shares</u></b>
<u>10A.1</u>	<p><u>Subject to the Companies Act and the Listing Rules, the Company is further authorised to hold any repurchased, redeemed or surrendered shares as treasury shares. Shares that the Company purchases, redeems or acquires by way of surrender in accordance with the Companies Act shall be held as treasury shares and not treated as cancelled if: (a) the Board so determines prior to the purchase, redemption or surrender of those shares; and (b) the relevant provisions of the Memorandum, these Articles and the Companies Act are otherwise complied with.</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
10A.2	<u>No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be declared or paid in respect of a treasury share. Nothing in this Article 10A.2 prevents an allotment of shares as fully paid bonus shares in respect of a treasury share and shares allotted as fully paid bonus shares in respect of a treasury share shall be treated as treasury shares.</u>
10A.3	<p><u>The Company shall be entered in the register of members as the holder of the treasury shares provided that:</u></p> <p>(a) <u>the Company shall not be treated as a member for any purpose and shall not exercise any right in respect of the treasury shares, and any purported exercise of such a right shall be void; and</u></p> <p>(b) <u>a treasury share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Act, save that an allotment of shares as fully paid bonus shares in respect of a treasury share is permitted and shares allotted as fully paid bonus shares in respect of a treasury share shall be treated as treasury shares.</u></p>
10A.4	<u>Subject to the Companies Act and the Listing Rules, treasury shares may be disposed of by the Company on such terms and conditions as determined by the Directors.</u>
10A.5	<u>Subject to the Companies Act, the rules and regulations of the Exchange or any stock exchange on which the shares of the Company are listed and any other relevant regulatory authority, the Board may by a resolution of the Directors at any time: (a) cancel any one or more treasury shares; or (b) transfer any one or more treasury shares to any person, whether or not for valuable consideration (including at a discount to the nominal or par value of such shares).</u>
12.1	<u>The Company shall hold a general meeting as its annual general meeting in each financial year. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint. Unless otherwise determined by the Directors, the manner of convening and the proceedings at a general meeting set out in these Articles shall, <i>mutatis mutandis</i>, apply to a general meeting held wholly by or in-combination with electronic means.</u>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
12.2	All general meetings other than annual general meetings shall be called extraordinary general meetings. <u>All general meetings (including an annual general meeting, any extraordinary general meeting, any adjourned meeting or any postponed meeting) may be held: (a) as a physical meeting in any part of the world and at one or more locations as provided in Article 13.4A, (b) as a hybrid meeting or (c) as an electronic meeting, as may be determined by the Board in its absolute discretion.</u>
12.4	An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify <u>(a) the day and the time, place, and agenda of the meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Directors pursuant to Article 13.4A the principal place of the meeting (the "Principal Meeting Place"), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, (d) particulars of the resolutions and (e) the general nature of the business to be considered at the meeting.</u> The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.
13.2	If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place <u>(whether physical or virtual) and/or in such mode and manner</u> as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the <del>member</del> <del>or</del> members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy shall be a quorum and may transact the business for which the meeting was called.

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
13.3	<p>The chairperson of the board of Directors shall take the chair at every general meeting, or, if there be no such chairperson or, if at any general meeting such chairperson shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present shall choose another Director as Chairperson, and if no Director be present, or if all the Directors present decline to take the chair, or if the Chairperson chosen shall retire from the chair, then the members present (whether in person or represented by proxy or duly authorised representative) shall choose one of their own number to be Chairperson. <u>If the chairman of a general meeting held in any form is participating in the general meeting using electronic facilities and becomes unable to participate in the general meeting using such electronic facilities, another person (determined in accordance with this Article 13.3) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facilities.</u></p>
13.4	<p>The Chairperson may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place <u>and/or from one form to another (as a physical meeting, a hybrid meeting or an electronic meeting)</u> as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
13.4A	<p>(1) <u>The Directors may, at their absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“<b>Meeting Location(s)</b>”) determined by the Directors at their absolute discretion. Any member or any proxy attending and participating in such way or any member or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u></p> <p>(2) <u>All general meetings are subject to the following and, where appropriate, all references to a “<b>member</b>” in this sub-paragraph (2) shall include a proxy or proxies respectively:</u></p> <p>(a) <u>where a member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;</u></p> <p>(b) <u>Members present in person or by proxy at a Meeting Location and/or members attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to speak, communicate and vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members at all Meeting Locations and members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to simultaneously participate in the business for which the meeting has been convened and communicate with each other simultaneously and instantaneously;</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
	<p>(c) <u>where members attend a meeting by being present at one of the Meeting Locations and/or where members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and</u></p> <p>(d) <u>if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxy forms, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxy forms shall be as stated in the notice for the meeting.</u></p>
13.4B	<p><u>The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
13.4C	<p><u>If it appears to the chairman of the general meeting that:</u></p> <p>(a) <u>the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 13.4A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or</u></p> <p>(b) <u>in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or</u></p> <p>(c) <u>it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</u></p> <p>(d) <u>there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;</u></p> <p><u>then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.</u></p>
13.4D	<p><u>The Directors and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Directors or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
13.4E	<p><u>If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:</u></p> <p>(a) <u>when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company’s website (and where required, on the Exchange’s website) as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of a meeting);</u></p> <p>(b) <u>when only the form of the meeting or electronic facilities specified in the notice are changed, the Directors shall notify the members of details of such change in such manner as the Directors may determine;</u></p> <p>(c) <u>when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 13.4A, unless already specified in the original notice of the meeting, the Directors shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the members of such details in such manner as the Directors may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and</u></p> <p>(d) <u>notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the members.</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
13.4F	<u>All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 13.4C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.</u>
13.4G	<u>Without prejudice to other provisions in Articles 13.4A to 13.4G, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u>
13.6	A poll shall (subject as provided in Article 13.7) be taken in such manner (including the use of ballot or voting papers or tickets <u>or by electronic voting or otherwise</u> ) and at such time and place, <u>(whether physical or virtual)</u> , not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairperson directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.
14.1	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting (a) every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have the right to speak, (b) on a show of hands, every member present in such manner shall have one vote, and (c) on a poll every member present in such manner shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll. <u>Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.</u>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
14.8A	<p><u>The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.</u></p>
14.9	<p><u>The instrument appointing a proxy shall be in such form, including electronic or otherwise, as the Board may determine and in the absence of such determination, shall be in writing <del>under the hand of</del>, which may include electronic writing, and signed by the appointor or <del>of</del> his attorney authorised in writing, or if the appointor is a corporation, either under its seal or <del>under the hand of</del> signed by an officer, attorney or other person duly authorised to sign the same. <u>In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.</u></u></p>

Article No.	<b>Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)</b>
14.10	<p>The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place <u>or in such other manner (including by electronic means)</u> as may be specified in <u>or by way of a note to or in any document accompanying</u> the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith), <u>or if the Company has provided an electronic address in accordance with Article 14.8A, shall be received at the electronic address specified,</u> not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairperson of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>
14.12	<p>The instrument appointing a proxy to vote at a general meeting shall: (a) 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; and (b) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates, provided that the meeting was originally held within 12 months from such date. <u>The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Articles has not been received in accordance with the requirements of these Articles. Subject to aforesaid, if the proxy appointment and any of the information required under these Articles is not received in the manner set out in these Articles, the appointee shall not be entitled to vote in respect of the shares in question.</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
14.13	<p>A vote given in accordance with the terms of an instrument of proxy or resolution of a member shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy or resolution of a member was executed or revocation of the relevant resolution or the transfer of the share in respect of which the proxy was given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its registered office, or at such other place <u>(including, where applicable, any such electronic address)</u> or in such other manner <u>(including by electronic means)</u> as is referred to in Article 14.10, at least two hours before the commencement of the meeting or adjourned meeting at which the proxy is used.</p>
14.15	<p>If a recognised clearing house (or its nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members <u>or at any creditors meeting</u> provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including <u>the right to speak and</u>, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.</p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
16.6	<p>The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director <del>but without prejudice to any claim for damages under any contract</del>) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provision of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.</p>
20.2	<p>A Director may, and on request of a Director the Secretary shall, at any time summon a meeting of the Board. Failing any determination by the Board, not less than 48 hours' notice thereof shall be given to each Director either in writing or by <u>electronic means including by electronic mail</u>, telephone or by facsimile, telex or telegram at the address or <u>electronic mail address</u>, telephone, facsimile or telex number from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine.</p>
22.7	<p>The Board may establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or provident or superannuation funds or (with the sanction of an ordinary resolution) employee or executive share option <u>schemes or share award schemes</u> for the benefit of, or give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or is allied or associated with the Company or with any such subsidiary company, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, and holding or who have held any salaried employment or office in the Company or such other company, and the wives, widows, families and dependents of any such persons. The Board may also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, and may make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object. The Board may do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.</p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
24.2	The dividends, interest and bonuses and any other benefits and advantages in the nature of income receivable in respect of the Company's investments, and any commissions, trusteeship, agency, transfer and other fees and current receipts of the Company shall, subject to the payment thereout of the expenses of management, interest upon borrowed money and other expenses which in the opinion of the Board are of a revenue nature, constitute the profits of the Company available for distribution. <u>For the avoidance of doubt, any dividend, interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine.</u>
24.7(b)(ii)	the Board, after determining the basis of allotment, shall give not less than two weeks' notice in writing to members of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and <del>the place at</del> <u>(where applicable) the place at which and/or the manner and means (including electronic means if the Board deems fit) by which</u> and the latest date and time by which duly completed forms of election must be lodged in order to be effective;
24.23	Unless otherwise directed by the Board, any dividend, interest <u>other distributions</u> or other sum payable in cash to a holder of shares may be paid <u>by wire transfer of electronic funds (on such terms and conditions as the Directors may determine) to the holder of shares, or, in case of joint holders, to the person whose name stands first in the register in respect of the joint holding or to such person as the holder or joint holders may in writing direct, to the holder or</u> by cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of the person whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares and shall be sent at his or their risk, and the payment of any such cheque or warrant by the bank on which it is drawn shall operate as a good discharge to the Company in respect of the dividend and/or bonus <u>and/or other distributions and/or other sum</u> represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.
24.24	The Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise its power to cease sending <u>wire transfers or cheques</u> for dividend entitlements or dividend warrants after the first occasion on which such a <u>wire transfer or</u> cheque or warrant is returned undelivered.

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
25.1	<p>The Company shall be entitled to sell any shares of a member or the shares to which a person is entitled by virtue of transmission on death or bankruptcy or operation of law if and provided that:</p> <p>(a) all cheques or warrants <del>or all wire transfers</del>, not being less than three in number, for any sums payable in cash to the holder of such shares have remained uncashed for a period of 12 years;</p>
26	<p><b>Document Destruction</b></p> <p>The Company shall be entitled to destroy all instruments of transfer, probate, letters of administration, stop notices, powers of attorney, certificates of marriage or death and other documents relating to or affecting title to securities in or of the Company (“<b>Registrable Documents</b>”) which have been registered at any time after the expiration of six years from the date of registration thereof and all dividend mandates and notifications of change of address <u>(including any electronic address (if applicable))</u> at any time after the expiration of two years from the date of recording thereof and all share certificates which have been cancelled at any time after the expiration of one year from the date of the cancellation thereof and it shall conclusively be presumed in favour of the Company that every entry in the register if purporting to have been made on the basis of an instrument of transfer or Registrable Document so destroyed was duly and properly made and every instrument of transfer or Registrable Document so destroyed was a valid and effective instrument or document duly and properly registered and every share certificate so destroyed was a valid and effective certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company, provided always that:</p> <p>(a) the provisions aforesaid shall apply only to the destruction of a document in good faith and without express notice of the Company of any claim (regardless of the parties thereto) to which the document might be relevant;</p> <p>(b) nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company in the absence of this Article; and</p> <p>(c) references herein to the destruction of any document include references to the disposal thereof in any manner.</p> <p>Notwithstanding any provision contained in these Articles, the Directors may, if permitted by applicable law, authorise the destruction of any documents referred to in this Article or any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Article shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document might be relevant to a claim.</p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
28.2	The books of account shall be kept at the Company's principal place of business in Hong Kong or, subject to the provisions of the Companies Act, at such other place or places <u>(including a virtual place)</u> and/or in <u>what manner and by what means (including electronic means)</u> as the Board thinks fit and shall always be open to inspection by the Directors.
28.3	The Board shall from time to time determine whether, to what extent, at what times and places <u>(including a virtual place if the Board deems fit) and/or in what manner and by what means (including electronic means if the Board deems fit)</u> and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to inspection by the members (other than officers of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the Companies Act or any other relevant law or regulation or as authorised by the Board or by the Company in general meeting.
28.6	To the extent permitted by and subject to due compliance with these Articles, the Companies Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, <del>and to obtaining all necessary consents, if any, required thereunder,</del> the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
28.7	<p><u>The requirement to send to a person referred to in Article 28.4 and the documents referred to in that Article or a summary financial report shall be deemed satisfied where, in accordance with the Companies Act, and all applicable rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 28.4 and, if applicable, a summary financial report complying with Article 28.6, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication).</u></p>
30.1	<p>(1) Except as otherwise provided in these Articles, any notice or document <u>(including any Corporate Communications and any notices may be served by the Board on any member either personally or Actionable Corporate Communications)</u>, whether or not, to be given or issued under these Articles shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such notice and document may be given or issued by the following means:</p> <ul style="list-style-type: none"> <li>(a) <u>by serving it personally on the relevant person;</u></li> <li>(b) <u>by sending it through the post in a prepaid letterenvelope addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to at any electronic number or other address or website supplied by the memberhim to the Company or for the purpose;</u></li> <li>(c) <u>by delivering or leaving it at such address as aforesaid;</u></li> <li>(d) <u>by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Exchange;</u></li> <li>(e) <u>by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 30.1(3) without the need for any additional consent or notification;</u></li> </ul>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
	<p>(f) <del>by publishing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive website or the website of the Exchange without the need for any additional consent or notification; or</del></p> <p>(g) <del>by sending or otherwise have made</del><u>making it</u> available to <del>him</del> notices and documents to be given or issued to him by the Company by <del>such electronic</del><u>such person through such other</u> means, <del>or (whether electronically or otherwise, to the extent permitted by and in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.</del><u>accordance with the Companies Act and other applicable laws, rules and regulations.</u></p> <p>(2) <del>In the case of joint holders of a share, all notices shall be given to that holder for one of the time being</del><u>joint holders</u> whose name stands first in the register and notice so given shall be <u>deemed a sufficient service on or delivery to all the joint holders.</u></p> <p>(3) <del>Every member or a person who is entitled to receive notice to all the joint holders</del><u>from the Company under the provisions of the Companies Act or these Articles may register with the Company an electronic address to which notices can be served upon him.</u></p> <p>(4) <u>Subject to any applicable laws, rules and regulations (including the Listing Rules) and the terms of these Articles, any notice, document or publication may be given in the English language only or in both the English language and the Chinese language.</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
30.4	<p><del>A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</del></p>
30.5 <u>30.4</u>	<p>Any notice or document:</p> <p>(a) <u>if served or delivered by post, shall where appropriate be sent by postairmail and shall be deemed to have been served or delivered on the day following that on which itthe envelope containing the same, properly prepaid and addressed, is put into atthe post office situated within Hong Kong and; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into suehthe post office and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into suehthe post office shall be conclusive evidence thereof;</u></p> <p>(b) <u>Any noticeeif sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or other document its agent;</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)
	<p><u>(c) if published on either the Company's website or the website of the Exchange, shall be deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;</u></p> <p><del>30.6(d) if served or delivered or left at a registered address otherwise than by post in any other manner contemplated by these Articles, shall be deemed to have been served or delivered on the day it was so delivered or left at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and</del></p> <p><del>30.7(e) Any notice served by</del> <u>if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which on which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates) first so appears.</u></p>
30.8	<p><del>Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.</del></p>
30.9 <u>30.5</u>	<p>A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it <u>via electronic means or</u> through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the <u>electronic address or such postal</u> address, if any, <del>within Hong Kong</del> supplied for the purpose by the person claiming to be so entitled, or (until such an <u>electronic or postal</u> address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p>

<b>Article No.</b>	<b>Proposed amendments (showing changes to the existing Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)</b>
<del>30.10</del> <u>30.6</u>	Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address ( <u>including electronic address</u> ) being entered on the register shall have been duly given to the person from whom he derives his title to such share.
<del>30.11</del> <u>30.7</u>	Any notice or document delivered or sent to any member in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.
<del>30.12</del> <u>30.8</u>	The signature to any notice to be given by the Company may be written or printed by means of facsimile or, where relevant, by Electronic Signature.

---

## NOTICE OF ANNUAL GENERAL MEETING

---



### Yunkang Group Limited 云康集团有限公司

*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 2325)

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Annual General Meeting**”) of Yunkang Group Limited (the “**Company**”) will be held on Friday, June 26, 2026 at 10:00 a.m. at No. 6, Lizhi Shan Road, Science City, Huangpu District, Guangzhou, the People’s Republic of China, physically for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors for the year ended December 31, 2025.
2. To consider as special business and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

**“THAT:**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange in accordance with all applicable laws including The Codes on Takeovers and Mergers and Share Buy-backs and The Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of Shares, which may be repurchased pursuant to the approval in paragraph (i) above during the Relevant Period shall not exceed 10% of the total number of issued Shares of the Company (excluding any treasury Shares) as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(iii) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company unless otherwise renewed by an ordinary resolution of the shareholders of the Company in a general meeting, either unconditionally or subject to conditions;
  - (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
  - (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”
3. To consider as special business and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

“**THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional Shares (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury) or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options (including bonds, warrants and debentures exchangeable or convertible into Shares) and rights of exchange or conversion which may require the exercise of such power after the end of the Relevant Period;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to paragraph (i) or (ii) of this resolution above, otherwise than pursuant to:

- (a) a Rights Issue (as hereinafter defined);
- (b) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;
- (c) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or
- (d) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares,

shall not exceed 20% of the total number of issued shares of the Company (excluding any treasury Shares) as at the date of passing this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the shares of the Company into a smaller or larger number of shares of the Company respectively after the passing of this resolution) and the said approval shall be limited accordingly.

(iv) for the purpose of this resolution:

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

- (1) the conclusion of the next annual general meeting of the Company unless, by an ordinary resolution passed at that meeting, the authority given under this resolution is renewed, either unconditionally or subject to conditions; or
- (2) the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to the applicable laws or the Articles of Association; or

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (3) the date on which such authority given under this resolution is varied or revoked by an ordinary resolution of the shareholders in a general meeting of the Company.

“**Rights Issue**” means an offer of Shares, or an offer or issue of warrants, options or other securities which carry a right to subscribe for Shares, open for a period fixed by the directors of the Company (the “**Directors**”) to holders of Shares whose names appear on the register of members on a fixed record date in proportion to their holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognized regulatory body or any stock exchange applicable to the Company).”

4. To consider as special business and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

“**THAT** conditional upon the passing of the resolutions numbered 2 and 3 set out in the notice convening this meeting, the general mandate referred to in the resolution numbered 3 set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate number of Shares which may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (including any sale or transfer of treasury Shares out of treasury) by the Directors pursuant to such general mandate of an amount representing the aggregate number of Shares repurchased by the Company pursuant to the general mandate pursuant to resolution numbered 2 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury Shares) as at the date of passing this resolution.”

5. To re-elect the following Directors, each as a separate resolution:
- (i) To re-elect Mr. Zhang Weijie as a non-executive Director;
  - (ii) To re-elect Dr. Wang Pinghui as a non-executive Director; and
  - (iii) To re-elect Mr. Xie Shaohua as an independent non-executive Director.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

6. To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
7. To re-appoint Forvis Mazars CPA Limited as auditors of the Company and authorize the Board to fix their remuneration.

### SPECIAL RESOLUTION

8. To consider as special business and, if thought fit, pass the following resolution as a special resolution of the Company:

“**That:**

- (i) “the proposed amendments to the existing amended and restated memorandum and articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated June 3, 2026 be and are hereby approved;
- (ii) the second amended and restated memorandum and articles of association of the Company (the “**New M&A**”), incorporating and consolidating all the Proposed Amendments (a printed copy of which being tabled before the meeting and initialled by the chairman of the meeting for the purposes of identification) be and are hereby adopted, confirmed and approved in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company; and
- (iii) any one Director or company secretary of the Company be and is hereby authorised to do all things necessary to effect and record the adoption of the New M&A.”

By order of the Board  
**Yunkang Group Limited**  
**Mr. Zhang Yong**  
*Chairman, Executive Director  
and Chief Executive Officer*

Guangzhou, the PRC, June 3, 2026

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

- (i) For the purpose of determining the identity of the Shareholders entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, June 23, 2026 to Friday, June 26, 2026, both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, June 22, 2026.
- (ii) A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or, if he/she/it is the holder of two or more shares, more proxies to attend and vote instead of him/her/it. A proxy need not be a Shareholder. Holders of treasury Shares of the Company, if any, shall abstain from voting at the meeting in connection to such treasury Shares.
- (iii) In the case of joint holders of any Share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the Annual General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Annual General Meeting (i.e. not later than 10:00 a.m. on Wednesday, June 24, 2026). The completion and delivery of the form of proxy shall not preclude the Shareholders from attending and voting in person at the Annual General Meeting (or any adjourned meeting thereof) if they so wish and in such event, the form of proxy shall be deemed to be revoked.
- (v) All resolutions at the Annual General Meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
- (vi) In respect of the ordinary resolutions numbered 2, 3 and 4, the Directors wish to state that they have no immediate plans to repurchase any existing Shares or issue any new Shares.
- (vii) Shareholders attending the Annual General Meeting in person or by proxy shall bear their own travelling and accommodation expenses, and shall produce their identity documents.
- (viii) References to dates and time in this notice are to Hong Kong dates and time.
- (ix) The English text of this notice shall prevail over the Chinese text for the purpose of interpretation.