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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in doubt as to any aspect of this circular, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountants or other professional adviser.

If you have sold or transferred all your shares in Silver Grant International Holdings Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser and transferee.

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### SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED

### 銀建國際控股集團有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 171)**

#### **PROPOSALS FOR RE-ELECTION OF DIRECTORS, GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES, AMENDMENTS TO ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “**Annual General Meeting**”) of Silver Grant International Holdings Group Limited (the “**Company**”) to be held at Room 1, 26/F, Guangzhou Jiayu Center, 769 Huacheng Avenue, Tianhe District, Guangzhou, Guangdong Province, the People’s Republic of China on Wednesday, 22 June 2022 at 11:00 a.m. or any adjournment thereof is set out on pages AGM-1 to AGM-7 of this circular. If the shareholders of the Company do not intend or are unable to attend the Annual General Meeting and wish to appoint a proxy/proxies to attend and vote on their behalf, they are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s share registrar and transfer office, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but and in any event not later than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 11:00 a.m. on Monday, 20 June 2022) or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders of the Company from attending and voting in person at the Annual General Meeting should they so wish.

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

Please refer to the Notice of Annual General Meeting (pages AGM-6 to AGM-7) for the precautionary measures to be taken at the Annual General Meeting to prevent and control the spread of the novel coronavirus pneumonia (COVID-19) at the Annual General Meeting, including the following:

- (i) mandatory body temperature screening at the entrance of the venue for each attendee. Any person with a body temperature over 37.5°C shall not be permitted to enter the venue;
- (ii) use of a surgical face mask for each attendee;
- (iii) no distribution of corporate souvenirs/gifts or refreshments; and
- (iv) appropriate distancing and spacing between seats.

Any attendee who does not comply with the precautionary measures or is subject to quarantine, with any flu-like symptoms, who has had close contact with any person under quarantine, or has travelled overseas within 14 days immediately before the Annual General Meeting shall not be permitted to enter the venue. All shareholders of the Company are strongly encouraged to appoint the chairman of the Annual General Meeting as their meeting proxy to vote on the relevant resolutions(s) at the Annual General Meeting as an alternative to attending the Annual General Meeting in person and contacting the Investor Relations Department of the Company for questions to management.

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Room 1, 26/F, Guangzhou Jiayu Center, 769 Huacheng Avenue, Tianhe District, Guangzhou, Guangdong Province, the PRC on Wednesday, 22 June 2022 at 11:00 a.m. or, where the context so admits, any adjournment thereof
“Articles of Association”	the articles of association of the Company, as originally adopted, or as from time to time altered in accordance with the Companies Ordinance
“Audit Committee”	the audit committee of the Board
“Board”	the board of directors of the Company
“Buy-back Mandate”	a general mandate to the Directors to exercise the powers of the Company to buy back on the Stock Exchange Shares representing up to a maximum of 10% of the total number of Shares in issue at the date of the passing of the relevant resolution at the Annual General Meeting
“Company”	Silver Grant International Holdings Group Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate to the Directors to issue Shares representing up to 20% of the total number of Shares in issue at the date of the passing of the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	16 May 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Articles of Association”	the new articles of association of the Company incorporating and consolidating all the Proposed Amendments, proposed to be adopted under resolution numbered 7 in the notice convening the Annual General Meeting
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Amendments”	the proposed amendments to the Articles of Association as set out in Appendix III to this circular
“Remuneration Committee”	the remuneration committee of the Board
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shares”	shares of the Company with no par value
“Shareholder(s)”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong, and as amended from time to time
“Zhuguang Holdings”	Zhuguang Holdings Group Company Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1176), which held 681,240,022 Shares, representing approximately 29.56% of the issued share capital of the Company as at the Latest Practicable Date
“%”	per cent.

*References to time and dates in this circular are to Hong Kong time and dates.*

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## LETTER FROM THE BOARD

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### SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED

銀建國際控股集團有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 171)**

*Executive Directors:*

Chu Hing Tsung

*(Chairman and Co-Chief Executive Officer)*

Luo Zhihai

Tang Lunfei

Wang Ping

*Registered Office:*

Suite 4901

49th Floor

Office Tower

Convention Plaza

1 Harbour Road

Wanchai

Hong Kong

*Non-Executive Director:*

Chen Zhiwei

*Independent Non-Executive Directors:*

Liang Qing

Zhang Lu

Hung Muk Ming

20 May 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS;  
GENERAL MANDATES TO BUY BACK SHARES  
AND TO ISSUE SHARES; AND  
AMENDMENTS TO ARTICLES OF ASSOCIATION**

### INTRODUCTION

The purpose of this circular is to give you notice of the Annual General Meeting and the information relating to (i) the re-election of Directors; (ii) the grant of the Buy-back Mandate; (iii) the grant of the Issue Mandate; (iv) the extension of the Issue Mandate; and (v) the Proposed Amendments.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board was comprised of eight Directors, of which Mr. Chu Hing Tsung, Mr. Luo Zhihai, Mr. Tang Lunfei and Mr. Wang Ping were executive Directors; Mr. Chen Zhiwei was non-executive Director; and Mr. Liang Qing, Mr. Zhang Lu and Mr. Hung Muk Ming were independent non-executive Directors.

Pursuant to Article 102 of the Articles of Association, Mr. Liang Qing, Mr. Luo Zhihai and Mr. Zhang Lu shall retire by rotation at the Annual General Meeting. All the retiring Directors, being eligible, will offer themselves for re-election.

Brief biographical details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

### GENERAL MANDATE TO BUY BACK SHARES

An ordinary resolution was passed at the annual general meeting of the Company held on 10 June 2021 whereby a general mandate was granted to the Directors to buy back Shares.

Such general mandate will lapse at the conclusion of the Annual General Meeting. Therefore, an ordinary resolution will be proposed at the Annual General Meeting to grant the Buy-back Mandate (being a general mandate to enable the Directors to exercise the powers of the Company to buy back on the Stock Exchange Shares representing up to a maximum of 10% of the total number of the Shares in issue at the date of the passing of resolution no. 4 set out in the notice convening the Annual General Meeting (i.e. not exceeding 230,484,961 Shares based on 10% of the 2,304,849,611 Shares in issue as at the Latest Practicable Date and assuming that such issued Shares will remain the same at the date of the passing of resolution no. 4 set out in the notice convening the Annual General Meeting)).

In accordance with the Listing Rules, an explanatory statement to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to approve the Buy-back Mandate is set out in Appendix II to this circular.

### GENERAL MANDATE TO ISSUE SHARES

Ordinary resolutions were passed at the annual general meeting of the Company held on 10 June 2021 whereby a general mandate was granted to the Directors to issue Shares and such general mandate to issue Shares be extended by adding to it the number of Shares bought back under the general mandate to buy back Shares granted to the Directors on 10 June 2021.

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## LETTER FROM THE BOARD

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Such general mandate will lapse at the conclusion of the Annual General Meeting. Therefore, an ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors the Issue Mandate (being a general mandate to the Directors to issue Shares representing up to 20% of the total number of the Shares in issue at the date of the passing of resolution no. 5 set out in the notice convening the Annual General Meeting (i.e. not exceeding 460,969,922 Shares based on 20% of the 2,304,849,611 Shares in issue as at the Latest Practicable Date and assuming that the number of such issued Shares will remain the same at the date of the passing of resolution no. 5 set out in the notice convening the Annual General Meeting)) in order to provide flexibility and discretion to the Directors to issue any Shares. In addition, an ordinary resolution will be proposed to extend the Issue Mandate by adding to it the number of Shares bought back by the Company under the Buy-back Mandate.

### AMENDMENTS TO ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 13 May 2022, pursuant to which the Board proposed to seek the approval from the Shareholders at the Annual General Meeting for the Proposed Amendments in order to (i) bring the Articles of Association in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Listing Rules which took effect on 1 January 2022; (ii) allow hybrid general meetings of the Company to be convened; and (iii) make other consequential and house-keeping amendments.

Major changes brought about by the Proposed Amendments are set out below:

1. to modify the definitions of “associate” and “close associate” and to make corresponding changes to the relevant provisions (including the provision providing that a Director shall not vote (nor be counted in the quorum) on any Board resolution approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested in accordance with the requirements under Rule 13.44 of the Listing Rules);
2. to insert the definitions of “electronic communication”, “electronic form”, “electronic means”, “Hong Kong”, “hybrid meeting”, “Meeting Location”, “physical meeting”, “Principal Meeting Place” and “reporting documents”, so as to align the relevant provisions in the New Articles of Association with the Listing Rules, and to make corresponding changes to the relevant provisions in the Articles of Association;
3. to delete the clause relating to the capacity and powers of the Company;
4. to provide that the Company’s registers of members (i) shall be open for inspection by the Shareholders; and (ii) may be closed in accordance with section 632 of the Companies Ordinance;
5. to provide for the procedures to conduct general meetings of the Company which may be held at one or more locations, or as a hybrid meeting, and the powers of the Board and the chairman of the meeting in relation thereto;

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## LETTER FROM THE BOARD

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6. to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the Listing Rules, the Companies Ordinance and/or any applicable laws, rules, codes and regulations to abstain from voting to approve the matter under consideration;
7. to provide that any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
8. to provide that the removal of the auditor of the Company shall be regulated in accordance with the provisions of the Companies Ordinance;
9. to provide that the signature to any written notice or document to be given by the Company may be written, printed or made in electronic form;
10. to provide that not less than seventy-five per cent. of the total voting rights of the Shareholders in a general meeting shall be required to approve a voluntary winding up of the Company;
11. to provide that not less than seventy-five per cent. of the total voting rights of the Shareholders in a general meeting shall be required to approve amendments to the Articles of Association; and
12. to update and tidy up definitions and other references, and to make consequential amendments in line with the above amendments to the Articles of Association and other house-keeping amendments.

Details of the Proposed Amendments are set out in Appendix III to this circular.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting, and will become effective upon the approval by the Shareholders at the Annual General Meeting.

### ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out on pages AGM-1 to AGM-7 of this circular to consider the resolutions relating to, inter alia, the re-election of Directors, the grant of the Buy-back Mandate, the Issue Mandate, the extension of the Issue Mandate and the Proposed Amendments.

To ascertain the Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 17 June 2022 to Wednesday, 22 June 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 16 June 2022.

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## LETTER FROM THE BOARD

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A form of proxy for use at the Annual General Meeting is enclosed. If you do not intend or are unable to attend the Annual General Meeting and wish to appoint a proxy/proxies to attend and vote on your behalf, you are requested to complete the form of proxy and return it to the Company's share registrar and transfer office, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company by 11:00 a.m. on Monday, 20 June 2022 and in any event not later than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof. Completion and deposit of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the Annual General Meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) and 13.39(5)(A) of the Listing Rules.

### RECOMMENDATION

The Directors consider that the re-election of Directors, the grant of the Buy-back Mandate, the Issue Mandate, the extension of the Issue Mandate and the Proposed Amendments are in the best interests of the Company and its shareholders, and accordingly the Directors recommend that the Shareholders should vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully

On behalf of the Board

**Silver Grant International Holdings Group Limited**

**Chu Hing Tsung**

*Chairman, Co-Chief Executive Officer and Executive Director*

*The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:*

**Mr. Luo Zhihai** (“**Mr. Luo**”), aged 59, was appointed as an executive Director with effect from 29 January 2019 and director of certain subsidiaries. He is a member of the Remuneration Committee. Prior to joining the Company, Mr. Luo worked in China Construction Bank, Huajian International (Macau) Co., Ltd., China Cinda Asset Management Co., Ltd. (“**China Cinda**”), a substantial Shareholder (having the meaning ascribed to it in the Listing Rules) and Guangdong Yuecai Asset Management Co., Ltd.. He has served successively as the head of Xiaohuayuan Office of Meixian Sub-branch of China Construction Bank, deputy general manager of the international business department of Meizhou Branch of China Construction Bank, general manager of the international business department of Zhuhai Branch of China Construction Bank, managing director of Huajian International (Macau) Co., Ltd., the head of the entity department, the investment banking department, the marketing department and the business department of China Cinda Guangzhou Office and deputy managing director of Guangdong Yuecai Asset Management Co., Ltd.. Mr. Luo received his Bachelor’s Degree in engineering from the South China University of Technology in 1983. He has accumulated more than 30 years of experiences in banking, investment banking, real estate investment and non-performing financial assets, especially extensive practical experiences in the assets management industry. Meanwhile, Mr. Luo has a high reputation in the PRC local assets management industry.

The Company has entered into an appointment letter with Mr. Luo for a term of three years from 29 January 2022 to 28 January 2025, unless terminated by not less than one month’s notice in writing served by either party on the other. Mr. Luo is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the provisions of the Articles of Association and applicable rules and laws. His emoluments comprise a director’s fee of HK\$600,000 per annum and discretionary share options to be granted by the Board from time to time as it may think fit, which were determined by reference to his duties and responsibilities with the Company and the Company’s remuneration policy and after considering the market emoluments for directors of other listed companies.

As at the Latest Practicable Date, save as disclosed above, Mr. Luo did not (i) hold any other major appointments and professional qualifications; and (ii) hold any other positions with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. Luo did not (i) hold any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) have any relationship with any Directors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the Listing Rules); and (iii) have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to Mr. Luo’s re-election that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Liang Qing** (“**Mr. Liang**”), aged 68, has been appointed as an independent non-executive Director with effect from 28 February 2014. He is also a member of the Audit Committee and Remuneration Committee. Mr. Liang is also currently an executive director and an independent non-executive director of Jiangxi Copper Company Limited (Stock Code: 358) and Sinotruk (Hong Kong) Limited (Stock Code: 3808) respectively, both of which are companies whose H shares are listed on the Main Board of the Stock Exchange. Mr. Liang graduated from Beijing Open University (formerly known as Beijing Radio and Television University) in 1985, where he studied Chinese language and literature. Mr. Liang was a director and the general manager of China Minmetal H.K. (Holdings) Limited and has now retired. Mr. Liang has abundant experience in international trading and investment.

The Nomination Committee is responsible for, among others, identifying individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships in the Company.

The Nomination Committee recommended Mr. Liang for re-election, considering various factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service in accordance with the nomination policy, the independent view policy and the board diversity policy of the Company. The Board has taken into account the executive experience and comprehensive business experience of Mr. Liang in international trading and investment which is helpful to the Company’s business in property leasing. The Board is also of the view that Mr. Liang will benefit the Board with diversity given his comprehensive business experience which will allow him to provide invaluable expertise, continuity and stability to the Board, and the Company has benefited greatly from the valuable contribution and insights he provided in the past as a result of his in-depth knowledge of the Company. He is expected to provide the Board with a professional perspective constantly, bring further contribution to the Board and its diversity. The Board is satisfied that Mr. Liang has the required character, integrity, perspectives, skills and experience to continuously fulfill his role as an independent non-executive Director effectively.

The Board has reviewed the time he has spent for performing his duties and considered that he is able to devote sufficient time and attention to the Company’s affairs. The Board believes that the re-election of Mr. Liang as an independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole. The Board has reviewed Mr. Liang’s annual written confirmation of independence and considers Mr. Liang independent as he has satisfied all the independence criteria as set out in Rule 3.13 of the Listing Rules.

The Company has entered into an appointment letter with Mr. Liang for a term of three years from 28 February 2020 to 27 February 2023, unless terminated by not less than one month’s notice in writing served by either party on the other. Mr. Liang is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the provisions of the Articles of Association and applicable rules and laws. His emoluments comprise a director’s fee of HK\$400,000 per annum which were determined by reference to his duties and responsibilities with the Company and the Company’s remuneration policy and after considering the market emoluments for directors of other listed companies.

As at the Latest Practicable Date, save as disclosed above, Mr. Liang did not hold (i) any other major appointments and professional qualifications; (ii) any directorships in other listed companies in the last three years; and (iii) any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Liang did not have (i) any interest in any Shares within the meaning of Part XV of the SFO; and (ii) any relationship with any other Directors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the Listing Rules).

Save as disclosed above, there are no other matters relating to Mr. Liang's re-election that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Zhang Lu** ("Mr. Zhang"), aged 69, was appointed as an independent non-executive Director with effect from 4 May 2000. He is also the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee. Mr. Zhang graduated from the Sichuan International Studies University in 1979. He was the General Manager of CITIC Central Tanshi Money Brokering Company Limited, which is a joint venture of CITIC Trust Co., Ltd. engaged in the money brokering business for financial institutions. From 1987 to 2000, Mr. Zhang was the executive vice president and treasurer of CITIC Ka Wah Bank Limited, responsible for both the Treasury and International Business. From 1974 to 1987, he worked for Bank of China and CITIC Industrial Bank. Mr. Zhang has experience in the banking sector for over 35 years.

The Nomination Committee recommended Mr. Zhang for re-election, considering various factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service in accordance with the nomination policy, the independent view policy and the board diversity policy of the Company. The Board has taken into account the abundance banking experience of Mr. Zhang which is helpful to the Company. He is expected to provide the Board with a professional perspective constantly, bring further contribution to the Board and its diversity. The Board is satisfied that Mr. Zhang has the required character, integrity, perspectives, skills and experience to continuously fulfill his role as an independent non-executive Director effectively. The Board has reviewed the time he has spent for performing his duties and considered that he is able to devote sufficient time and attention to the Company's affairs. The Board believes that the re-election of Mr. Zhang as an independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, Mr. Zhang has served as an independent non-executive Director for more than 9 years since his initial appointment to the Board as an independent non-executive Director in May 2000. Mr. Zhang has not been involved in the daily management of the Company nor in any relationships or circumstances which would impair his independent judgment. He has consistently demonstrated his abilities to provide independent, balanced and objective advice and insight on the Company's affairs. He would be able to allocate sufficient time to discharge his duties and role as an independent non-executive Director of the Company. The Board has reviewed Mr. Zhang's annual written confirmation of independence and considers Mr. Zhang independent as he has satisfied all the independence criteria as set out in Rule 3.13 of the Listing Rules.

The Company has entered into an appointment letter with Mr. Zhang for a term of three years from 15 April 2020 to 14 April 2023, unless terminated by not less than one month's notice in writing served by either party on the other. Mr. Zhang is subject to retirement by rotation and re-election at annual general meeting of the Company and vacation of office in accordance with the provisions of the Articles of Association. His emoluments comprise a director's fee of HK\$400,000 per annum which was determined by reference to his duties and responsibilities with the Company and the Company's remuneration policy and after considering the market emoluments for directors of other listed companies.

As at the Latest Practicable Date, save as disclosed above, Mr. Zhang did not (i) hold any other major appointments and professional qualifications; and (ii) hold any other positions with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. Zhang did not (i) hold any directorship in the past three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) have any interests in the Shares within the meaning of Part XV of the SFO; and (iii) have any relationship with any Directors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the Listing Rules).

Save as disclosed above, there are no other matters relating to Mr. Zhang's re-election that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

*The following is the explanatory statement as required by the Listing Rules, to provide requisite information to you for your consideration of the Buy-back Mandate.*

*The circular also constitutes the memorandum as required under Section 239(2) of the Companies Ordinance.*

## **1.     LISTING RULES**

The Listing Rules permit companies whose primary listings are on the Main Board of the Stock Exchange to buy back their fully paid-up shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

### **(a)    Shareholders' Approval**

The Listing Rules provide that all on-market share buy-backs by a company with its primary listing on the Main Board of the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such buy-backs.

### **(b)    Source of Funds**

Buy-backs must be made out of funds which are legally available for such purpose in accordance with the company's constitutive documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

### **(c)    Maximum Number of Shares to be Bought Back**

A maximum of 10% of the issued shares of the company at the date of the passing of the resolution granting the general mandate may be bought back on the Stock Exchange.

The company must report the outcome of the general meeting called to consider the proposed buy-backs to the Stock Exchange immediately following the meeting.

## **2.     SHARES IN ISSUE**

As at the Latest Practicable Date, the Shares in issue comprised 2,304,849,611 Shares.

Subject to the passing of an ordinary resolution for the grant of the Buy-back Mandate and on the basis that no further Shares are issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 230,484,961 Shares.

**3.     REASONS FOR BUY-BACK**

The Directors believe that the Buy-back Mandate is in the best interests of the Company and its shareholders. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and its shareholders.

**4.     FUNDING OF BUY-BACKS**

Buy-backs would be financed from available cash flow or working capital facilities of the Company and its subsidiaries, which will be funds legally available for such purpose in accordance with the Articles of Association and the Companies Ordinance. The Companies Ordinance provides that the amount of capital repaid in connection with a Share buy-back may only be paid out of the distributable profits of the Company and/or the proceeds of a new issue of Shares made for the purpose.

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 contained in the Company's annual report for the year ended 31 December 2021 in the event that the Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels, which in the opinion of the Directors are from time to time appropriate for the Company.

**5.    SHARE PRICES**

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous 12 months prior to the Latest Practicable Date and for the month of May 2021 up to the Latest Practicable Date were as follows:

	<b>Shares</b>	
	<b>Highest Price</b>	<b>Lowest Price</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>Year 2021</b>		
May	0.690	0.630
June	0.680	0.600
July	0.660	0.550
August	0.660	0.550
September	0.650	0.510
October	0.580	0.495
November	0.630	0.460
December	0.530	0.470
<b>Year 2022</b>		
January	0.510	0.450
February	0.510	0.450
March	0.495	0.355
April	0.470	0.390
May (up to the Latest Practicable Date)	0.460	0.395

**6.    UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, they will exercise the powers of the Company to make buy-backs pursuant to ordinary resolution no. 4 set out in the notice convening the Annual General Meeting in accordance with the Listing Rules, the applicable laws of Hong Kong and the Articles of Association.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (having the meaning ascribed to it in the Listing Rules), have any present intention to sell any Shares to the Company under the Buy-back Mandate if such is approved by the Shareholders.

No other core connected persons (having the meaning ascribed to it in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

## **7.     THE TAKEOVERS CODE**

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

As at the Latest Practicable Date, Splendid Reach Limited ("**Splendid Reach**"), which was wholly-owned by Zhuguang Holdings, held 681,240,022 Shares, representing approximately 29.56% of the issued Shares (Note). Zhuguang Holdings was owned as to approximately 66.85% by Rong De Investments Limited, which was owned as to 36.00% by Mr. Liao Tengjia, 34.06% by Mr. Chu Hing Tsung (the chairman and an co-chief executive officer of the Company and an executive Director) and 29.94% by Mr. Chu Muk Chi as at the Latest Practicable Date.

In the event that the Directors exercise in full the power to buy back Shares which is proposed to be granted pursuant to ordinary resolution no. 4 set out in the notice convening the Annual General Meeting, then (if the present shareholdings otherwise remains the same) the attributable shareholding of Splendid Reach in the Company would be increased from approximately 29.56% to approximately 32.84% of the issued Shares.

In the event that the Directors exercise the Buy-back Mandate in full, Splendid Reach would become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code. It is not the present intention of the Directors to exercise the Buy-back Mandate in such a manner as to trigger off any general offer obligations. In addition, the Directors have no present intention to exercise the Buy-back Mandate to such an extent that would result in the Company failing to comply with the public float requirements under Rule 8.08 of the Listing Rules.

Note: For the purpose of this section, the shareholding percentage in the Company was calculated on the basis of 2,304,849,611 Shares in issue as at the Latest Practicable Date.

## **8.     SHARE BUY-BACK MADE BY THE COMPANY**

The Company has not bought back any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

This appendix sets out the Proposed Amendments, as marked up for ease of reference, to the Articles of Association, as follows:

**Articles of  
Association**

**Proposed Amendments**

2. The marginal notes to these Articles shall not be deemed to be part of these Articles and shall not affect their interpretation and in the interpretation of these Articles, unless there be something in the subject or context inconsistent therewith:–

~~“associate” in relation to any Director,~~ shall have the same meaning as defined in the Listing Rules as modified from time to time;

~~“business day” shall have the same meaning as that set out in Part 18 of the Companies Ordinance mean any day on which The Stock Exchange of Hong Kong Limited is open for business of dealing in securities;~~

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

“electronic communication” shall mean a communication sent, transmitted, conveyed and received by electronic means;

“electronic form” shall mean in the form of electronic record (as defined in Section 2 of the Companies Ordinance);

“electronic means” shall mean sending or supplying a document or information in electronic form to an information system;

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

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

“Meeting Location” shall have the meaning given to it in Article 70A(a);

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

“Principal Meeting Place” shall have the meaning given to it in Article 67(b);”

“recognized clearing house” shall mean a recognized clearing house within the meaning of Part 1 of Schedule 1 to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and any amendments thereto or reenactments thereof for the time being in force;

“reporting documents” in relation to a financial year of the Company shall mean the documents set out in Section 357(2) of the Companies Ordinance;

“writing”, “written” or “printing” shall, unless the contrary intention appears, be construed as including handwriting, printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Companies Ordinance and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words or figures partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the member’s election comply with the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations shall include writing, printing, lithography, photography, typewriting and every other mode of representing words or figures in a legible and non-transitory form;

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.

References to a meeting shall mean a meeting convened and held in any manner permitted by these Articles, and any members, proxies and/or Directors (including, without limitation, the Chairman) attending and participating by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations or these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly.

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 listen, speak, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Companies Ordinance, the Listing Rules and applicable laws, rules and regulations or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly.

References to electronic facilities include, without limitation, online platform(s), website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise).

3. The name of the Company is “**Silver Grant International Holdings Group Industries Limited (銀建國際控股集團實業有限公司)**”.

#### **Capacity and Powers of the Company**

5. Intentionally left blank. The Company has the capacity, rights, powers and privileges of a natural person and, in addition and without limit, the Company may do anything that it is permitted or required to do by these Articles, any enactment or rule of law including but not limited to:-
- (1) ~~To carry on all or any of the businesses usually carried on by land development companies, land investment companies land mortgage companies and real estate companies in all their several branches.~~
  - (2) ~~To acquire by purchase, lease, exchange or otherwise and sell land, buildings and hereditaments of any tenure or description and any estate or interest therein and any rights over or connected with land and to develop and to turn the same and/or any other property in which the Company may be interested to account as may seem expedient or to contribute to, subsidize or otherwise assist or take part in developing and turning to account any property and develop and turn to account the resources of any property, whether belonging to the Company or not, and in particular, but without prejudice to the generality of the foregoing, by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, improving and managing buildings of all kinds, wharves, docks, roads, harbours, bridges, reservoirs, dams, watercourses, ways, tramways, railways, embankments, fortifications, hydraulic-works, mills, smelting-works, factories, furnaces, viaducts and other works, enterprises and projects of all descriptions and by leasing or otherwise dealing with the same and by advancing money to and entering into contracts and agreements of all kinds with builders, contractors, tenants and others.~~

- (3) ~~To carry on business as owners managers and or operators of hotels, restaurants, cafe, tavern, beerhouses, refreshment-rooms and lodging-houses, and the business of lodging house-keepers, licensed victuallers, wine, beer and spirit merchants, brewers, malsters, distillers, importers and manufacturers of aerated, mineral and artificial water and other drinks purveyors, caterers for public amusements generally proprietors of motor and other vehicles, garage proprietors, liverystable keepers, jobmasters, farmers, dairymen, ice-merchants, importers and brokers of food, live and dead stock, and colonial and foreign produce of all descriptions, hair-dressers, perfumers and chemists, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper, newspaper rooms, libraries, grounds, and places of amusement, recreation, sport, entertainment, and instruction of all kinds, tobacco and cigar merchants, agent for railway, shipping and airplane companies and carriers, theatrical and opera box office proprietors, entrepreneurs and general agents, and any other business which can be conveniently carried on in connection therewith.~~
- (4) ~~To carry on all or any of the businesses of borrowing, raising, taking up, lending, advancing, managing, administering and controlling money, securities and property, discounting, buying, selling and dealing in bills of exchange, promissory notes, coupons, drafts, bills of lading, warrants, debentures, scrip and other instruments and securities whether transferable, negotiable or not, granting and issuing letters of credit and circular notes, buying, selling and dealing in bullion and specie, and all kinds of precious and semi-precious stones, and valuables, metals, commodities, substances, goods, plant, equipment, machinery and things, and of acquiring, holding, issuing and acting as issuing house for, underwriting and dealing with stocks, funds, shares, debentures, debenture stock, bonds, obligations, securities and investments of all kinds, managing, distributing and selling mutual fund, investment company, investment trust and other shares and units whether open-ended or closeended, acting as a broker, jobber and/ or member of any stock exchange, the negotiating of loans and advances, the provision and operation of deposit and safe keeping facilities and the collection and transmission of money and securities.~~
- (5) ~~To provide all or any of the undermentioned services or facilities in any part of the world:—~~
- ~~(i) — investment management, analysis and advice.~~
  - ~~(ii) — market and credit investigation and re-search.~~
  - ~~(iii) — business, financial, taxation and economic advice and information.~~

- (iv) — computer, data control and information services of all kinds.
  - (v) — management consultancy and the provision and engagement of personnel.
  - (vi) — such other services and facilities whether similar to or dissimilar from the foregoing as the Directors may from time to time think fit.
- (6) — To acquire by purchase, subscription, or otherwise and to hold for investment or otherwise and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds, or any other obligations or securities of any corporation or corporations, to merge or consolidate with any corporation in such manner as may be permitted by law; to aid in any manner any corporation whose stocks, bonds or other obligations are held or in any manner guaranteed by the Company and/or in which the Company is in any way interested and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stocks, bonds or other obligations, or to do any acts or things designed for any such purpose; and while owner of any such stocks, bonds, or other obligations to exercise all the rights, powers and privileges of ownership thereof, and to exercise any and all voting powers thereon; to guarantee the payment of dividends upon any stock, or the principal or interest or both of any bonds or other obligations and the performance of any contracts.
- (7) — To establish and carry on and promote the business of mechanical and electrical engineers, manufacturers of implements and machinery, founders, tool-makers, metal-workers, wood-makers, boiler makers, millwrights, machinists, smiths, iron and steel converters, woodworkers, builders, painters, metallurgists, water supply engineers, gas-makers, printers, farmers, carriers, and merchants and to buy, sell, manufacture, repair, convert, alter, instal, let on hire and deal in machinery, apparatus, implements, rolling stock and hardware and articles of all kinds.
- (8) — To establish, carry on and promote any business relating to the winning and working of minerals, production and working of metals and the production, manufacture and preparation of any other materials which may be usefully or conveniently combined with the engineering or manufacturing business of the Company or any contracts undertaken by the Company and either for the purpose only of such contracts or as an independent business.
- (9) — To undertake and execute any contracts for works involving the supply or use of any machinery and generally to carry out any ancillary or other works comprised in such contracts.

- (10) ~~To carry on the business of manufacturers of and dealers in plastic materials, plastic goods and articles of all kinds and descriptions:~~
- (11) ~~To carry on all or any of the businesses of silk, rayon and cotton spinners and knitters, cloth manufacturers, flax, hemp and jute spinners, linen manufacturers, silk, rayon, flax, hemp, jute and wool merchants, wool combers, worsted spinners, woollen spinners, yarn merchants, worsted stuff manufacturers, bleachers, printers and dyers, and makers of vitriol, bleaching and dyeing materials, and to purchase, comb, prepare, spin, dye, and deal in flax, hemp, jute, wool, cotton, silk, and other fibrous substances, and to weave or otherwise manufacture, import, export, buy, sell and deal in silk, rayon and other chemical fibres, linen, cloth and textile of all kinds and in other goods and fabrics whether textile, felted, netted, or looped, and to establish factories or other works necessary or convenient for the purposes of the Company, and to supply power:~~
- (12) ~~To carry on all or any of the businesses of dressmakers, tailors, hatters, clothiers, outfitters, glovers, lace manufacturers, feather dressers, boot and shoe makers, furriers, haberdashers, hosiers, milliners, and makers of garments of all kinds:~~
- (13) ~~To buy, sell, manufacture, repair, alter and exchange, let or hire, export, and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may being profitably dealt with in connection with any of the said businesses:~~
- (14) ~~To carry on in any part of the world the business of export and import merchants and general traders and dealers either wholesale or by retail in all kinds of goods whether manufactured or otherwise, wares, produce and merchandise, and to prepare for market, and otherwise turn to account any product, materials or things acquired by the Company in the course of its business:~~
- (15) ~~To carry on in any part of the world the business of general merchants, manufacturers and general agents of and dealers in all kinds of goods by purchase and sale or otherwise:~~
- (16) ~~To carry on in any part of the world business as financiers, capitalists, concessionaires commercial agents, mortgage and bullion brokers, financial agents and advisers, exporters and importers of goods and merchandise of all kinds and merchants generally:~~

- ~~(17) To give any guarantee in relation to the payment of any debentures, debenture stock, bonds, obligations or securities, or to advance and lend money and assets of all kinds upon such terms as may be arranged and either with or without security, or to establish agencies in any part of the world and to regulate and discontinue the same.~~
- ~~(18) To transact or carry on all kinds of agency business, and in particular in relation to the investment of money, the sale of property and the collection and receipt of money.~~
- ~~(19) To carry on the business of builders, contractors, founders, storekeepers, building material suppliers, plumbers and suppliers of plumbing and sanitary equipment of all kinds, ship and boat builders and repairers, metal-makers, brass founders, ship-wrights, dock-owners, civil, mining, mechanical and electrical engineers, machine and engineering tool-makers, boiler makers, carpenters, millwrights, proprietors of air and steamship lines and transportation enterprises for passengers and goods by air, sea and land, travel agents, proprietors of wharves, piers, warehouses and consulting engineers, assessors and any other business which may seem to the Company capable of being carried on in connection with the above and calculated directly or indirectly to enhance the value or render profitable any of the Company's property or rights.~~
- ~~(20) To buy, sell, manufacture, construct, repair, convert, alter, refit, salve, raise, rig, fit-out, let or hire and deal in steamers, ships and vessels of all descriptions, aircraft, machinery, rolling-stock, plant, timber, iron, steel, metal, glass, minerals, ores, chemicals products, fuel, implements, tools, utensils, merchandise, products, commodities and convenience of all kinds.~~
- ~~(21) To employ any or all of the ships or vessels of the Company whether owned, chartered or otherwise in towing and salvage services to vessels of every description, in the conveyance of passengers, mails, troops, munitions of war, livestock, meat, coal, coke, corn, and other produce, and of parcels, treasure and merchandise of all kinds between such ports in any part of the world as may seem expedient and to acquire any postal subsidies.~~
- ~~(22) To construct, execute, carry out, equip, alter and improve, own, develop, administer, manage or control works and conveniences of all kinds, which expression without prejudice to the generality of the foregoing, shall include railways, tramways, docks, harbours, piers, wharves, canals, reservoirs, embankments, dams, irrigations, reclamations, improvements, sewage, drainage, sanitary works, water, gas, oil, motor, electric light, telephonic, telegraphic and power supply works and hotels, warehouses, markets and buildings and all other works or conveniences of any kind whatsoever.~~

- ~~(23) To carry on all or any of the businesses of charterers, representatives, forwarding agents, sales agents for manufacturers, sub-agents and agents for carriers, brokers and agents for brokers, purchasing agents, coopers, chemists, refrigerators, warehousemen, ship and insurance brokers or agents, wharfingers, brewers, preservers, footwear manufacturers, tanners, spinners, weavers, fishermen and trawlers, providers of public entertainment in all its branches, laundry proprietors, printers, publishers, plantation owners, quarry owners, distillers, dye makers, gas makers, metallurgists, and undertakers of all kinds of works, enterprises or projects and as capitalists, financiers, concessionaires and to undertake, carry on and execute all kinds of financial, commercial, trading and other operations.~~
- ~~(24) To buy, sell, manipulate and deal, either as principals or agents, both wholesale and retail, in produce, commodities, articles and things of all kinds which can conveniently be dealt in by the Company in connection with any of its objects.~~
- ~~(25) To lend or advance money to such parties, and on such terms as may seem expedient and in particular to customers of and persons having dealing with the Company. To guarantee and/or indemnify persons whether or not they are customers of any persons having dealings with the Company on such terms as may seem expedient and to discount bills and to receive money on deposit at interest or otherwise or valuable and to transact all or any of the business of a banker which may seem to the Company expedient.~~
- ~~(26) To carry on any other business whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with any of the above business or objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights for the time being.~~
- ~~(27) To undertake and execute any trusts the undertaking whereof may seem desirable and also to undertake the office of executor, administrator, receiver, treasurer, registrar, custodian, depository or nominee and to keep for any company, government, authority or body any register relating to any stocks, funds, shares or securities or to undertake any duties in relation to the registration of transfers, the issue of certificates or otherwise.~~

- ~~(28) To invest the moneys of the Company upon such investments (other than shares in the Company) or property in such manner as may from time to time be determined and to the same extent as natural persons might or could do, to purchase or otherwise acquire and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in, lands and leaseholds and any interest, estate and rights in real property, and any personal or mixed property and any franchises rights, licences or privileges necessary, convenient or appropriate for any of the purposes herein expressed.~~
- ~~(29) To enter into any arrangements or contracts with any governments or authorities, supreme, municipal, local or otherwise or with any person or company that may seem conducive to the objects of the Company or any of them and to obtain from any such government or authority, person or company any rights, privileges and concessions which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, contracts, rights, privileges and concessions.~~
- ~~(30) To acquire and hold shares, stocks, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in the colony of Hong Kong or elsewhere, and debentures, debenture stock, bonds, obligations, and securities, issued or guaranteed by any government, sovereign ruler, commissioners, public body, or authority, supreme, municipal, local or otherwise, whether in Hong Kong or abroad, and mortgages, charges and other securities created or constituted by any person or body corporate in respect of any property movable or immovable wherever situate.~~
- ~~(31) To acquire any such shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscription, tender, purchase, exchange, or otherwise, and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.~~
- ~~(32) To promote any company or companies for the purpose of acquiring all or any of the property or liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company and hold shares in any such company and to guarantee the payment of any debentures or other securities issued by any such company.~~

- ~~(33) To promote and assist, financially or otherwise corporations, firms, syndicates, associations, individuals and others; to become a member of any partnership or a party to any lawful agreement for sharing profits or to any union of interests, agreement for reciprocal concessions, joint venture, or co-operation or mutual trade agreement with any person, association, partnership, co-partnership, firm or corporation that is carrying on, or engaging in or that is about to engage in any business which this Company is authorised to carry on, or that is conducting or transacting any business capable of being conducted so as directly or indirectly to benefit this Company; and to act as a Director or Officer of any such corporation.~~
- ~~(34) To borrow or raise or secure the payment of money by way of mortgage or in such other manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's properties (both present and future) including its uncalled capital and to redeem or pay off any such securities and to borrow money on any terms and conditions upon the security of mortgages or pledges of or upon all or any part of the property of the Company or upon any calls on members made or to be made or without any mortgage or pledge and to borrow or receive on deposit at interest or otherwise money, stock, funds, shares, securities or other properties.~~
- ~~(35) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.~~
- ~~(36) To sell, let on lease, exchange, deal with or otherwise dispose of all of the property of the Company or any part thereof or its rights, interests and privileges for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other company.~~
- ~~(37) To obtain any order in council, enactment or ordinance for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.~~
- ~~(38) To pay all expenses incidental to the formation or promotion of this or any other company and the conduct of its business and to remunerate any person or company for services rendered in placing or assisting to place or guaranteeing the placing of any of the shares in or debentures or other securities of the Company or in or about the promotion, formation or business of the Company or of any other company promoted wholly or in part by this Company.~~

- ~~(39) To distribute any of the properties of the Company whether upon a distribution of assets or a division of profits among members in specie or otherwise.~~
- ~~(40) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or dependents of such persons and to establish and support or to aid in the establishment and support of any schools and any educational, scientific, literary, religious, public, municipal or charitable institution, or trade societies, whether such societies be solely connected with the business carried on by the Company or its predecessors in business or not and any club or other establishment calculated to advance the interests of the Company or the persons employed by the Company or its predecessors in business and to subscribe to any trade protection society or guild or any other association for the protection or encouragement of trade.~~
- ~~(41) To insure with any other company or person against losses, damages, risks and liabilities of all kinds which may affect this Company and to act as agents and brokers for placing insurance risks of all kinds in all its branches.~~
- ~~(42) To apply for, register, purchase or by other means acquire and protect, prolong and renew, in any part of the world any patents, patent rights, brevets d'invention, licences, trademarks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture, undertake or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.~~
- ~~(43) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on and as any of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with or enter into partnership or into any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.~~
- ~~(44) To do all or any of the above things in any part of the world and as principals, agents, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.~~

~~(45) To commence, undertake, manage and carry on all such other things as are incidental to or connected with any of the above objects or conducive to the attainment thereof or otherwise likely in any respect to be advantageous to the Company and in case of doubt as to what shall be incidental, connected, conducive or advantageous as aforesaid the decision of an extraordinary general meeting shall be conclusive.~~

~~And it is hereby declared that the word “Company” in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in Hong Kong or elsewhere and further that the objects specified in each paragraph be in nowise limited or restricted by reference to or inference from any other paragraph or the name of the Company.~~

8. (a) Without prejudice to any special rights for the time being attached to any existing shares, any share in one or different class may be allotted and issued upon such terms and conditions and with such preferred, deferred, or other special rights or privileges, or such restrictions, whether in regard to dividend, voting, return of share capital, or otherwise, as the Company may from time to time by ordinary resolution determine (or, in the absence of any such determination, or so far as the same may not make specific provision, as the Board may determine), and any preference share may, ~~with the sanction of a special resolution,~~ be issued on the terms that it is, or at the option of the Company is liable, to be redeemed. The Board may determine the terms, conditions and manner of redemption of such shares.
9. (b) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of not less than 75% of the total voting rights of holders of the issued shares of that class (if the capital is divided into different classes of shares), or with the sanction of a special resolution passed at a general meeting of the holders of the shares or at a separate general meeting of the holders of the shares of the class (if the capital is divided into different classes of shares). To every such separate general meeting the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be not less than 2 persons at least holding or representing by proxy or by authorised representative one-third of the total voting rights of holders of the issued shares of that class, that every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him, that any holder of shares of the class present in person or by proxy or by authorised representative may demand a poll and that at any adjourned meeting or postponed meeting of such holders one holder present in person or by proxy or by authorised representative (whatever the number of shares held by him) shall be a quorum.

19. (c) The register shall be open for inspection by members provided that the Company may be permitted to close the register in accordance with section 632 of the Companies Ordinance.
26. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, nor until the expiration of fourteen days after a notice in writing or in such other form (including without limitation electronic form and by way of publication on the Company's website) and language(s) as may from time to time be permitted under the Listing Rules and applicable laws, rules and regulations, stating and demanding payment of the sum presently payable or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving notice of intention to sell in default shall have been given to the holder for the time being of the shares or the person entitled by reason of his death or bankruptcy to the shares.
32. 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 by notice in the manner in which notices may be sent to members as provided in these Articlesto be inserted once in The Hongkong Government Gazette and once at least in both an English language newspaper in English and a Chinese language newspaper in Chinese.
40. The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him and upon all or any of the moneys so advanced the Company may pay interest at such rate (if any) not exceeding twenty per cent. per annum as the Board may decide provided that not until a call is made any payment in advance of a call shall not entitle the member to receive any dividend or to exercise any other rights or privileges as a member in respect of the shares or the due portion of the shares upon which payment has been advanced by such member before it is called up. The Board may at any time repay the amount so advanced upon giving to such member not less than one month's notice in writing or in such other form (including without limitation electronic form and by way of publication on the Company's website) and language(s) as may from time to time be permitted under the Listing Rules and applicable laws, rules and regulations, of their intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced.
41. All transfers of shares may be effected by transfer in writing in the usual common form or in such other form as the Board may accept and may be under hand or by machine imprinted or mechanically produced signature(s) as may be accepted by the Board under Article 42 below. All instruments of transfer must be left at the registered office of the Company or at such other place as the Board may appoint.

47. Upon every transfer of shares the certificate held by the transferor shall be given up to be cancelled, and shall forthwith be cancelled accordingly, ~~and a new certificate shall be issued without charge to the transferee in respect of the shares transferred to him,~~ and if any of the shares included in the certificate so given up shall be retained by the transferor a new certificate in respect thereof shall be issued to him without charge. The Company shall also retain the transfer.
48. The registration of transfers may be suspended and the register closed at such times and for such periods as the Board may from time to time determine and either generally or in respect of any class of shares, provided always that such registration shall not be suspended or the register closed for more than thirty days in any year or, with the approval of the Company in general meeting in that year, sixty days in any year.
63. (b) The Company may by special resolution reduce its share capital in such manner authorised and subject to any conditions prescribed by law.
64. The Company shall in each financial year hold a general meeting as annual general meetings within such period as required by the Companies Ordinance. The annual general meeting shall be convened by the Board to be held, subject to these Articles, at such time and place as it thinks fit.
65. Intentionally left blank~~All general meetings other than annual general meetings shall be called extraordinary general meetings.~~
66. The Directors may, whenever they think fit, convene ~~an extraordinary~~ general meeting ~~other than an annual general meeting~~, and ~~extraordinary~~ general meetings shall also be convened on requisition as provided by the Companies Ordinance, or, in default, may be convened by the requisitionists. All general meetings (including annual general meeting, any adjourned meeting or postponed meeting) may be held in such manner either (a) as a physical meeting in any part of the world and at one or more locations as provided in Article 70A, or (b) as a hybrid meeting, as may be determined by the Board in its absolute discretion.

67. (a) An annual general meeting shall be called by 21 days' notice in writing or in such other form (including without limitation electronic form and by way of publication on the Company's website) and language(s) as may from time to time be permitted under the Listing Rules and applicable laws, rules and regulations at the least, and all other general meetings of the Company shall be called by 14 days' notice in writing or in such other form (including without limitation electronic form and by way of publication on the Company's website) and language(s) as may from time to time be permitted under the Listing Rules and applicable laws, rules and regulations at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that subject to the provisions of the Companies Ordinance, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-
- (b) The notice shall specify:
- (i) the time and date of the meeting;
  - (ii) the place of the meeting and where there is more than one Meeting Location as determined by the Board pursuant to Article 70A, the principal place of the meeting ("**Principal Meeting Place**") and the other place or places of the meeting;
  - (iii) if the general meeting is to be a hybrid meeting, the notice shall include a statement to that effect and with details of the electronic facilities or electronic platform (which electronic facilities or electronic platform may vary from time to time and from meeting to meeting as the Board, in its sole discretion, may see fit) for attendance and participation by electronic facilities at the meeting or where such details will be made available by the Company prior to the meeting;
  - (iv) the general nature of the business to be dealt with at the meeting; and
  - (v) in the case of a notice calling an annual general meeting, states that the meeting is an annual general meeting.

~~Notwithstanding any contrary provisions in these Articles, the Directors shall have the power to provide in every notice calling a general meeting that if a black rainstorm warning or a gale warning is in force at a specific time on the day of the general meeting as specified in such notice, the general meeting will not be held on that day (the “Schedule Meeting Day”) but will, without further notice be automatically postponed and by virtue of the same notice, be held instead at a time on an alternative day (as specified in such notice) that falls within seven business days of the Scheduled Meeting Day. It shall not be a ground of objection to the validity of such notice that the notice calls a general meeting contingently on whether a black rainstorm warning or a gale warning is in force at the relevant time as specified in such notice.~~

69. All business shall be deemed special that is transacted at an extraordinary general meeting other than an annual general meeting, and also all business that is transacted at an annual general meeting, with the exception of sanctioning dividends, the reading, considering and adopting of the accounts and balance sheet and the reports of the Directors and the Auditors and other documents required to be annexed to the balance sheet, the election of the Directors and appointment of the Auditors and other officers in the place of those retiring, the fixing of the remuneration of the Auditors, and the voting of remuneration or extra remuneration to the Directors.
70. (a) For all purposes the quorum for a general meeting shall be two members present in person or (in the case of a member being a corporation) by its duly authorised representative or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.
- 70A. (ab) The Board may, at its absolute discretion, arrange for members to attend a general meeting by simultaneous attendance and participation by means of electronic facilities at meeting location(s) using electronic means at such location or locations in any part of the world (“**Meeting Location(s)**”) as the Board may, at its absolute discretion, determine designate. ~~The members present in person or by proxy at the meeting location(s) shall be counted in the quorum for, and entitled to vote at, the subject general meeting, and that meeting shall be duly constituted and its proceedings valid provided that the Chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that members attending at all the meeting locations are able to hear all those persons present and speak at the principal meeting location and at any other meeting location held by electronic means and be heard by all other persons in the same way. The Chairman of the meeting shall be present at, and the meeting shall be deemed to take place at, the principal meeting location.~~

- (b) All general meetings are subject to the followings, and where appropriate, all references to a “member” or “members” in this paragraph (b) shall include a duly authorised representative or duly authorised representatives or a proxy or proxies respectively:
- (1) 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;
  - (2) members present in person or (in the case of a member being a corporation) by its duly authorised representative or by proxy at the Meeting Location(s) and/or members attending and participating in a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the Chairman is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members attending at all Meeting Locations and members participating in a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;
  - (3) where members attend a meeting by being present at one of the Meeting Locations and/or where members attend and participate in a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or, in the case of a hybrid meeting, the inability of one or more members or proxies to access, or continue to access, the electronic facilities, shall not affect the validity of the meeting or the resolutions passed thereat, or any business conducted there or any action taken pursuant to such business, provided that there is a quorum present throughout the meeting; and
  - (4) 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 proxies, shall apply by reference to the Principal Meeting Place.

70B. The Board and/or, at any general meeting, the Chairman may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place and/or any Meeting Location(s), and/or participation and/or voting in a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it/he/they shall in its/his/their absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is not entitled to attend, in person or (in the case of a member being a corporation) by its duly authorised representative, or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations or through electronic facilities; and the entitlement of any member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location(s) or through electronic facilities 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.

70C. If it appears to the Chairman that:

- (a) the 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 70A 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
- (b) in the case of a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or
- (c) 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
- (d) there is violence or threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

then, without prejudice to any other power which the Chairman may have under these Articles or at common law, the Chairman may, at his 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), but all business conducted at the meeting up to the time of such adjournment shall be valid.

70D.            The Board and, at any general meeting, the Chairman may make any arrangement and impose any requirement or restriction the Board or the Chairman, 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, obeying any precautionary measures and regulations in relation to prevention and control of spread of disease and determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises and/or the electronic facilities 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.

70E.            If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place and/or by means of the electronic facilities specified in the notice calling the meeting, it may (a) postpone the meeting to another date and/or time and/or (b) change the place and/or electronic facilities and/or the form of the meeting, without approval from the members. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement or change of the relevant general meeting may occur automatically without further notice, including, without limitation, where black rainstorm warning, gala warning or other similar event is in force at any time prior to or at the time of the meeting on the day of the meeting. This Article shall be subject to the followings:

- (a) when either (i) a meeting is postponed in accordance with this Article, or (ii) there is a change in the place and/or the form of the meeting, the Company shall, to the extent permitted by and subject to due compliance with the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations, (aa) endeavour to post a notice of such postponement or change on the Company's website as soon as reasonably practicable (provided that failure to post such a notice shall not affect the automatic postponement or change of such meeting); and (bb) subject to and without prejudice to Article 73, unless already specified in the original notice of the meeting or included in the notice posted on the Company's website as stated above, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting, specify the date and time by which proxies shall be submitted in order to be valid at such postponed or changed meeting (provided that any valid proxy submitted for the original meeting shall continue to be valid for the postponed or changed meeting unless revoked or replaced by a new proxy), and shall give the members reasonable notice of such details in such manner as the Board may determine;
- (b) when only the electronic facilities specified in the notice are changed, the Board shall notify the members of details of such change in such manner as the Board may determine; and
- (c) notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the members.

70F. All persons seeking to attend and participate in a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 70C, 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 that meeting and/or resolutions passed at that meeting.

70G. Without prejudice to other provisions in Articles 70A to 70F, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all members participating in the meeting to listen, speak and vote thereat instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

71. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and ~~place~~ (where applicable) such place(s) and in such form and manner referred to in Article 66 as shall be decided by the Board Chairman, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the member or members present in person or (in the case of a member being 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.
72. The Chairman (if any) of the Board or, if he is absent or declines to take the chair at such meeting, the Vice Chairman of the Board (if any) shall take the chair at every general meeting, or, there be no such Chairman or Vice Chairman or, if at any general meeting neither of such Chairman or Vice Chairman is present within fifteen minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number to act as Chairman, or if one Director only is present he shall take the chair if he is willing to act as Chairman, and if no Director is present or if all the Directors present decline to take the chair or if the Chairman chosen shall retire from the chair, then the members present shall choose one of their number to be the Chairman.
- 72A. Any Director (including without limitation, the Chairman) attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Companies Ordinance and other applicable laws, rules and regulations and these Articles.
73. Subject to Article 70C, ~~t~~The Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for fourteen 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.

75. If a poll is demanded as aforesaid, it shall (subject as provided in Article 76) be taken in such manner (including the use of ballot or voting papers or tickets or through electronic facilities) and at such time and place, not being more than thirty days from the date of the meeting or adjourned meeting or postponed meeting at which the poll was demanded, as the Chairman directs. No notice need be given of a poll not taken immediately. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting or the taking of the poll, whichever is the earlier. The result of the poll, whether or not declared by the Chairman at the meeting, or any adjourned meeting or postponed meeting thereof, shall be deemed to be the resolution of the meeting at which the poll was demanded. The poll result, as recorded in the scrutineers' certificate and signed by the scrutineer, shall be the conclusive evidence of such resolution of the meeting without proof. The Company shall record in the minutes of the general meeting such result of the poll in accordance with the Companies Ordinance.
79. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares and subject to Article 79A below, at any general meeting on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a representative or representatives (as the case may be) duly authorised under Section 606 of the Ordinance or who is present by proxy (subject to Section 588 of the Companies Ordinance), shall have one vote. If a member appoints more than one proxy, the proxies so appointed are not entitled to vote on the resolution on a show of hands. On a poll every member present in person or by proxy or by duly authorised representative shall have one vote for every fully paid share of which he is the holder, but no amount paid or credited as paid up on a share in advance of calls shall be treated for the purposes of this Article as paid up on the share. On a poll a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. Votes (whether on a show of hands or a poll) may be cast by such means, electronic or otherwise, as the Board or the Chairman may in its/his sole discretion determine.
- 79A. Members shall have the right to (a) speak at general meeting and (b) vote at a general meeting except w~~Where any member is required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution under the Listing Rules, the Companies Ordinance and/or any applicable laws, rules, codes and regulations as determined by the Company, any votes cast by or on behalf of such member in contravention of such requirement shall not be counted.~~

80. Any person entitled under Article 50 to be registered as a shareholder may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares; provided that forty-eight hours at least before the time of the holding of the meeting or adjourned meeting or postponed meeting as the case may be at which he proposes to vote, he shall satisfy the Board of his entitlement to such shares, or the Board shall have previously admitted his right to vote at such meeting in respect thereof.
82. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in cases of mental disorders, may vote, whether on a show of hands or on a poll, by his committee, receiver, *curator bonis*, or other person in the nature of a committee, receiver or *curator bonis* appointed by that court, and any such committee, receiver, *curator bonis* or other person may, on a poll, vote by proxy, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting, or adjourned meeting or postponed meeting or poll, as the case may be.
83. (b) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting or postponed meeting at which the vote objected to is given or tendered, any vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive.
85. The instrument appointing a proxy shall be in writing and if the Board in its absolute discretion determines, may be contained in an electronic communication, and: (i) if in writing but not contained in an electronic communication, under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised; or (ii) in the case of an appointment contained in an electronic communication, submitted by or on behalf of the appointer, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine.

86.           (a)   The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be (i) deposited at the registered office of the Company or at such other place as is specified in the notice of meeting or in the instrument of proxy issued by the Company or (ii) if an electronic address is specified by the Company, in the notice of meeting or in the instrument of proxy issued by the Company, specifically for the purpose of receiving such instruments and the aforesaid authorities and documents for that meeting, sent or transmitted by electronic means to such electronic address subject to any conditions or limitations imposed by the Company, (and as regards (ii), Section 828 of the Ordinance shall apply subject to the above and for the purpose of Section 828(7)(a) of the Ordinance, the period referred to under Section 823 of the Ordinance shall be 12 hours), in each case not less than 48 hours before the time for holding the meeting or adjourned meeting or postponed meeting at which the person named in such instrument proposes to vote, or into the case of a poll taken more than 48 hours after it was demanded, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. Only documents actually received by the Company shall be taken into accounts by the Company. No instrument appointing a proxy shall be valid after expiration of twelve months from the date of its execution, except at an adjourned meeting or postponed meeting or on a poll demanded at a meeting or an adjourned meeting or a postponed meeting in cases where the meeting was originally held within twelve months from such date. Delivery of an 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. In calculating the periods for depositing the instrument appointing a proxy, no account is to be taken of any part of a day that is a public holiday.

(b) The Company may, at its absolute discretion, designate from time to time an electronic address or an electronic means of submission 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 and notice of termination of the authority of a proxy). If such an electronic address or electronic means of submission 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 electronic address or by such electronic means of submission, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the electronic address or electronic means of submission. Without limitation, the Company may from time to time determine that any such electronic address or electronic means of submission may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses or electronic means of submission 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 or via its designated electronic means of submission provided in accordance with this Article or if no electronic address or electronic means of submission is so designated by the Company for the receipt of such document or information.

88. The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit provided that any form issued to a member for use by him for appointing a proxy to attend and vote at ~~an extraordinary general meeting or at an annual~~ general meeting at which any business is to be transacted shall be such as to enable the member, according to his intention, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business; and (ii) unless the contrary is stated therein, be valid as well for any adjournment or postponement of the meeting as for the meeting to which it relates, provided that the meeting was originally held within twelve months from such date.

89. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, unsoundness of mind, revocation or transfer as aforesaid shall have been received by the Company at the registered office of the Company, or at such other place as is referred to in Article 86 of these Articles, prior to two hours before the commencement of the meeting, adjourned meeting, postponed meeting or poll, as the case may be, at which the proxy is used.
90. (b) If a recognised clearing house (or its nominee) is a member of the Company, it may, by resolution of its directors or other governing body or by power of attorney, authorise such person or persons as it thinks fit to act as its representative(s) or proxy(ies)~~representatives~~ at any general meeting of the Company or at any meeting of any class of members of the Company 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. A person so authorized shall be entitled to exercise the same powers on behalf of the recognised clearing house (or its nominee) which he represents as that clearing house (or its nominee) could exercise in respect of such number and class of shares so specified as if it were an individual ~~shareholder~~member of the Company.
93. 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 by the Board shall hold office only until ~~the next following general meeting of the Company (in the case of filling a casual vacancy) or until the first next following annual general meeting of the Company after his appointment (in the case of an addition to the existing Board)~~, and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire by rotation at an annual general meeting.

94. (c) An alternate Director shall (except when absent from Hong Kong, for which purpose he shall be deemed absent from Hong Kong on any day if he has given to the Secretary notice of his intention to be absent from Hong Kong for any period including such day and has not revoked such notice) be entitled to receive notices of meeting of the Board and shall be entitled to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a Director, and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he (instead of his appointor) were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative. If his appointor is for the time being absent from Hong Kong or otherwise not available or unable to act, his signature (which may be handwritten or made by means of electronic communication as provided in Article 133) to any resolution in writing of the Board shall be as effective as the signature of his appointor. To such extent as the Board may from time to time determine in relation to any committees of the Board, the foregoing provisions of this paragraph shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member. An alternate Director shall not, save as aforesaid, have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.
100. (a) A Director shall vacate his office:—
- (i) If he becomes bankrupt or has a receiving order made against him or suspends payment, or compounds with his creditors generally.
  - (ii) If he becomes of unsound mind.
  - (iii) If he absents himself from the meetings of the Board during a continuous period of six months without special leave of absence from the Board, and his alternate Director (if any) shall not during such period have attended in his stead, and the Board passes a resolution that he has by reason of such absence vacated his office.
  - (iv) If he becomes prohibited from being a Director by reason of any order made under any provision of the Companies Ordinance or any ordinance or any rule of law.
  - (v) If by notice in writing delivered to the Company at its registered office he resigns his office.

- (vi) If he shall be removed from office by notice in writing served upon him signed by all his co-Directors.
  - (vii) If, having been appointed to an office under Article 115 hereof, he is dismissed or removed therefrom by the Board under Article 116.
  - (viii) If he shall be removed from office under Article 108.
- 101.
- (e) Subject to the Listing Rules, where arrangements are under consideration concerning the appointment (including the arrangement or variation of the terms thereof, or the termination thereof) of two or more Directors to offices or places of profit with the Company or any other company in which the Company is interested, a separate resolution may be put in relation to each Director and in such case each of the Directors concerned shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment (or the arrangement or variation of the terms thereof, or the termination thereof) ~~and except (in the case of an office or place of profit with any such other company as aforesaid) where the Director and any of his close associates (and if required by the Listing Rules, his other associates) are in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his close associates (and other associates, as the case may be) is derived) or of the voting rights.~~
  - (g) A Director or any of his connected entities or associates who is in any way, whether directly or indirectly, interested in a transaction, contract or arrangement (or a proposed transaction, contract or arrangement) with the Company that is significant in relation to the Company's business shall declare the nature and extent of his interest (or the connected entity's or associate's interest, as the case may be) at the meeting of the Board at which the question of entering into the transaction, contract or arrangement is first taken into consideration or in any other case by notice in writing and sent to other Directors, or by general notice sent to the Board or the Company, in each case in accordance with the Companies Ordinance. Subject to the Companies Ordinance, a general notice by a Director, for this purpose is a notice to the effect that:–
    - (i) the Director (or his connected entity or associate has an interest as a member, officer, employee or otherwise in a body corporate or firm specified in the notice (including any connected entity or associate of the Director that is a body corporate or firm) and the Director is to be regarded as interested in any transaction, contract or arrangement which may after the effective date of the notice be entered into with that specified body corporate or firm; or

- (ii) the Director (or his connected entity or associate) is connected with a person specified in the notice (other than a body corporate or firm) (including any connected entity or associate of the Director who is not a body corporate or firm) and the Director is to be regarded as interest in any transaction, contract or arrangement which may after the effective date of the notice be entered into with that specified person,

which shall be deemed to be a sufficient declaration of interest in relation to any such transaction, contract or arrangement; provided that;-

- (aa) such notice must state the nature and extent of the interest of the Director (or his connected entity or associate) in the specified body corporate or firm; or the nature of the Director's (or his connected entity's or associate's) connection with the specified person; and
  - (bb) such notice must be given at a meeting of the Board (or the Director takes reasonable steps to ensure that it is brought up and read at the next Board meeting after it is given) in which case it shall take effect on the date of the meeting of the Board or the next Board meeting (as the case may be); or in writing and sent to the Company in which case it shall take effect on the twenty-first day after the day on which it is sent, and the Company must send such general notice to the other Directors within 15 days after the day it receives that notice.
- (h) Subject to the Listing Rules and save as otherwise provided by these Articles, a Director shall not vote (nor be counted in the quorum) on any resolution of the Board in respect of any ~~transaction, contract or arrangement~~ or other proposal in which he is or any of his close associate(s) (and if required by the Listing Rules, his ~~other~~ associate(s)) is materially interested, but this prohibition shall not apply to any of the following matters namely:-
- (i) ~~any transaction, contract or arrangement for the giving by the Company of any security or indemnity to the such~~ Director or his close associate(s) (and if required by the Listing rules, his ~~other~~ associate(s)) ~~any security or indemnity~~ in respect of money lent by ~~him or any of them~~ or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company and any of its subsidiaries;

- (ii) ~~any transaction, contract or arrangement for the giving by the Company of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) (and if required by the Listing Rules, his other associate(s)) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;~~
- (iii) ~~any proposal transaction, contract or arrangement concerning an offer of the shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his close associate(s) (and if required by the Listing Rules, his other associate(s)) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;~~
- (iv) ~~any transaction, contract or arrangement in which the Director or any of his close associate(s) (and if required by the Listing Rules, his other associate(s)) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his or their interest in shares or debentures or other securities of the Company;~~
- (v) ~~any proposal concerning any other company in which the Director or his close associate(s) (or if required by the Listing Rules, his other associate(s)) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his close associate(s) (or if required by the Listing Rules, his other associate(s)) is/are beneficially interested in shares of that company, provided that the Director and any of his close associates (and other associates, as the case may be) are not in aggregate beneficially interested in five per cent. or more of the issued shares of any class of such company (or of any third company through which his interest or that of his close associates (and other associates, as the case may be) is derived) or of the voting rights;~~

- (vi) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including (a) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to the Directors (or theirhis close associate(s)) (and if required by the Listing Rules, theirotherhis associate(s)) and employee(s) of the Company or of any of its subsidiaries and does not provide in respect of any Director or his close associate(s) (and if required by the Listing Rules, his other associate(s), as the case may be) as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; or (b) (vii) any proposal or arrangement concerning the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme of the Company or of any of its subsidiaries under which the Director or his close associate(s) (and if required by the Listing Rules, his other associate(s)) may benefit.
- (i) ~~A company shall be deemed to be a company in which a Director and his close associates (and if required by the Listing Rules, his other associates) in aggregate own 5 per cent. or more if and so long as (but only if and so long as) he and his close associates (and other associates, as the case may be) in aggregate are (either directly or indirectly) the holders of or beneficially interested in 5 per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company. For the purpose of this paragraph there shall be disregarded any shares held by the Director and his close associate(s) (and other associates, as the case may be) as bare or custodian trustee and in which they have no beneficial interest, any shares comprised in a trust in which the interest of the Director and his close associates' interest (and other associates' interest as the case may be) is in reversion or remainder if and so long as some other person is entitled to receive the income, and any shares comprised in an authorised unit trust scheme in which the Director and or any of his close associates (and other associates, as the case may be) are interested only as a unit holder.~~
- (j) ~~Where a company in which a Director and his close associates (and if required by the Listing Rules, his other associates) in aggregate own 5 per cent. or more (within the meaning as described in Articles 101(i)) is materially interested in a transaction, then that Director shall also be deemed materially interested in such transaction.~~

- (ik) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman of meeting) or his close associate(s) and if required by the Listing Rules, his other-associate(s) or as to the entitlement of any Director (other than such Chairman) or any of his close associate(s) and if required by the Listing Rules, his other associate(s) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director or any of his close associate(s) (and other-associate(s), as the case may be) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such Chairman shall not be counted in the quorum but shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman and of his close associate(s) (and other-associate(s), as the case may be) as known to such Chairman has not been fairly disclosed to the Board.
- (†) ~~In so far as it is required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, a Director shall not vote (nor be counted in the quorum) on any resolution of the shareholders in respect of any contract or arrangement in which he or any his close associate(s) is to his knowledge materially interested provided that this prohibition (a) shall not apply to any of the matters specified as (i) to (vii) inclusive in Article 101(h) above; and (b) is also subject to any waiver which may be granted by The Stock Exchange of Hong Kong Limited.~~

123. The Board may from time to time elect or otherwise appoint a Director to be Chairman or Vice Chairman of the Board and determine the period for which each of them is to hold office. The Chairman of the Board or, in his absence, the Vice Chairman of the Board shall preside at meetings of the Board, but if no such Chairman or Vice Chairman be elected or appointed, or if at any meeting the Chairman or Vice Chairman of the Board is not present within five minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be the Chairman of such meeting.

124. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall be a quorum. For the purpose of this Article an alternate Director shall be counted in a quorum but notwithstanding that an alternate Director is an alternate for more than one Director he shall for quorum purposes count as only one Director. Any Director may participate in a meeting of the Board or of any such committee of the Board by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other and speaking to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote.
133. A resolution in writing signed by all the Directors in Hong Kong except such as are absent from Hong Kong or temporarily unable to act through ill-health or disability, and all the alternate Directors in Hong Kong whose appointors are absent from Hong Kong or are temporarily unable to act as aforesaid shall (so long as they constitute a quorum as provided in Article 124) be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. A document in any form signed by all such Directors or alternate Directors, including the form of a circular or a memorandum, whereby a decision is purported to have been made by the Directors may be regarded as a resolution of the Directors for the purpose of this Article. Any such resolution in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his signature to such resolution in writing for the purpose of this Article.
134. (b) Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the Chairman ~~of the meeting~~ at which the proceedings were held or by the Chairman of the next succeeding meeting.

166. (b) ~~Every balance sheet of the Company shall be signed pursuant to the provisions of the Ordinance, and a printed copy of every balance sheet (including every document required by law to be annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a printed copy of the Directors' report and a printed copy of the Auditors' report, shall not less than twenty-one days before the date of the meeting, be sent to every member of, and every holder of debenture of, the Company and every person registered under Article 50 and every other person entitled to receive notices of general meetings of the Company provided that this Article shall not require a printed copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures. Subject to paragraph (c) below, the Company shall (subject to compliance with the relevant provisions of the Companies Ordinance and the Listing Rules) send to every entitled person a copy of the reporting documents or the summary financial report not less than twenty-one days before the date of general meeting before which the reporting documents shall be laid.~~
- (c) Where any entitled person ("Consenting Person") has, in accordance with the Companies Ordinance and the Listing Rules and any applicable laws, rules and regulations, agreed (or is regarded as having agreed, if applicable) that documents generally, or the reporting documents and/or the summary financial report (as the case may be), may be sent by the Company to the Consenting Person (i) by making it available on the Company's website, then the availability on the Company's website of the reporting documents and/or the summary financial report (as the case may be) not less than twenty-one days before the date of the relevant general meeting; or (ii) in electronic form (other than by making it available on the Company's website), then sending the reporting documents and/or the summary financial report (as the case may be) not less than twenty-one days before the date of the relevant general meeting to the Consenting Person in electronic form, shall, in either case in relation to such Consenting Person, (subject to compliance with the relevant provisions of the Companies Ordinance and the Listing Rules) be deemed to discharge the Company's obligations under paragraph (b).
167. The Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Ordinance. The Auditors may be removed in accordance with the provisions of the Companies Ordinance.
168. Subject as otherwise provided by the Ordinance, the remuneration of the Auditors shall be fixed by the Company in general meeting provided always that in respect of any particular year the Company in general meeting may delegate the fixing of such remunerations to the Board.:-

170. (a) Any notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules and any amendments thereto for the time being in force) may be served or delivered by the Company or the Board on or to any member in the following manner to be given or issued under these Articles shall be in writing, to the extent permitted by and subject to due compliance with the Companies Ordinance, the Listing Rules and any applicable laws, rules and regulations:
- (1) by serving it personally on the relevant person by hand;
  - (2) by sending it through the post in a prepaid envelope addressed to the relevant person at his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose;
  - (3) by delivering or leaving it by hand at such address as aforesaid;
  - (4) by placing an advertisement in both an English language newspaper in English and a Chinese language newspaper in Chinese or other publications and where applicable, in accordance with the requirements of The Stock Exchange of Hong Kong Limited;
  - (5) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may, where required by the Company, provide to the Company for this purpose, subject to the Company complying with the Companies Ordinance, the Listing Rules, and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;
  - (6) by publishing it on the Company’s website to which the relevant person may have access, subject to the Company complying with the Companies Ordinance, the Listing Rules and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company’s website (a “notice of availability”); or
  - (7) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations.
- (b) The notice of availability may be given by any of the means set out above other than by posting it on a website.

~~, and may be served by the Company on any member either personally or by sending it through the post in a prepaid letter, envelope or wrapper addressed to such member at his registered address as appearing in the register or by delivering or leaving it at such registered address as aforesaid or (in the case of a notice) by advertisement in both an English language newspaper in English and a Chinese language newspaper in Chinese.~~

- 170A. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.
- 170B. Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice, document and publication in respect of such share, which, prior to his name and address (including electronic address) being entered in the register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.
- 170C. Subject to any applicable laws, rules and regulations and these Articles, any notice, document or publication, including but not limited to the documents referred to in Article 166 and any “corporate communication” within the meaning ascribed thereto in the Listing Rules, may be given in the English language only, in the Chinese language only or in both the English language and the Chinese language.
171. A member shall be entitled to have notices served on him at any address within Hong Kong or by any electronic means in compliance with these Articles, the Listing Rules and any applicable law, rules or regulations. Any member whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who does not notify the Company of an address in Hong Kong may notify the Company of an address outside Hong Kong and the Company may serve notices on him at such overseas address. In the absence of notification by a member of an address in Hong Kong or overseas for the purpose of service of notice, such member shall be deemed to have received any notice which shall have been displayed at the registered office of the Company and shall have remained there for the space of twenty-four 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.

172. Subject to the Companies Ordinance and the Listing Rules, any notice or document:

Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly prepaid (and in the case of an address outside Hong Kong where airmail service can be extended thereto airmail postage prepaid), addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice was so addressed and put into such post office shall be conclusive evidence thereof.

- (a) if sent by post by the Company shall be deemed to have been served on the second business day after that on which the envelope or wrapper containing the same is posted in Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and posted and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so pre-paid, addressed and posted shall be conclusive evidence thereof;
- (b) if made available by the Company by way of publication on the Company's website shall be deemed to have been duly served at the later of: (i) the time when the notice, document or publication is first made available on the Company's website; and (ii) the time when the notice of availability of such notice or document or publication is sent in accordance with the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations;
- (c) if delivered personally or left at any such address referred to in Article 170(a)(2) by the Company shall be deemed to have been served at the time when the notice or document is delivered or left;
- (d) if published as an advertisement in both an English language newspaper in English and a Chinese language newspaper in Chinese or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement is first published; and
- (e) if sent or transmitted by electronic means (other than making it available on the Company's website), shall be deemed to be served at the time when the notice or document is sent or transmitted from the server of the Company or its agent; and in proving such transmission or sending of notice or document thereof, a certificate in writing signed by the Secretary or other person appointed by the Board as to the act and time of such transmission or sending of notice or document thereof, shall be conclusive evidence thereof.

173. Subject to the Companies Ordinance and the Listing Rules, a~~A~~ notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or by any such means and in such form (including without limitation electronic form and by way of publication on the Company's website) and language(s) as may from time to time be permitted under the Listing Rules and applicable laws, rules and regulations, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.
175. Subject to the Companies Ordinance and the Listing Rules, a~~Any~~ notice or document delivered or sent by post or left at the registered address of any member, or made available by such means or in such form (including without limitation electronic form and by way of publication on the Company's website) and language(s) as may from time to time be permitted under the Listing Rules and applicable laws, rules and regulations in pursuance of these presents, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his decease 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 presents 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.
176. No signature shall be required on any notice to be given by the Company; if any signature is given, it ~~The signature to any notice to be given by the Company~~ may be written or printed or made in electronic form.
- 178A. If the Company shall be wound up, subject to the provisions of the Companies Ordinance, not less than seventy-five per cent. of the total voting rights of the members in a general meeting shall be required to approve a voluntary winding up of the Company.

**Amendment to Articles of Association**

182. Subject to the provisions of the Companies Ordinance, not less than seventy-five per cent. of the total voting rights of the members in a general meeting shall be required to approve changes to these Articles.

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## NOTICE OF ANNUAL GENERAL MEETING

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### SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED

### 銀建國際控股集團有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 171)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of Silver Grant International Holdings Group Limited (the “**Company**”) will be held at Room 1, 26/F, Guangzhou Jiayu Center, 769 Huacheng Avenue, Tianhe District, Guangzhou, Guangdong Province, the People’s Republic of China on Wednesday, 22 June 2022 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements, the directors’ report and the independent auditor’s report of the Company for the year ended 31 December 2021.
2. (a) To re-elect the following retiring directors of the Company (the “**Directors**”, each a “**Director**”), each as a separate resolution:
  - (1) To re-elect Mr. Luo Zhihai as an executive Director;
  - (2) To re-elect Mr. Liang Qing as an independent non-executive Director;  
and
  - (3) To re-elect Mr. Zhang Lu as an independent non-executive Director.
- (b) To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
3. To re-appoint Ernst & Young as the auditor of the Company to hold office from the conclusion of the Meeting until the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions:

### ORDINARY RESOLUTIONS

4. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and is recognised by the Securities and Futures Commission (the “**SFC**”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company which may be bought back by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of the shares of the Company in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares of the Company into larger or smaller number of shares after the passing of this resolution) and the said approval shall be limited accordingly;
- (c) the number of shares of the Company which may be bought back on the Stock Exchange or any other stock exchange recognised for this purpose by the SFC pursuant to the approval in paragraph (a) shall not exceed 10% of the number of the shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly;
- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of the shares of the Company subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of the shares of the Company subject to the limit set out in paragraph (c) above as a percentage of the total number of the shares of the Company in issue as at the date immediately before and after such consolidation or subdivision shall be the same; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (e) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

5. “**THAT:**

- (a) subject to paragraph (c) of this resolution and pursuant to Sections 140 and 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares of the Company and to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible or exchangeable into shares of the Company) which would or might require shares of the Company to be allotted be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible or exchangeable into shares of the Company) which would or might require shares of the Company to be allotted after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible or exchangeable into shares of the Company; or (iii) the exercise of options under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of shares or rights to acquire shares of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed the aggregate of (aa)

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## NOTICE OF ANNUAL GENERAL MEETING

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20% of the total number of the shares of the Company in issue at the date of the passing of this resolution; and (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of the shares of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of the shares of the Company in issue as at the date of the passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of the shares of the Company subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of the shares of the Company subject to the limit set out in paragraph (c) above as a percentage of the total number of the shares of the Company in issue as at the date immediately before and after such consolidation or subdivision shall be the same; and
- (e) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate such other securities) (subject to such exclusions 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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. “**THAT** subject to the passing of resolution nos. 4 and 5 set out in the notice convening the Meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional shares of the Company pursuant to resolution no. 5 set out in the notice convening the Meeting be and is hereby extended by the addition thereto of the total number of the shares of the Company bought back by the Company under the authority granted pursuant to resolution no. 4 set out in the notice convening the Meeting, provided that such extended number shall not exceed 10% of the total number of the shares of the Company in issue at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the shares of the Company into larger or smaller number of shares after the passing of this resolution).”
7. To consider if and, if thought fit, pass the following resolution as a special resolution:

### SPECIAL RESOLUTION

“**THAT** the amended and restated articles of association of the Company in the form of the document marked “A” produced to the Meeting and, for the purpose of identification, signed by the chairman of the Meeting, which restates the articles of association of the Company to reflect all of the proposed amendments referred to in Appendix III to the circular of the Company dated 20 May 2022, be and is hereby approved and adopted as the amended and restated articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company with immediate effect after the close of the Meeting, and that the Directors be and are hereby authorised to do all things necessary to implement the adoption of the amended and restated articles of association of the Company.”

By Order of the Board  
**Silver Grant International Holdings Group Limited**  
**Ng Hoi Leung, Leo**  
*Company Secretary*

Hong Kong, 20 May 2022

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend, speak and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company's share registrar and transfer office, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event not later than 48 hours before the time appointed for holding the Meeting (i.e. not later than 11:00 a.m. on Monday, 20 June 2022) or any adjournment thereof.
3. To ascertain the entitlement of the shareholders of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 17 June 2022 to Wednesday, 22 June 2022, both days inclusive, during which period no transfer of the shares of the Company will be registered. In order to be eligible to attend and vote at the Meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrars and transfer office, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 16 June 2022.
4. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), all votes of the shareholders of the Company at the Meeting except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
5. With regard to items 2 to 7 set out in this notice, a circular giving details of the re-election of Directors, the grant of the general mandates to buy back shares of the Company and issue shares of the Company and the amendments to the articles of association of the Company will be despatched to the shareholders of the Company on 20 May 2022. The biographical details of the retiring Directors who are proposed to be re-elected at the Meeting are set out in Appendix I to such circular.
6. As at the date of this notice, the Board comprises eight Directors, of which Mr. Chu Hing Tsung, Mr. Luo Zhihai, Mr. Tang Lunfei and Mr. Wang Ping were executive Directors; Mr. Chen Zhiwei was non-executive Director; and Mr. Liang Qing, Mr. Zhang Lu and Mr. Hung Muk Ming were independent non-executive Directors.
7. Precautionary measures will be taken to prevent and control the spread of the novel coronavirus pneumonia (COVID-19) at the Meeting, including the following:
  - (i) mandatory body temperature screening at the entrance of the venue for each attendee. Any person with a body temperature over 37.5°C shall not be permitted to enter the venue;
  - (ii) use of a surgical face mask for each attendee;
  - (iii) no distribution of corporate souvenirs/gifts or refreshments; and
  - (iv) appropriate distancing and spacing between seats.

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## NOTICE OF ANNUAL GENERAL MEETING

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Any attendee who does not comply with the precautionary measures or is subject to quarantine, with any flu-like symptoms, who has had close contact with any person under quarantine, or has travelled overseas within 14 days immediately before the Meeting shall not be permitted to enter the venue. All shareholders of the Company are strongly encouraged to appoint the chairman of the Meeting as their meeting proxy to vote on the relevant resolutions(s) at the Meeting as an alternative to attending the Meeting in person and contacting the Investor Relations Department of the Company for questions to management.

8. References to time and dates in this notice are to Hong Kong time and dates.