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

If you have sold or transferred all your shares in **China Conch Venture Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**CONCH VENTURE**  
**China Conch Venture Holdings Limited**  
**中國海螺創業控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 586)**

**PROPOSED RE-ELECTION OF DIRECTORS,  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES,  
DECLARATION OF FINAL DIVIDEND,  
PROPOSED AMENDMENTS TO THE EXISTING  
ARTICLES OF ASSOCIATION AND  
ADOPTION OF THE SECOND AMENDED AND  
RESTATED ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the 2026 annual general meeting (the “AGM”) of China Conch Venture Holdings Limited (the “Company”) to be held at Meeting Room 582, Conch International Conference Centre, No. 1011 Jiuhua South Road, Yijiang District, Wuhu City, Anhui Province, the People’s Republic of China on Thursday, 25 June 2026 at 10:00 a.m. (Hong Kong Time) is set out on pages 42 to 46 of this circular.

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy for use at the AGM in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong (the “**Hong Kong Branch Share Registrar**”), Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for the AGM or the adjourned meeting thereof. Accordingly, this form of proxy must be delivered to the Company’s Hong Kong Branch Share Registrar no later than 10:00 a.m. on Tuesday, 23 June 2026 (Hong Kong Time). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM if they so wish, and in such event, the form of proxy previously submitted shall be deemed to be revoked.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.conchventure.com>).

21 April 2026

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## DEFINITIONS

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

“2025 AGM”	the 2025 annual general meeting of the Company held on 25 June 2025
“AGM”	the 2026 annual general meeting of the Company to be held at Meeting Room 582, Conch International Conference Centre, No. 1011 Jiuhua South Road, Yijiang District, Wuhu City, Anhui Province, the People’s Republic of China on Thursday, 25 June 2026 at 10:00 a.m. (Hong Kong Time) to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 42 to 46 of this circular, or any adjournment thereof
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Close Associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	China Conch Venture Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 00586)
“Conch Cement”	Anhui Conch Cement Company Limited (安徽海螺水泥股份有限公司), a joint stock limited company established in the PRC whose shares are listed on the Main Board of the Stock Exchange (stock code: 00914) and the Shanghai Stock Exchange (stock code: 600585)
“Conch Environment”	China Conch Environment Protection Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 00587)
“Conch Group”	Conch Holdings and its affiliates (primarily Conch Cement and Conch New Materials)
“Conch Holdings”	Anhui Conch Holdings Co., Ltd.* (安徽海螺集團有限責任公司)

## DEFINITIONS

“Conch New Materials”	Anhui Conch Energy-saving New Materials Co., Ltd.* (海螺(安徽)節能環保新材料股份有限公司), a joint stock limited company established in the PRC whose shares are listed on the Shenzhen Stock Exchange (stock code: 00619)
“Core Connected Person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Articles of Association”	the articles of association of the Company currently in force
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of Treasury Shares out of treasury that are held as Treasury Shares) of not exceeding 20% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of AGM
“Latest Practicable Date”	17 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“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)

## DEFINITIONS

“Proposed Amendments”	the proposed amendments to the Existing Articles of Association in order to, among other things, (i) bring the Existing Articles of Association in line with the latest regulatory requirements in relation to hybrid meetings, electronic voting, electronic payment of corporate action proceeds and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules; (ii) allow the Company to hold repurchased Shares as Treasury Shares; and (iii) make other miscellaneous and housekeeping amendments to update and/or clarify certain provisions of the Existing Articles of Association, including consequential amendments in line with the above amendments to the Existing Articles of Association, and to better align the wordings with that of the relevant Listing Rules and the applicable laws of the Cayman Islands, details of which are set out in Appendix III to this circular
“Remuneration and Nomination Committee”	the remuneration and nomination committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to purchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of AGM
“Second Amended and Restated Articles of Association”	the second amended and restated articles of association of the Company incorporating and consolidating all the Proposed Amendments to be adopted by Shareholders at the AGM
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, share(s) forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

## DEFINITIONS

“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules (as amended from time to time)
“%”	per cent.

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**中國海螺創業控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
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*Executive Directors:*

Mr. GUO Jingbin (*Chairman*)  
Mr. JI Qinying  
*(Vice-Chairman and Chief Executive Officer)*  
Mr. WANG Xuesen  
Mr. HE Guangyuan  
Mr. WAN Changbao

*Non-executive Director:*

Mr. LYU Wenbin

*Independent Non-executive Directors:*

Mr. CHAN Chi On (alias Derek CHAN)  
Mr. CHAN Kai Wing  
Ms. CHENG Yanlei

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office in the PRC:*

1011 Jiuhua South Road  
Wuhu City  
Anhui Province  
China

*Principal place of business  
in Hong Kong:*

Suite 4018, 40/F, Jardine House  
1 Connaught Place  
Central  
Hong Kong

21 April 2026

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS,  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES,  
DECLARATION OF FINAL DIVIDEND,  
PROPOSED AMENDMENTS TO THE EXISTING  
ARTICLES OF ASSOCIATION AND  
ADOPTION OF THE SECOND AMENDED AND  
RESTATED ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the AGM to be held on 25 June 2026.

## LETTER FROM THE BOARD

### 2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Articles 105(A) and 105(B) of the Existing Articles of Association, Mr. HE Guangyuan, Mr. CHAN Kai Wing and Ms. CHENG Yanlei shall retire from office at the AGM. All of the above retiring Directors, being eligible, will offer themselves for re-election at the AGM.

Mr. CHAN Kai Wing and Ms. CHENG Yanlei have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules

Details of all Directors proposed for re-election at the AGM are set out in Appendix I to this circular. Separate resolutions will be proposed for the re-election of Directors above.

#### **Nomination Procedures and Process**

The re-election of Mr. HE Guangyuan as an executive Director and Mr. CHAN Kai Wing and Ms. CHENG Yanlei as independent non-executive Directors have been reviewed by the Remuneration and Nomination Committee. The Remuneration and Nomination Committee is of the view that the aforementioned Directors have extensive experience in different fields and professions that are relevant to the business of the Company. In addition, their respective background, experience and knowledge allow them to provide valuable and relevant insights and contribute to the diversity of the Board.

Mr. CHAN Kai Wing, an independent non-executive Director, has been appointed and served on the Board for more than nine years since 3 December 2013. The Remuneration and Nomination Committee has also reviewed the qualifications, skills and experience, time commitment and contribution of Mr. CHAN Kai Wing with reference to the nomination principles and criteria set out in the Company's board diversity policy and Director nomination policy and the Company's corporate strategy and assessed the independence of Mr. CHAN Kai Wing and Ms. CHENG Yanlei based on their respective confirmation of independence pursuant to the independence guidelines as set out in Rule 3.13 of the Listing Rules. In addition, Mr. CHAN Kai Wing is not involved in the daily management of the Company nor in any relationships which would interfere with the exercise of his independent judgement. Taking into consideration of the diversity perspectives (including but not limited to gender, age, cultural and educational background, professional experience, length of service, skills and knowledge) and the current public directorships held by Mr. CHAN Kai Wing, the Remuneration and Nomination Committee is satisfied that (i) Mr. CHAN Kai Wing remains independent notwithstanding that he has served as an independent non-executive Director for more than nine years; (ii) Ms. CHENG Yanlei is independent; and (iii) Mr. CHAN Kai Wing and Ms. CHENG Yanlei are of such character, integrity and experience commensurate with the office of independent non-executive Director. The Remuneration and Nomination Committee believes that they will be able to devote sufficient time to the Board and is able to provide independent, balanced and objective views to the Company's affairs.

Accordingly, the Remuneration and Nomination Committee has proposed to the Board for re-election of Mr. HE Guangyuan as an executive Director and Mr. CHAN Kai Wing and Ms. CHENG Yanlei as independent non-executive Directors. The Board concurs with the view of

## LETTER FROM THE BOARD

the Remuneration and Nomination Committee and has endorsed the recommendations of the Remuneration and Nomination Committee and recommended re-election of the abovementioned Directors at the AGM.

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES**

At the 2025 AGM, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the AGM (i.e. a total of 179,204,105 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the AGM).

The Repurchase Mandate shall continue to be in force during the period from the date of passing such resolution until whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Existing Articles of Association or any applicable laws to be held; and (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

The Directors will evaluate the trading price of the Shares from time to time and may exercise the Repurchase Mandate when they consider that the Shares are trading at a level which does not reflect the underlying value of the Company.

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

### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

At the 2025 AGM, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of Treasury Shares out of treasury that are held as Treasury Shares) of not exceeding 20% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the AGM (i.e. a total of 358,408,211 Shares on the basis that the issued share capital remains unchanged on the date of the AGM).

The Issuance Mandate shall continue to be in force during the period from the date of passing such resolution until whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual

## **LETTER FROM THE BOARD**

general meeting of the Company is required by the Existing Articles of Association or any applicable laws to be held; and (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the AGM.

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

### **5. DECLARATION OF FINAL DIVIDEND**

On 25 March 2026, the Company made an announcement in relation to its audited consolidated results and financial positions for the year ended 31 December 2025 whereby the Board has recommended the payment of a final cash dividend of HK\$0.30 per Share for the year ended 31 December 2025. Subject to the passing of the resolution approving the payment of such final dividend at the AGM, the abovementioned final dividend is expected to be paid on 24 July 2026.

For determining the entitlement to the final dividend, the register of members of the Company will be closed from Monday, 6 July 2026 to Friday, 10 July 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to the final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 3 July 2026 (Hong Kong Time). Shareholders whose names appear on the register of members of the Company on Friday, 10 July 2026 shall be entitled to the final dividend. The record date for determining eligibility for the final dividend is Friday, 10 July 2026.

### **6. PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION AND ADOPTION OF THE SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

Reference is made to the announcement of the Company dated 17 April 2026 in relation to the Proposed Amendments to the Existing Articles of Association and adoption of the Second Amended and Restated Articles of Association.

The Board proposes to amend the Existing Articles of Association by adopting the Second Amended and Restated Articles of Association in substitution for, and to the exclusion of, the Existing Articles of Association in order to, among other things, (i) bring the Existing Articles of Association in line with the latest regulatory requirements in relation to hybrid meetings, electronic voting, electronic payment of corporate action proceeds and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules; (ii) allow the Company to hold repurchased Shares as Treasury Shares; and (iii) make other miscellaneous and housekeeping amendments to update and/or clarify certain provisions of the Existing Articles of Association, including consequential

## **LETTER FROM THE BOARD**

amendments in line with the above amendments to the Existing Articles of Association, and to better align the wordings with that of the relevant Listing Rules and the applicable laws of the Cayman Islands (i.e. the Proposed Amendments).

Details of the Proposed Amendments brought about by the adoption of the Second Amended and Restated Articles of Association (marked-up against the Existing Articles of Association) are set out in Appendix III to this circular. The Second Amended and Restated Articles of Association are available only in English and the Chinese translation of the Second Amended and Restated Articles of Association is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

The legal advisers to the Company as to the laws of Hong Kong have confirmed that the Proposed Amendments conform with the applicable requirements under the Listing Rules and the legal advisers to the Company as to the laws of the Cayman Islands have confirmed the Proposed Amendments do not contravene or violate Cayman Islands laws. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

The Proposed Amendments and the proposed adoption of the Second Amended and Restated Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the AGM and will take effect upon the approval by the Shareholders at the AGM.

### **7. AGM AND PROXY ARRANGEMENT**

The notice of the AGM is set out on pages 42 to 46 of this circular.

Pursuant to the Listing Rules and the Existing Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 18 June 2026 to Thursday, 25 June 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 17 June 2026 (Hong Kong Time). Shareholders whose names appear on the register of members of the Company on Thursday, 25 June 2026 shall be entitled to attend and vote at the AGM. The record date for determining entitlement to attend and vote at the AGM is Thursday, 25 June 2026.

## LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.conchventure.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM or the adjourned meeting thereof. Accordingly, this form of proxy must be delivered to the Company's Hong Kong Branch Share Registrar no later than 10:00 a.m. on Tuesday, 23 June 2026 (Hong Kong Time). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

### 8. RECOMMENDATION

The Directors consider that the proposed re-election of Directors, granting of the Repurchase Mandate, the Issuance Mandate and the extension of the Issuance Mandate to the Directors, the declaration of final dividend and the Proposed Amendments to the Existing Articles of Association and adoption of the Second Amended and Restated Articles of Association are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of AGM on pages 42 to 46 of this circular.

Yours faithfully,  
For and on behalf of the Board  
**China Conch Venture Holdings Limited**  
**GUO Jingbin**  
*Chairman of the Board*

The following are details of the Directors standing for re-election at the AGM.

**MR. HE GUANGYUAN**

**Mr. HE Guangyuan** (何廣元), aged 52, was appointed as an executive Director with the effect from 2 April 2024. He is currently the deputy general manager of the Company, primarily responsible for the production and operation and daily management of the lithium battery resource recycling industry, the port logistics and new energy anode materials business of the Company. He has over 30 years' experience in the building materials industry. Mr. He joined the predecessor of Conch Group in September 1993. Since February 2011, Mr. He has served as various managerial positions in Conch Cement and its subsidiaries, including the general manager and party secretary of several subsidiaries. He served as the head of the management committee in the Hunan Region of Conch Cement from May 2017 to October 2021. He has also served as the executive president/president of Conch Cement in various regions, including the Central Region, Hunan Region, Greater Bay Area and the Guangdong Region, from October 2021 to June 2024.

Mr. He graduated from the Renmin University of China, the PRC in business administration in July 2010. He was awarded the "Outstanding Entrepreneur of the National Building Materials Industry" (全國建材行業優秀企業家) in 2018.

Mr. He entered into a service contract as an executive Director with the Company for a term of three years commenced from 2 April 2024, which is determinable by either party by giving not less than three months' written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Existing Articles of Association. Pursuant to the service contract, Mr. He will be entitled to an annual basic salary (exclusive of discretionary bonus) of approximately RMB0.5 million, provided that the aggregate amount of the bonuses payable to all the executive Directors for any financial year of the Company may not exceed 10% of the audited combined net profit of the Group (after taxation, minority interests and payment of such bonuses but before extraordinary items) in respect of that financial year of the Company (which is covered by the service contract). The emoluments of Mr. He are determined by the Board with the recommendation of the Remuneration and Nomination Committee by reference to the prevailing directors' fees of comparable companies, such Director's duties and responsibilities and the time commitment by him as a Director.

As at the Latest Practicable Date, Mr. He did not have any interest in the Shares within the meaning of Part XV of the SFO.

**Mr. CHAN KAI WING**

**Mr. CHAN Kai Wing** (陳繼榮), aged 65, was appointed as an independent non-executive Director with effect from 3 December 2013. He is currently the chairman of the Remuneration and Nomination Committee and a member of the Audit Committee.

Mr. Chan is currently the managing director of Mandarin Capital Enterprise Limited, a company Mr. Chan founded in 2004, and is specialised in providing financial advisory services to companies in the area of accounting services, merger and acquisition, corporate restructuring, and other corporate finance matters. Mr. Chan obtained a bachelor's degree in economics from Macquarie University in Sydney, Australia in April 1986 and is a fellow member of CPA Australia. From 1988 to 1991, Mr. Chan worked in the audit department of Ernst & Young in Hong Kong. Mr. Chan is currently an independent non-executive director of Nanfang Communication Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 01617). Mr. Chan had served as an independent non-executive director of China Assurance Finance Group Limited (“**China Assurance**”) (a company formerly listed on the Growth Enterprise Market of the Stock Exchange, former stock code: 08090) from 1 December 2011 to 12 March 2021, the date on which it was delisted. Since then, Mr. Chan has been redesignated as a director of China Assurance. He was an independent non-executive director of Hanfort Development Holdings Limited (formerly known as Sino Golf Holdings Limited) (a company listed on the Main Board of the Stock Exchange, stock code: 00361) from 24 August 2015 to 9 November 2018 and an independent non-executive director of China Carbon Neutral Development Group Limited (formerly known as Bisu Technology Group International Limited), a company listed on the Main Board of the Stock Exchange, stock code: 01372) from 20 July 2015 to 28 February 2019. He has served as an independent non-executive director of ICO Group Limited (揚科集團有限公司), a company listed on the Main Board of the Stock Exchange, stock code: 01460) since 31 August 2022, and an independent non-executive director of Sino Gas Holdings Group Limited, a company listed on the Main Board of the Stock Exchange, stock code: 01759) since 18 December 2025.

Mr. Chan has entered into a letter of appointment with the Company for a term of three years commenced from 29 November 2025, which is determinable by either party by giving not less than three months' written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Existing Articles of Association. Pursuant to the letter of appointment, Mr. Chan shall be entitled to a director's fee of HK\$180,000 per annum as determined by the Board with the recommendation of the Remuneration and Nomination Committee by reference to comparable companies, his time commitment and responsibilities and the performance of the Group.

As at the Latest Practicable Date, Mr. Chan did not have any interest in the Shares within the meaning of Part XV of the SFO.

**MS. CHENG YANLEI**

**Ms. CHENG Yanlei (程雁雷)**, aged 63, was elected as an independent non-executive Director on 25 June 2024. She also serves as a member of each of the Audit Committee and the Remuneration and Nomination Committee. She has extensive experience in the teaching and research work of the legal profession. Ms. Cheng graduated from the Law Department of Anhui University, the PRC in 1985, promoted to a professor in 2000, became a doctoral candidate at the Law School of Wuhan University, the PRC in September 2013, and obtained a doctorate degree in law from Wuhan University, the PRC in June 2020.

Ms. Cheng has successively served as the deputy director of the academic affairs office and deputy director of the human resources office of Anhui University, the PRC, director of the Institute of Higher Education of Anhui Province and Anhui University, and dean of the Law School of Anhui University, the PRC. She served as a member of the standing committee of the party committee and vice president of Anhui University, the PRC from May 2016 to March 2023. She is currently a professor and doctoral supervisor at the Law School of Anhui University, the PRC, and also the vice president of the Anhui Law Society, director of the Anhui Rule of Law and Social Security Research Centre and a member of the Steering Committee for Professional Teaching of Law in Colleges and Universities under the Ministry of Education.

Ms. Cheng was an independent director of HaungShan Novel Co., Ltd.\* (黃山永新股份有限公司), a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 002014) from September 2010 to January 2016; an independent director of Offcn Education Technology Co., Ltd.\* (中公教育科技股份有限公司 (previously known as Wuhu Yaxia Automotive Corporation\* (蕪湖亞夏汽車股份有限公司) and Yaxia Automobile Corporation\* (亞夏汽車股份有限公司)), a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 002607)) from December 2012 to May 2015; and has been an independent director of Anhui Yingjia Distillery Co., Ltd.\* (安徽迎駕貢酒股份有限公司), a company whose shares are listed on the Shanghai Stock Exchange (stock code: 603198) since September 2023.

Ms. Cheng has entered into a letter of appointment with the Company for a term of three years commenced from 25 June 2024, which is determinable by either party by giving not less than three months' written notice, and she is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Existing Articles of Association. Pursuant to the letter of appointment, Ms. Cheng is entitled to a director's fee of HK\$180,000 per annum as determined by the Board with the recommendation of the Remuneration and Nomination Committee by reference to comparable companies, her time commitment and responsibilities and the performance of the Group.

As at the Latest Practicable Date, Ms. Cheng did not have any interest in the Shares within the meaning of Part XV of the SFO.

**GENERAL MATTERS RELATING TO THE RE-ELECTION**

As at the Latest Practicable Date, each of the above Directors did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, as at the Latest Practicable Date, none of the above Directors held any position with the Company or any other members of the Group, nor had any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, or other major appointments and professional qualifications.

In addition, as at the Latest Practicable Date, none of the above Directors had any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed herein, there is no other matter in relation to the re-election of the above Directors that needs to be brought to the attention of the Shareholders and there is no information relating to them which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

*\* English translation or transliteration of Chinese name for identification purpose only*

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

### **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such stock exchange is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,792,041,059 Shares and no Treasury Shares were held by the Company.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the AGM, i.e. being 1,792,041,059 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 179,204,105 Shares, representing 10% of the total number of Shares (excluding Treasury Shares, if any) in issue as at the date of the AGM.

The Repurchase Mandate shall continue to be in force during the period from the date of passing such resolution until whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Existing Articles of Association or any applicable laws to be held; and (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

### **3. REASONS FOR SHARE REPURCHASES**

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

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

#### **4. FUNDING OF SHARE REPURCHASES**

Repurchases made by the Company pursuant to the Repurchase Mandate may only be funded out of funds legally available for the purpose in accordance with the Existing Articles of Association, the applicable laws of the Cayman Islands and the Listing Rules. The Directors may not purchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

#### **5. IMPACT OF SHARE REPURCHASES**

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 annual report of the Company for the year ended 31 December 2025) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company and/or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

#### **6. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest <i>HK\$</i></b>	<b>Lowest <i>HK\$</i></b>
<b>2025</b>		
April	8.23	6.96
May	8.80	7.52
June	9.72	8.16
July	10.60	8.72
August	10.98	9.33
September	11.38	10.17
October	11.20	9.52
November	11.05	9.41
December	10.66	9.29
<b>2026</b>		
January	10.95	9.36
February	14.20	10.23
March	13.32	10.41
April (up to and including the Latest Practicable Date)	12.55	11.55

## 7. GENERAL

The Company may, subject to the market conditions and the capital management needs of the Group at the relevant time of the repurchase(s), cancel the repurchased Shares or hold the repurchased Shares as Treasury Shares.

In respect of the Treasury Shares deposited in the CCASS for resale on the Stock Exchange, the Company shall:

- (i) procure its brokers not to give any instructions to the HKSCC to vote at the Company's general meeting;
- (ii) in the case of dividends or distributions, withdraw the Treasury Shares from the CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividend or distribution; and
- (iii) take any other appropriate measures to ensure that it shall not exercise any Shareholders' rights or receive any entitlements, which would otherwise be suspended under the relevant laws if those Shares were registered in the issuer's own name as Treasury Shares.

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

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

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

## 8. TAKEOVERS CODE

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

As at the Latest Practicable Date, to the best knowledge and belief of the Company, the Company had no controlling Shareholders (as defined in the Listing Rules). The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code as a result of an exercise of the proposed Repurchase Mandate.

#### **9. REPURCHASE OF SHARES MADE BY THE COMPANY**

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

The following are the Proposed Amendments to the Existing Articles of Association. Unless otherwise specified, clause, article and paragraph numbers referred to herein are clause, article and paragraph numbers of the Second Amended and Restated Articles of Association. If the serial numbering of the clauses of the Existing Articles of Association is changed due to the addition, deletion or re-arrangement of certain clauses made in these amendments, the serial numbering of the clauses of the Existing Articles of Association as so amended shall be changed accordingly, including cross references, and as such the serial numbering shown below is for illustrative purposes only and will be updated accordingly in the print version of the Second Amended and Restated Articles of Association to be produced to the AGM for identification purposes.

*Note: The Second Amended and Restated Articles of Association are prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.*

**Article Provisions in the Second Amended and Restated Articles of Association**  
**No. (showing changes to the Existing Articles of Association and parts without changes in the following provisions are shown in "...")**

#### PRELIMINARY

1. (A) ...

Headings and marginal notes to, and the index of, these Articles do not form 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:

“address” shall mean for the purposes of these Articles, “address” includes an electronic address unless the Act or the Listing Rules require a postal address;

“announcement” shall mean an official publication of a Notice or document of the Company, including a publication, subject to and to such extent permitted by the Listing Rules, by electronic communication or by advertisement published in the newspapers or in such manner or means ascribed and permitted by the Listing Rules and applicable laws;

...

“the Companies Act” or “the Act” shall mean The Companies Act (As Revised) of the Cayman Islands;

...

“Company’s website” shall mean the website of the Company to which any shareholder may have access, the address or domain name of which has been notified to the shareholders ~~at the time the Company seeks the relevant shareholder’s consent for the purposes of Article 177(B) or, as subsequently amended by notice given to the shareholders in accordance with Article 177;~~

“competent regulatory authority” shall mean a competent regulatory authority in the territory where the shares of the Company are listed or quoted on a stock exchange in such territory;

...

“Designated Stock Exchange” shall mean a stock exchange in respect of which the shares of the Company are listed or quoted and where such stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company;

...

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

“electronic meeting” shall mean a general meeting held and conducted wholly and exclusively by virtual attendance and participation by shareholders and/or proxies by means of electronic facilities;

...

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

...

“Meeting Location” has the meaning given to it in Article 71A;

...

~~“Notice” shall mean written notice unless otherwise specifically stated and as further defined in these Articles~~written notice unless otherwise specifically stated and as further defined in these Articles and, where the context so requires, shall include any other document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws and regulations, including the Listing Rules and/or the rules and regulations of the competent regulatory authority. For the avoidance of doubt, Notice may be provided in physical or electronic form;

...

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

~~“Principal Meeting Place” shall have the meaning given to it in Article 65;~~

...

~~“treasury shares” shall mean shares repurchased and held by the Company in treasury as authorized by the Act which, for the purpose of these Articles, include shares repurchased by the Company and held or deposited in Central Clearing and Settlement System for sale on the HK Stock Exchange;~~

~~“writing” or “printing” shall include writing, printing, lithography, photography, typewriting and every other mode of representing words or figures in a legible and non-transitory form, and including where the representation takes the form of electronic display, provided that the same is available for download onto a user’s computer or for printing through conventional small office equipment or is placed on the Company’s website and, in each case, the shareholder concerned (where the relevant provision of these Articles require the delivery or service of any document or notice on him in his capacity as shareholder) has elected for the receipt of the relevant download or notice through electronic means and both the mode of service of the relevant document or notice and the shareholder’s election comply with all applicable laws and regulations and the requirements of the stock exchange of the Relevant Territory.~~

(B) ...

(C) ...

(D) ...

(E) ...

- (F) ...
- (G) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, including electronic writing or display (such as digital documents or electronic communications), provided that both the mode of service of the relevant document or Notice and the shareholder's election comply with all applicable Statutes, rules and regulations;
- (H) 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;
- (I) Section 8 and Section 19 of the Electronic Transactions Act (As Revised) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;
- (J) references to the right of a shareholder to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made to all persons present at the meeting, either orally or in writing using electronic facilities;
- (K) a reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Articles and any shareholder or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly, and (b) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Article 71E;

- (L) references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes 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;
- (M) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise);
- (N) where a shareholder is a corporation, any reference in these Articles to a shareholder shall, where the context requires, refer to a duly authorised representative of such shareholder;
- (O) unless the context otherwise requires, any reference to "print", "printed", or "printed copy" and "printing" shall be deemed to include electronic versions or electronic copies;
- (P) any reference to the term "place" within these Articles shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a "place" for the delivery, receipt, or payment of monies, whether by the Company or by shareholder, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a "place" in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a "place" shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term "place" is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision; and
- (Q) all voting rights referred to in these Articles shall exclude the voting rights attached to treasury shares.

...

**PURCHASE OF OWN SECURITIES**

15. Subject to the Statutes, the power of the Company to purchase or otherwise acquire its shares (including its redeemable shares) and warrants or other securities for the subscription or purchase of its own shares (including redeemable shares) shall be exercisable by the Directors upon such terms and subject to such conditions as they think fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Act. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Act. Subject to the Act, the Listing Rules and/or the rules and regulations of any competent regulatory authority, the Company is further authorised to hold any repurchased, redeemed or surrendered shares as treasury shares without the need for a separate resolution of the Board for each instance.

...

**GENERAL MEETINGS**

62. At all times during the Relevant Period (but not otherwise) the Company must for each financial year hold a general meeting as its annual general meeting and shall specify the meeting as such in the notice calling it; and such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any). The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Directors and at such time and ~~place~~ form as the Directors shall appoint. A meeting of the shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.
63. ~~All general meetings other than annual general meetings shall be called extraordinary general meetings. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Article 71A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion.~~

64. The Directors may, whenever they think fit, convene an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company (excluding treasury shares) having the right of voting at general meetings (on a one vote per share basis). Such requisition shall be made in writing to the Directors or the Secretary for the purpose of requiring an Extraordinary General Meeting to be called by the Directors for the transaction of any business or resolution specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Directors fail to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the requisitionist(s) by the Company.
65. An annual general meeting must be called by Notice of not less than twenty-one (21) clear days. All extraordinary general meetings must be called by Notice of not less than fourteen (14) clear days. 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 particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:
- (i) in the case of a meeting called as the annual general meeting, by all the shareholders entitled to attend and vote thereat; and
  - (ii) in the case of any other meeting, by a majority in number of the shareholders having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five (95) per cent. of the total voting rights at the meeting of all the shareholders.

The Notice shall specify (a) the time and date of the meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 71A, the principal place of the meeting (the "Principal Meeting Place"), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the Notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (d) particulars of resolutions to be considered at the meeting. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all shareholders other than to such shareholders as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such Notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding up of a shareholder and to each of the Directors and the Auditors.

...

### PROCEEDINGS AT GENERAL MEETINGS

...

69. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week ~~and at such time and place as shall be decided by the Directors at the same time and (where applicable) same place(s) or to such time and (where applicable) such place(s) and in such form and manner referred to in Article 63 as the chairman of the meeting (or in default, the Board) may absolutely determine~~, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the shareholder or his representative or proxy present (if the Company has only one shareholder), or the shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
70. The Chairman (if any) of the Board or, if he is absent or declines to take the chair at such meeting, the Deputy Chairman (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Deputy or Vice Chairman, or, if at any general meeting neither of such Chairman or Deputy 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 as Chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the Chairman chosen shall retire from the chair, then the shareholders present shall choose one of their number to be Chairman of the meeting. If the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with the aforesaid paragraph) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.

71. ~~The Chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for fourteen (14) days or more, at least seven (7) 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 notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. Subject to Article 71C, the chairman of the meeting may (without the consent of the meeting) or shall at the direction of the meeting, adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting), but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the details set out in Article 65 but it shall not be necessary to specify in such Notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give Notice of an adjournment.~~
71. (A) (1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations ("Meeting Location(s)") determined by the Board at its absolute discretion. Any shareholder or any proxy attending and participating in such way or any shareholder or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.
- (2) All general meetings are subject to the following and, where appropriate, all references to a "shareholder" or "shareholders" in this sub-paragraph (2) shall include a proxy or proxies respectively:
- (a) where a shareholder is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;

- (b) shareholders present in person or by proxy at a Meeting Location and/or shareholders attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that shareholders at all Meeting Locations and shareholders participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;
- (c) where shareholders attend a meeting by being present at one of the Meeting Locations and/or where shareholders participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more shareholders or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and
- (d) if any of the Meeting Locations is 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; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.
- (B) The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a shareholder who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any shareholder so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

(C) If it appears to the chairman of the general meeting that:

- (a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 71A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or
- (b) in the case of an electronic meeting or 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 the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

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

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

- (E) If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the Notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the shareholders. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:
- (a) when a meeting is so postponed, the Company shall endeavour to post a Notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a Notice shall not affect the automatic postponement of a meeting);
- (b) when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board shall notify the shareholders of details of such change in such manner as the Board may determine;
- (c) when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 71, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the shareholders of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and
- (d) 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 shareholders.
- (F) All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 71C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.

(G) Without prejudice to other provisions in Article 71, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

72. (A) At any general meeting a resolution put to the vote of the meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every shareholder present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its shareholders; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all shareholders a reasonable opportunity to express their views. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.

(B) ...

...

### VOTES OF SHAREHOLDERS

...

84. ~~The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be in such form, including electronic or otherwise, as the Board may determine and in the absence of such determination, shall be in writing, which may include electronic writing, and signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or signed by an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.~~

- 84A. The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.
85. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) or if the Company has provided an electronic address in accordance with Article 84A, shall be received at the electronic address specified, not less than forty-eight hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting in a case where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

86. Every instrument of proxy, whether for a specified meeting or otherwise, shall be in such form as the Directors may from time to time approve, provided that any form issued to a shareholder for use by him for appointing a proxy to attend and vote at an extraordinary general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the shareholder, according to his intentions, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business. Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two way form) and the Board may, if it thinks fit, send out with the Notice of any meeting forms of instrument of proxy for use at the meeting. The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Articles has not been received in accordance with the requirements of these Articles. Subject to aforesaid, if the proxy appointment and any of the information required under these Articles is not received in the manner set out in these Articles, the appointee shall not be entitled to vote in respect of the shares in question.
87. The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit; 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.
- ...
96. A Director or an alternate Director shall not be required to hold any qualification shares but shall nevertheless be entitled to attend and speak at all general meetings of the Company and all meetings of any class of shareholders of the Company. Directors may participate in any meeting of the shareholders or any class thereof by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate simultaneously and instantaneously and, such participation shall constitute presence at a meeting as if those participating were present in person.

### PROCEEDINGS OF THE DIRECTORS

- ...
139. (A) A resolution in writing signed by all the Directors (or their alternate Directors) shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolutions in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. 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/her signature to such resolution in writing for the purpose of this Article.

(B) ...

(C) ...

...

#### GENERAL MANAGEMENT AND USE OF THE SEAL

144. (A) ...

(B) Every instrument to which a Seal shall be affixed shall be signed autographically by one Director and the Secretary, or by two Directors, or by some such other person(s) (including a Director) appointed by the Directors for the purpose, provided that as regards any certificates for shares or debentures or other securities of the Company the Directors may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature other than autographic as specified in such resolution.

...

#### DIVIDENDS AND RESERVES

...

164. Unless otherwise directed by the Directors, any dividend or other moneys payable or bonuses, rights or other distributions in respect of any share may be paid or satisfied by cheque or warrant or certificate or other documents or evidence of title sent through the post to the registered address of the shareholder entitled, or, in the case of joint holders, to the registered address of that one whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque, warrant, certificate or other document or evidence of title so sent shall be made payable to the order of the person to whom it is sent or, in the case of certificates or other documents or evidence of title as aforesaid, in favour of the shareholder(s) entitled thereto, and the payment on any such cheque or warrant by the banker upon whom it is drawn shall operate as a good discharge to the Company in respect of the dividend and/or other moneys represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Every such cheque, warrant, certificate or other document or evidence of title as aforesaid shall be sent at the risk of the person entitled to the dividend, money, bonus, rights and other distributions represented thereby. For the avoidance of doubt, any dividend, interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine.

...

## ACCOUNTS

172. (A) ...

(B) ...

(C) Subject to due compliance with the Statutes and the rules of the stock exchange in the Relevant Territory, ~~and to obtaining all necessary consents, if any, required thereunder and such consents being in full force and effect,~~ the requirements of Article 172(B) shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes and instead of such copies, a summary financial statement derived from the Company's annual financial statements and the directors' report thereon, which shall be in the form and containing the information required by applicable laws and regulation, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summary financial statement, a complete printed copy of the Company's annual financial statement and the directors' report thereon.

(D) The requirement to send to a person referred to in Article 172(B) the documents referred to in that article or a summary financial report in accordance with Article 172(C) shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 172(B) and, if applicable, a summary financial report complying with Article 172(C), on the Company's website or in any other permitted manner (including by sending any form of electronic communication), subject to compliance with the Listing Rules, the Statutes and any other applicable laws, rules and regulations from time to time in force.

...

## NOTICES

177. (A~~1~~) ~~Subject to Article 177(B), any notice or document to be given or issued under these Articles shall be in writing, and may be served by the Company on any shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such shareholder at his registered address as appearing in the register or by delivering or leaving it at such registered address as aforesaid or by advertisement in the Newspapers or displaying the relevant notice conspicuously at the Registered Office and the Head Office. 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. Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, Statutes and any other applicable laws, rules and regulations from time to time in force, any such Notice and document may be given or issued by the following means:~~

- ~~(a) by serving it personally on the relevant person;~~
  - ~~(b) by sending it through the post in a prepaid envelope addressed to such shareholder at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;~~
  - ~~(c) by delivering or leaving it at such address as aforesaid;~~
  - ~~(d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;~~
  - ~~(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 177(3) without the need for any additional consent or notification;~~
  - ~~(f) by publishing it on the Company’s website or the website of the Designated Stock Exchange without the need for any additional consent or notification; or~~
  - ~~(g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.~~
- (2) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

- (3) Every shareholder or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which Notices can be served upon him.
- (4) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 172(B), 172(C) and 177 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such shareholder.
- ~~(B) Subject to due compliance with the rules of the stock exchange in the Relevant Territory, and to obtaining all necessary consents, if any, required and such consents being in full force and effect, any notice or document (including any document or notice issued or to be issued by the Company for the information and/or action of holders of any of its securities and whether or not given or issued under these Articles) may also be served by the Company on any shareholder or holder of other securities of the Company by electronic means:~~
- ~~(i) at his electronic address or website as appearing in the Register (if any); or~~
- ~~(ii) at any other electronic address or website supplied by him to the Company for the purpose of such transmission; or~~
- ~~(iii) by placing it on the Company's website provided that where the relevant documents are the Company's directors' report, annual financial statements, auditors' report, interim report (and, where applicable, summary interim report) and, where Article 172(C) applies, a summary financial statement, any service of such documents by placing on the Company's website shall also be accompanied by a notice of the publication ("notice of publication") of such documents on the Company's website given to the shareholder concerned in the manner referred to in Article 177(A) or in any other manner agreed between the shareholder concerned and the Company;~~

~~provided that (aa) in the case of joint holders of share, any consent required from the shareholder concerned for the purposes of this Article 177(B) shall be given by that one of the joint holders who is entitled to receive notice pursuant to Article 177(A); and (bb) the Company may, for the purposes of this Article 177(B), propose to its shareholders any one or more or all of the above means of electronic communication.~~

178. (A) ...

(B) ...

(C) If on three consecutive occasions notices or other documents have been sent through the post to any shareholder (or, in the case of joint holders of shares, the first holder named on the register) at his registered address or by electronic means to his electronic address or website (in the event that the shareholder concerned has elected for service of any notice or document at this electronic address or website pursuant to Article 177(B)) but have been returned undelivered, such shareholder (and, in the case of joint holders of a share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Directors may elect otherwise pursuant to paragraph (B) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address or electronic address (in the event that the shareholder concerned has elected for service of any notice or document at his electronic address or website pursuant to Article 177(B)) for the service of notices on him.

(D) ...

(E) ...

179. (A) Any notice or document 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 the Relevant Territory and in proving such service it shall be sufficient to prove that the envelope or wrapper containing notice or document was properly prepaid (and in the case of an address outside the Relevant Territory where airmail service is available, 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 Directors that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof. if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof.

- (B) ~~A notice served by advertisement in the Newspapers shall be deemed to have been served on the day on which the notice is first published.~~Any Notice or other document if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, documents or publication placed on either the Company's website or the website of the Designated Stock Exchange, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules.
- (C) ~~Any notice or document sent by electronic transmission shall be deemed to have been served on the day on which the notice is sent.~~Any Notice or other document if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof.
- (D) ~~Any notice or document placed on the Company's website is deemed given by the Company to a shareholder on the day the notice or document is placed on the Company's website except where the document is the Company's directors' report, annual financial statements or auditors' report and, where applicable, summary financial statement, then such document shall be deemed to be served on the day following that on which a notice of publication is deemed served on the shareholder.~~Any Notice or other document if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.
- (E) ~~A notice~~Notice or other document if served by display of the same at the Registered Office and Head Office shall be deemed to have been served 24 hours after the ~~notice~~Notice or document was first so displayed.
- (F) ~~Any notice~~Notice or other document if served pursuant to Article 178(B) shall be deemed duly served 24 hours after the relevant ~~notice~~Notice or document was first displayed.

180. A notice or document may be given by the Company to the person entitled to a share in consequence of the death, mental disorder, bankruptcy or liquidation of a shareholder by sending it via electronic means or through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidation of the shareholder, or by any like description, at the address (including electronic address), if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, mental disorder, bankruptcy or winding up had not occurred.

...

182. Any notice or document delivered or sent ~~by post or electronic means to, or left at the registered address of any shareholder in pursuance of these presents~~ in any manner permitted by these Articles, shall notwithstanding that such shareholder be then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these 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.

183. The signature to any notice or document to be given by the Company may be written or printed or in electronic form.

...

**PAYMENT OF CORPORATE ACTION PROCEEDS AND  
ELECTRONIC INSTRUCTIONS**

195. To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall:

- (a) accept instructions from shareholders and its securities holders (including but not limited to dividend election instructions, payment choice instructions, responses to “corporate communication” and “actionable corporate communications” within the meaning ascribed thereto under the Listing Rules, and instructions regarding any meeting of the securities holders such as meeting attendance indications, proxy appointments, revocations, voting directions, and responses to corporate communications) transmitted by electronic means, in such manner and subject to reasonable authentication measures as the Board may from time to time determine;
- (b) pay any corporate action proceeds (including proceeds paid by the Company to shareholders and its securities holders in connection with its corporate actions, such as the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers, and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations) by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate; and
- (c) accept payment from shareholders and its securities holders by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate, if the Company makes an offer to shareholders and its securities holders to subscribe for any new securities.

**ELECTRONIC PROCESSES**

196. The Company is authorised to take all reasonably practicable steps to support electronic communication with securities holders, including but not limited to electronic voting, proxy instructions, and distribution of corporate action proceeds to the extent permitted by the laws of the Cayman Islands.

**NOTICE OF ANNUAL GENERAL MEETING**

**CONCH VENTURE**  
**China Conch Venture Holdings Limited**  
**中國海螺創業控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 586)**

**NOTICE OF 2026 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2026 annual general meeting (the “**AGM**”) of China Conch Venture Holdings Limited (the “**Company**”) will be held at Meeting Room 582, Conch International Conference Centre, No. 1011 Jiu Hua South Road, Yijiang District, Wuhu City, Anhui Province, the People’s Republic of China on Thursday, 25 June 2026 at 10:00 a.m. (Hong Kong time) for the following purposes:

**ORDINARY RESOLUTIONS**

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2025.
2. To declare a final dividend of HK\$0.30 per share for the year ended 31 December 2025.
3. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
  - (a) To re-elect Mr. HE Guangyuan as an executive Director.
  - (b) To re-elect Mr. CHAN Kai Wing as an independent non-executive Director.
  - (c) To re-elect Ms. CHENG Yanlei as an independent non-executive Director.
  - (d) To authorise the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration.
4. To re-appoint KPMG as auditors of the Company and to authorise the Board to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to the requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and paragraph (b) below, a general and unconditional mandate be and is hereby granted to the directors of the Company during the Relevant

## NOTICE OF ANNUAL GENERAL MEETING

Period (as hereinafter defined) to purchase its own shares on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and which is recognised by The Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the SFC and the Stock Exchange or of any other stock exchange as amended from time to time;

- (b) the total number of shares of the Company to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares (“**Treasury Shares**”), which has the meaning ascribed to it under the Listing Rules, if any) as at the date of passing of this resolution and the approval pursuant to paragraph (a) shall be limited accordingly; and
  - (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
    - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to the requirements of the Listing Rules and paragraph (b) below, a general and unconditional mandate be and is hereby granted to the directors of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with the additional shares of the Company (including any sale or transfer of Treasury Shares out of treasury that are held as Treasury Shares) and to make and grant offers, agreements and options which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter;
- (b) the aggregate number of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued pursuant to the approval in paragraph (a) above during the Relevant Period, otherwise than pursuant to the following,

## NOTICE OF ANNUAL GENERAL MEETING

shall not exceed 20% of the total number of issued shares of the Company (excluding Treasury Shares, if any) as at the date of passing of this resolution and the said approval shall be limited accordingly:

- (i) a rights issue where shares are offered for a period fixed by the Directors to shareholders on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in Hong Kong, or in any territory applicable to the Company);
  - (ii) the exercise of options or awards under any share scheme adopted by the Company from time to time;
  - (iii) the exercise of rights of conversion under the terms of any securities which are convertible into shares of the Company or exercise of warrants to subscribe for shares of the Company;
  - (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or in part of any dividend in accordance with the articles of association of the Company; or
  - (v) any specific authority granted or to be granted by the shareholders of the Company in general meeting; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions numbered 5 and 6 as set out in the notice convening the AGM, the general mandate granted to the directors of the Company pursuant to resolution numbered 6 to allot, issue and deal with the additional shares of the Company (including any sale or transfer of Treasury Shares out of treasury that are held as Treasury Shares) be and is hereby extended by the

## NOTICE OF ANNUAL GENERAL MEETING

addition thereto the number of shares of the Company to be repurchased by the Company under the authority granted pursuant to resolution numbered 5, provided that such number in aggregate shall not exceed 10% of the total number of issued shares of the Company (excluding Treasury Shares, if any) as at the date of passing of this resolution.”

### SPECIAL RESOLUTION

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

“**THAT:**

- (a) the proposed amendments (the “**Proposed Amendments**”) to the existing articles of association of the Company (the “**Existing Articles of Association**”), details of which are set out in Appendix III to the circular of the Company dated 21 April 2026, be and are hereby approved;
- (b) the second amended and restated articles of association of the Company (the “**Second Amended and Restated Articles of Association**”), which contains all the Proposed Amendments and a copy of which has been produced to the AGM and marked “A” and initialed by the chairman of the AGM for identification purpose, be and is hereby approved and adopted in substitution for, and to the exclusion of, the Existing Articles of Association with immediate effect after the close of the AGM; and
- (c) any director and officer of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Amended and Restated Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By Order of the Board  
**China Conch Venture Holdings Limited**  
**GUO Jingbin**  
*Chairman*

Anhui Province, China, 21 April 2026

*Notes:*

1. All resolutions at the AGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

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2. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy/more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In the case of joint holders of shares, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if it/he/she were solely entitled thereto, but if more than one of such joint holders are present at the AGM, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such shares shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the AGM or the adjourned meeting thereof. Accordingly, this form of proxy must be delivered to the Company's Hong Kong Branch Share Registrar no later than 10:00 a.m. on Tuesday, 23 June 2026 (Hong Kong Time). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 18 June 2026 to Thursday, 25 June 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 17 June 2026 (Hong Kong Time). Shareholders whose names appear on the register of members of the Company on Thursday, 25 June 2026 shall be entitled to attend and vote at the AGM. The record date for determining entitlement to attend and vote at the AGM is Thursday, 25 June 2026.
6. For determining the entitlement to the final dividend (subject to approval by the shareholders at the AGM), the register of members of the Company will be closed from Monday, 6 July 2026 to Friday, 10 July 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 3 July 2026 (Hong Kong Time). Shareholders whose names appear on the register of members of the Company on Friday, 10 July 2026 shall be entitled to the final dividend. The record date for determining eligibility for the final dividend is Friday, 10 July 2026.
7. Further details concerning items 3, 5, 6, 7 and 8 set out in the above notice are set out in relevant sections of the circular dated 21 April 2026.
8. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, the Board comprises Mr. GUO Jingbin (Chairman), Mr. JI Qinying (Vice-Chairman and Chief Executive Officer), Mr. WANG Xuesen, Mr. HE Guangyuan and Mr. WAN Changbao as executive Directors; and Mr. LYU Wenbin as a non-executive Director; and Mr. CHAN Chi On (alias Derek CHAN), Mr. CHAN Kai Wing and Ms. CHENG Yanlei as independent non-executive Directors.*