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# THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in CEFC Hong Kong Financial Investment Company Limited (the “Company”), you should at once hand this circular together with the accompanying form of proxy, to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agents through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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## CEFC Hong Kong Financial Investment Company Limited

### 香港華信金融投資有限公司

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1520)**

**(1) PROPOSED CHANGE OF COMPANY NAME;  
(2) PROPOSED ADOPTION OF NEW MEMORANDUM AND  
ARTICLES OF ASSOCIATION;  
(3) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT  
OF THE SHARE OPTION SCHEME;  
(4) RE-ELECTION OF DIRECTORS;  
AND  
(5) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Capitalised terms used in this cover page and the first page of this circular shall have the same meanings as those defined in the section headed “DEFINITIONS” of this circular.

A letter from the Board is set out on pages 3 to 10 of this circular. A notice convening the EGM to be held physically at 2101-10B, Block A, Sunshine Kechuang Center, 1024 Nanxin Road, Nan Shan District, Shenzhen, China, 518000 and virtually via e-Meeting System on Friday, 25 March 2022 at 11:00 a.m. is set out on pages 44 to 47 of this circular.

Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time appointed for holding of the EGM or any adjournment thereof to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

#### PRECAUTIONARY MEASURES FOR THE EGM

In view of the ongoing novel coronavirus (COVID-19) outbreak, mass gatherings would potentially impose a significant risk in terms of the spread of the virus. For the safety of our Shareholders, staff and stakeholders, the Company encourages Shareholders to appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person.

Shareholders and other persons attending the EGM should note that, consistent with the government guidelines for the prevention and control of COVID-19, the Company will implement precautionary measures to reduce the risk of contracting and spreading of COVID-19 at the EGM, including, without limitation:

- (a) Compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the venue;
- (b) Every Shareholder or proxy is required to wear a surgical face mask throughout the meeting. Any person not wearing a surgical face mask will not be permitted access to the meeting venue;
- (c) No corporate gifts will be distributed;
- (d) No refreshment will be served;
- (e) Hand sanitisers are available at the entrance of the venue; and
- (f) Other safe distancing measures will be adopted as appropriate.

The Company seeks the understanding and cooperation of all Shareholders to minimise the risk of spreading COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Companies Act”	the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	CEFC Hong Kong Financial Investment Company 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: 1520)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held to consider and, if thought fit, approve the Proposed Change of Company Name, the proposed adoption of new Memorandum and Articles of Association, the Proposed Refreshment of the Scheme Mandate Limit and the re-election of Directors
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	28 February 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum and Articles of Association”	Memorandum of Association and Articles of Association, as amended from time to time
“Memorandum of Association”	memorandum of association of the Company

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## DEFINITIONS

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“Proposed Change of Company Name”	the proposed change of the English name of the Company from “CEFC Hong Kong Financial Investment Company Limited” to “Virtual Mind Holding Company Limited” and the dual foreign name in Chinese of the Company from “香港華信金融投資有限公司” to “天機控股有限公司”
“Proposed Refreshment”	the 10% limit under the Share Option Scheme proposed to be refreshed by the Shareholders at the EGM pursuant to which the Board may grant share options to eligible participants to subscribe up to 10% of the Shares in issue as at the date of the EGM
“Scheme Mandate Limit”	the maximum number of Shares that may be issued upon the exercise of all options to be granted under the Share Option Scheme
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Share Option Scheme”	the share option scheme adopted by the Company on 22 November 2013
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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## LETTER FROM THE BOARD

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### **CEFC Hong Kong Financial Investment Company Limited** **香港華信金融投資有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1520)**

*Executive Directors:*

Mr. LI Yang (*Chairman*)  
Ms. TIN Yat Yu Carol  
Mr. CHEUNG Ka Lung  
Mr. CHAN Ming Leung Terence  
Mr. GONG Xiaohan

*Registered office:*

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

*Independent non-executive Directors:*

Mr. TANG Shu Pui Simon  
Mr. HON Ming Sang  
Ms. LO Wing Sze *JP*

*Head office and principal place  
of business in Hong Kong:*

Room 706, 7/F., Capital Centre  
151 Gloucester Road  
Wanchai  
Hong Kong

3 March 2022

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED CHANGE OF COMPANY NAME;**
- (2) PROPOSED ADOPTION OF NEW MEMORANDUM AND  
ARTICLES OF ASSOCIATION;**
- (3) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT  
OF THE SHARE OPTION SCHEME;**
- (4) RE-ELECTION OF DIRECTORS; AND**
- (5) NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **1. INTRODUCTION**

References are made to (i) the announcement of the Company dated 10 January 2022 in relation to the Proposed Change of Company Name and the Proposed Refreshment of Scheme Mandate Limit; and (ii) the announcements of the Company dated 2 August 2021, 8 December 2021 and 19 January 2022 in relation to appointment of Directors.

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## LETTER FROM THE BOARD

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The purpose of this circular is to give you notice of EGM and to provide you with information on the resolutions to be proposed at the EGM regarding:–

- (a) the Proposed Change of Company Name;
- (b) the proposed adoption of new Memorandum and Articles of Association;
- (c) the Proposed Refreshment of Scheme Mandate Limit; and
- (d) re-election of Directors.

### 2. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “CEFC Hong Kong Financial Investment Company Limited” to “Virtual Mind Holding Company Limited” and to change the dual foreign name in Chinese of the Company from “香港華信金融投資有限公司” to “天機控股有限公司”.

As set out in the announcement of the Company dated 10 January 2022, the Company intends to expand the Group’s design, manufacturing and trading of apparel business with a vision to develop trendy apparel products and the Group has signed a cooperation agreement with a sizeable apparel manufacturer for the long-term collaboration on apparel product development and production which could diversify from the Group’s current focus of manufacturing private label women apparels to become an all-rounded trendy apparel manufacturer and tap into the men and young adults’ markets.

The Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

#### Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

- (i) the Shareholders approving the Proposed Change of Company Name by way of a special resolution at the EGM; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name by issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the above conditions, the Proposed Change of Company Name will take effect upon the date of the issue of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands.

The Company will then carry out the necessary filing procedures regarding the Proposed Change of Company Name with the Companies Registry of Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

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## LETTER FROM THE BOARD

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### **Effects of the Proposed Change of Company Name**

The Proposed Change of Company Name will not affect any rights of the Shareholders or the Group's daily operations or its financial position. All existing share certificates in issue bearing the present name of the Company will, after the Proposed Change of Company Name having become effective, continue to be evidence of legal title to the Shares and will continue to be valid for trading, settlement, registration and delivery for the same number of Shares in the new English and Chinese names of the Company.

Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new name of the Company. Share certificates of the Company which are issued after the Proposed Change of Company Name having become effective will be in the new English and Chinese names of the Company.

In addition, subject to the confirmation of the Stock Exchange, the stock short name for trading in the Shares will also be changed after the Proposed Change of Company Name has become effective.

Further announcement(s) will be made by the Company on the effective date of the Proposed Change of Company Name and the new stock short names of the Company for trading of the Shares on the Stock Exchange.

### **3. PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

In view of the Proposed Change of Company Name, the Company also proposes to amend its existing Memorandum and Articles of Association by way of adoption of the new Memorandum and Articles of Association (a) to reflect the change of company name by (i) replacing all references to "CEFC Hong Kong Financial Investment Company Limited" with "Virtual Mind Holding Company Limited" and (ii) replacing all references to "香港華信金融投資有限公司" with "天機控股有限公司" in the Memorandum and Articles of Association; (b) to bring the Memorandum and Articles of Association in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules; and (c) to allow the Company to hold hybrid and virtual meetings of Shareholders. Other minor amendments to the existing Memorandum and Articles of Association are also proposed to be made to introduce corresponding and house-keeping changes.

The proposed adoption of the new Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the EGM and shall take effect upon the close of the EGM.

Full particulars of the proposed amendments to the existing Memorandum and Articles of Association brought about by the adoption of the new Memorandum and Articles of Association (marked-up against the existing Memorandum and Articles of Association) are set out in Appendix I to this circular. The new Memorandum and Articles of Association is

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## LETTER FROM THE BOARD

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written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the new Memorandum and Articles of Association is purely a translation only. Should there be any discrepancy, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed that the proposed amendments to the Memorandum and Articles of Association comply with the requirements of the Listing Rules and the legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the proposed amendments to the Memorandum and Articles of Association do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the proposed amendments to the Memorandum and Articles of Association for a company listed on the Stock Exchange.

#### **4. PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME**

##### **Background**

The Company adopted the Share Option Scheme on 22 November 2013. Pursuant to Note (1) to Rule 17.03(3) of the Listing Rules, the total number of securities which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes must not in aggregate exceed 10% of the relevant class of securities of the Company in issue as at the date of approval of the scheme. The number of Shares subject to the existing Scheme Mandate Limit under the Share Option Scheme is 60,000,000 Shares, representing 10% of the issued share capital of the Company as at 22 November 2013, being the date of adoption of the Share Option Scheme.

As at Latest Practicable Date, options to subscribe an aggregate of 60,000,000 Shares have been granted under the Share Option Scheme as disclosed in the announcement of the Company dated 8 December 2021, of which no share options have been exercised. Among the 60,000,000 share options granted, 40,800,000 share options were granted to the then 7 Directors as of the date of the grant, 2,300,000 share options were granted to the employees and 16,900,000 share options were granted to a consultant, being Mr. Li Yang, who has been appointed as an executive Director on 19 January 2022.

Mr. Li Yang, did not receive any consultancy fee under the consultancy contract. Mr. Li has held various senior management positions in a number of capital investment and entity enterprises, and has extensive industry experience in fashion apparel, trendy brand promotion, information technology and other businesses. The grant of the share options to Mr. Li serves as remuneration to him for his provision of services to the Group which will help the Group to develop its apparel business. It could also encourage Mr. Li to bring in prosperous business opportunities to the Group that may improve the Group's performance and profitability which may in turn boost the share price of the Company's shares. The Group also wishes to put the interests of Mr. Li in line with the future share price performance of the Company, which would tie up the quality and successfulness of the services to be provided by Mr. Li to the Group.



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## LETTER FROM THE BOARD

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### **Future plans of the Company to grant share options following the Proposed Refreshment**

It is the current intention of the Company to grant share options to a group of long-servicing employees of the Group's factory for the apparel business in order to reward their long-term service to the Group, in particular as a token of appreciation to their continued effort during the past few years of extreme difficult times when the controlling stake was held by a liquidator and where the Group was suffered from the China-US trade war and ongoing global pandemic, etc. However, a detailed plan of the proposed grant is still under review subject to ongoing performance appraisal of the prospective grantees.

As the Group intends to expand its apparel business, the Group also wishes to provide incentives to its key employees for their continued support to the Group and perform better in future. Following the appointment of Dr. Zhou Yibing as the Group's Chief Creative Officer as disclosed in the Company's announcement dated 10 January 2022, Dr. Zhou has been actively making use of her connection to explore and bring in business opportunities to the Group. In order to reward her contribution to the Group and align her interest with the Group, it is also the intention of the Company to grant no more than 1% of the share options to Dr. Zhou.

In any event, the Company will comply with the applicable requirements under Chapter 17 of the Listing Rules in respect of any future grant of share options.

### **The Proposed Refreshment of the Scheme Mandate Limit**

The Share Option Scheme was adopted to enable the Company to grant share options to the eligible participants as incentive or reward for their contribution to the Group to subscribe for the Shares thereby linking their interest with that of the Group.

It is proposed that subject to the approval of the Shareholders at the EGM and such other requirements prescribed under the Listing Rules, the Scheme Mandate Limit will be refreshed so that the total number of Shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme and all other schemes of the Company shall not exceed 10% of the Shares in issue as at the date of approval of the Proposed Refreshment by the Shareholders at the EGM and share options previously granted under the Share Option Scheme and/or any other share option scheme(s) of the Company, including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme or such other schemes of the Company will not be counted for the purpose of the Proposed Refreshment.

As at Latest Practicable Date, the Company has 1,790,267,378 Shares in issue. Pursuant to the Listing Rules, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme or other schemes shall not in aggregate exceed 30% of the Shares in issue from time to time. Assuming that no further Shares will be issued or repurchased prior to the date of approving the Proposed Refreshment by the Shareholders, the maximum number of Shares which may fall to be issued upon exercise of all share options that may be granted by the Company under the Proposed Refreshment would be 179,026,737 Shares, representing 10% of the Shares in issue as at the date of approval of the Proposed Refreshment by the Shareholders at the EGM and is within the 30% limit in issue from time to time as required under the Share Option Scheme.

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## LETTER FROM THE BOARD

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### Conditions of the Proposed Refreshment of Scheme Mandate Limit

The Proposed Refreshment is conditional upon:

- (i) the Shareholders passing an ordinary resolution to approve the Proposed Refreshment of Scheme Mandate Limit at the EGM; and
- (ii) the Stock Exchange granting the approval for the listing of and permission to deal in the Shares that may be issued pursuant to the exercise of the share options that may be granted under the Proposed Refreshment of Scheme Mandate Limit.

Application will be made to the Stock Exchange for the listing of and permission to deal in the Shares that may be issued upon the exercise of the share options that may be granted under the Proposed Refreshment of Scheme Mandate Limit.

### Reasons for the Proposed Refreshment

Unless the Scheme Mandate Limit is refreshed, no further share options may be granted under the Share Option Scheme. The Board is of the view that the Proposed Refreshment of the Scheme Mandate Limit will allow the Company more flexibility to motivate the eligible participants, attract and retain or otherwise maintain ongoing business relationship with the eligible participants whose contributions are, will or expected to be beneficial to the Group. Therefore, the Board considers that the Proposed Refreshment of the Scheme Mandate Limit is in the interests of the Group and the Shareholders as a whole.

## 5. RE-ELECTION OF DIRECTORS

In accordance with Article 83 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board, but in any event the total number of Directors shall not at any time exceed any maximum number as the Shareholders may in general meeting determine or, in the absence of such determination, in accordance with the Articles of Association. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting after his appointment and be subject to re-election at such meeting.

As disclosed in the announcement of the Company dated 2 August 2021, Mr. Chan Ming Leung Terence (“**Mr. Chan**”) was appointed as an executive Director with effect from 2 August 2021. As disclosed in the announcement of the Company dated 8 December 2021, Mr. Gong Xiaohan (“**Mr. Gong**”) was appointed as an executive Director with effect from 8 December 2021. As disclosed in the announcement of the Company dated 19 January 2022, Mr. Li Yang (“**Mr. Li**”) was appointed as the Chairman of the Board, an executive Director, the chairman of the Nomination Committee, the chairman of the Corporate Governance Committee, a member of the Remuneration Committee and an authorised representative with effect from 19 January 2022. Accordingly, each of Mr. Chan, Mr. Gong and Mr. Li will retire at the EGM and, being eligible, will offer himself for re-election as a Director at the EGM.

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## LETTER FROM THE BOARD

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Information relating to each of Mr. Chan, Mr. Gong and Mr. Li as required to be disclosed under Rule 13.51(2) of the Listing Rules is set out in Appendix II to this circular.

### 6. EGM

The notice of EGM is set out on pages 44 to 47 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

At the EGM, resolutions will be proposed to approve, among other matters, the Proposed Change of Company Name, the proposed adoption of new Memorandum and Articles of Association, the Proposed Refreshment of Scheme Mandate Limit and the re-election of Directors by way of poll. An announcement on the poll results will be published by the Company after the EGM.

None of the Shareholders is required to abstain from voting to approve any of the resolutions to be proposed at the EGM.

A form of proxy for the EGM is despatched to the Shareholders with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and, in any event not later than 48 hours before the time appointed for holding of the EGM or any adjournment thereof to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

### 7. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 22 March 2022 to 25 March 2022 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the EGM, all duly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 21 March 2022.

### 8. RESPONSIBILITY STATEMENT

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

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## LETTER FROM THE BOARD

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### 9. RECOMMENDATION

The Directors (including independent non-executive Directors) are of the opinion that all the proposed resolutions are in the best interests of the Company and the Shareholders as a whole and so recommend you to vote in favour of all the resolutions to be proposed at the EGM.

In view of the ongoing public health risk posed by the novel coronavirus disease known as COVID-19, Shareholders may consider to exercise their voting rights by appointing the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM in person, or attend virtually via e-Meeting system. Shareholders who choose to do so should take action as soon as possible to ensure the proxy instructions reach the Company's branch share registrar and transfer office in Hong Kong not less than 48 hours before the time fixed for holding the EGM.

Your faithfully  
By order of the Board  
**CEFC Hong Kong Financial Investment Company Limited**  
**Li Yang**  
*Chairman and Executive Director*

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## SPECIAL ARRANGEMENT FOR EGM

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In light of the directions in relation to the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F, Laws of Hong Kong) issued by the government of Hong Kong on 9 February 2022 which has become effective on 10 February 2022, physical general meetings of companies in Hong Kong are prohibited. The Board hereby announces that the EGM will be held physically at 2101-10B, Block A, Sunshine Kechuang Center, 1024 Nanxin Road, Nan Shan District, Shenzhen, China, 518000 and virtually via electronic means (the “Virtual EGM”).

In view of the ongoing novel coronavirus (COVID-19) outbreak, mass gatherings would potentially impose a significant risk in terms of the spread of the virus. For the safety of our Shareholders, staff and stakeholders, the Company encourages Shareholders to appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person, or attend virtually via e-Meeting System.

All registered Shareholders, proxies or corporate representatives will be able to join the Virtual EGM via the e-Meeting System. Our e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer. All registered Shareholders, proxies or corporate representatives will be able to view the live streaming of the Virtual EGM, cast their votes on the resolution in real time and submit questions online during the Virtual EGM.

For registered Shareholders, login details and information of the Virtual EGM are included in the “Letter to Shareholders regarding the e-Meeting System” which will be despatched within three business days from the despatch of the notice of EGM. If you are a non-registered shareholder, you may instruct your banks, brokers or other custodians to appoint a proxy to attend and vote via the e-Meeting System for the EGM on your behalf if you wish.

Your proxy’s authority and instruction will be revoked if you attend and vote via the e-Meeting System.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to adopt further changes to the EGM arrangements at short notice. Shareholders are advised to check the websites of the Company ([www.cefcfi.com.hk](http://www.cefcfi.com.hk)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) for the latest announcement and information relating to the EGM.

All times and dates in this circular refer to Hong Kong local times and dates.

### PRECAUTIONARY MEASURES FOR THE EGM

In view of the ongoing novel coronavirus (COVID-19) outbreak, mass gatherings would potentially impose a significant risk in terms of the spread of the virus. For the safety of our Shareholders, staff and stakeholders, the Company encourages Shareholders to appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person.

Shareholders and other persons attending the EGM should note that, consistent with the government guidelines for the prevention and control of COVID-19, the Company will implement precautionary measures to reduce the risk of contracting and spreading of COVID-19 at the EGM, including, without limitation:

- (a) Compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the venue;
- (b) Every Shareholder or proxy is required to wear a surgical face mask throughout the meeting. Any person not wearing a surgical face mask will not be permitted access to the meeting venue;
- (c) No corporate gifts will be distributed;
- (d) No refreshment will be served;
- (e) Hand sanitisers are available at the entrance of the venue; and
- (f) Other safe distancing measures will be adopted as appropriate.

The Company seeks the understanding and cooperation of all Shareholders to minimise the risk of spreading COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

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**APPENDIX I****AMENDMENTS BROUGHT ABOUT BY THE NEW  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

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The following are the proposed amendments to the existing Memorandum and Articles of Association brought about by the adoption of the new Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the existing Memorandum and Articles of Association.

<b>Clause No.</b>	<b>Proposed amendments (showing changes to the existing Memorandum of Association)</b>
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Heading	THE COMPANIES <del>LAW</del> <u>ACT</u> (REVISED) EXEMPTED COMPANY LIMITED BY SHARES
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SECOND AMENDED AND RESTATED  
MEMORANDUM OF ASSOCIATION  
OF

Runway Global Holdings Company Limited  
時尚環球控股有限公司  
Virtual Mind Holding Company Limited  
天機控股有限公司

(Adopted by a special resolution dated 22nd day of November, 2013 with effect  
from 22 November, 2013 at an extraordinary general meeting held on 25th day  
of March, 2022)

- |    |  |
|----|--|
| 1. | The name of the Company is <del>RUNWAY GLOBAL HOLDINGS COMPANY LIMITED</del> <u>Virtual Mind Holding Company Limited</u> and its dual foreign name is 時尚環球控股有限公司 <u>天機控股有限公司</u> .   |
| 2. | The Registered Office of the Company shall be at the offices of <del>Codan</del> <u>Conyers</u> Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1- 1111, Cayman Islands.  |
| 4. | Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of the Companies <del>Law</del> <u>Act</u> (Revised). |

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# APPENDIX I                      AMENDMENTS BROUGHT ABOUT BY THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

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Clause No.	Proposed amendments (showing changes to the existing Memorandum of Association)
8.	The share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 shares of a nominal or par value of HK\$0.01 each, with the power for the Company, insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the Companies <del>Law Act</del> (Revised) and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.
9.	The Company may exercise the power contained in the Companies <del>Law Act</del> (Revised) to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction.

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
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Cover page	The Companies <del>Law Act</del> (Revised)
	<u>Exempted</u> Company Limited by Shares

## SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

Runway Global Holdings Company Limited  
 時尚環球控股有限公司  
Virtual Mind Holding Company Limited  
天機控股有限公司

(Adopted by a special resolution dated 22nd day of November, 2013 with effect from 22 November, 2013) at an extraordinary general meeting held on 25th day of March, 2022)

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**APPENDIX I****AMENDMENTS BROUGHT ABOUT BY THE NEW  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

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<b>Article No.</b>	<b>Proposed amendments (showing changes to the existing Articles of Association)</b>
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Heading

THE COMPANIES ~~LAW~~ ACT (REVISED)  
EXEMPTED COMPANY LIMITED BY SHARES  
SECOND AMENDED AND RESTATED  
ARTICLES OF ASSOCIATION  
OF

~~Runway Global Holdings Company Limited~~

~~時尚環球控股有限公司~~

Virtual Mind Holding Company Limited

天機控股有限公司

(Adopted by a special resolution dated ~~22nd day of November, 2013~~  
with effect from ~~22 November, 2013~~) at an extraordinary general meeting held on  
25th day of March, 2022)

- |        |   |
|--------|---|
| 1.     | The regulations in Table A in the Schedule to the Companies <del>Law</del> Act (Revised) do not apply to the Company.   |
| 2. (1) | In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column. |

**WORD****MEANING**

“Act”

The Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands.

“announcement”

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.

“associate”

~~has the meaning attributed to it in the rules of the Designated Stock Exchange.~~

“close associate”

in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange (“Listing Rules”) as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.



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**APPENDIX I****AMENDMENTS BROUGHT ABOUT BY THE NEW  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

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<b>Article No.</b>	<b>Proposed amendments (showing changes to the existing Articles of Association)</b>
“Company”	<del>Runway Global Holdings Company Limited</del> 時尚環球 控股有限公司 <u>Virtual Mind Holding Company Limited</u> <u>天機控股有限公司</u>
<u>“electronic communication”</u>	<u>a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other electron magnetic means in any form through any medium.</u>
<u>“electronic meeting”</u>	<u>a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members and/or proxies by means of electronic facilities.</u>
<u>“hybrid meeting”</u>	<u>a general meeting convened for the (i) physical attendance by Members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Members and/or proxies by means of electronic facilities.</u>
“Law”	<del>The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.</del>
<u>“Meeting Location”</u>	<u>has the meaning given to it in Article 64A.</u>
<u>“physical meeting”</u>	<u>a general meeting held and conducted by physical attendance and participation by Members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations.</u>
<u>“Principal Meeting Place”</u>	<u>shall have the meaning given to it in Article 59(2).</u>
“Statutes”	<del>the Law Act</del> and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles.
<del>“Subsidiary and Holding Company”</del>	<del>has the meanings attributed to them in the rules of the Designated Stock Exchange.</del>

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**APPENDIX I****AMENDMENTS BROUGHT ABOUT BY THE NEW  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

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<b>Article No.</b>	<b>Proposed amendments (showing changes to the existing Articles of Association)</b>
2.	(2)(e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing <u>or reproducing</u> words or figures in a <u>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, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or</u> <del>notice</del> Notice and the Member's election comply with all applicable Statutes, rules and regulations;
2.	(2)(h) references to a document <u>(including, but without limitation, a resolution in writing) being signed or executed</u> include references to it being <u>signed or executed under hand or under seal or by electronic signature or by</u> electronic communication or by any other method and references to a <del>notice</del> Notice or document include a <del>notice</del> 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;
2.	(2)(i) Section 8 <u>and Section 19</u> of the Electronic Transactions <del>Law Act</del> (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.
2.	(2)(j) a reference to a meeting: (a) shall mean a meeting convened and held in any <u>manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;</u>
2.	(2)(k) references to a person's participation in the business of a general meeting <u>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;</u>
2.	(2)(l) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); and

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**APPENDIX I****AMENDMENTS BROUGHT ABOUT BY THE NEW  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

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<b>Article No.</b>	<b>Proposed amendments (showing changes to the existing Articles of Association)</b>
2.	<u>(2)(m) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member.</u>
3.	(2) Subject to the <del>Law Act</del> , the Company's Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the <del>Law Act</del> . 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 <del>Law Act</del> .
4.	<p>The Company may from time to time by ordinary resolution in accordance with the <del>Law Act</del> alter the conditions of its Memorandum of Association to:</p> <p>(d) sub-divide its shares, or (d) any of them, into shares of smaller amount than is fixed by the Company's Memorandum of Association (subject, nevertheless, to the <del>Law Act</del>), and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;</p>
6.	The Company may from time to time by special resolution, subject to any confirmation or consent required by the <del>Law Act</del> , reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.
8.	(1) Subject to the 8. provisions of the <del>Law Act</del> and the Company's Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Board may determine.

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
<u>9.</u>	(2) Subject to the provisions of the <del>Law</del> Act, the rules of any Designated Stock Exchange and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.
9.	<del>Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.</del>
10.	<p>Subject to the <del>Law</del> <u>Act</u> and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:</p> <p>(a) the necessary quorum (other than at an adjourned <u>or postponed</u> meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorised representative or by proxy (whatever the number of shares held by them) shall be a quorum; and</p>

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

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
44.	The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the <del>Law Act</del> or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed for inspection at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.
48.	(4) Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the <del>Law Act</del> .
49.	Without limiting the generality of the last preceding Article, the Board may decline to recognise any instrument of transfer unless:–  (c) the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the <del>Law Act</del> or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and
51.	The registration of transfers of shares or of any class of shares may, after notice has been given <u>announcement or by electronic communication or</u> by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. <u>The period of thirty (30) days may be extended in respect of any year if approved by the Members by ordinary resolution.</u>

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**APPENDIX I****AMENDMENTS BROUGHT ABOUT BY THE NEW  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

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<b>Article No.</b>	<b>Proposed amendments (showing changes to the existing Articles of Association)</b>
55.	(2)(c) the Company, if so required by the rules governing the listing of shares on the Designated Stock Exchange, has given notice <u>of its intention to sell such shares to, and caused advertisement in newspapers both in daily newspaper and in a newspaper circulating in the area of the last known address of such Member or any person entitled to the share under Article 54 and where applicable, in each case in accordance with the requirements of, the Designated Stock Exchange to be made of its intention to sell such shares in the manner required by the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.</u>
56.	An annual general meeting of the Company shall be held in each <u>financial</u> year other than the financial year of the Company's adoption of these Articles ( <del>within a period of not more than fifteen (15) months after the holding of the last preceding and such annual general meeting or not more than eighteen</del> <u>must be held within six (18-6)</u> months after the <del>date end of adoption of these Articles, the Company's financial year</del> (unless a longer period would not infringe the <del>rules of the Designated Stock Exchange, if any</del> ) at such time and place as may be determined by the Board. <u>Listing Rules, if any).</u>
57.	Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. <del>General</del> <u>All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting)</u> may be held <u>as a physical meeting in any part of the world and at one or more locations as provided in Article 64A, as a hybrid meeting or as an electronic meeting,</u> as may be determined by the Board <u>in its absolute discretion.</u>
58.	The Board may whenever it thinks fit call extraordinary general meetings. Any one or more <u>Member(s)</u> holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business <u>or resolution</u> specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may <del>do so in the same manner</del> <u>convene a physical meeting at only one location which will be the Principal Meeting Place,</u> and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.



Article No.	Proposed amendments (showing changes to the existing Articles of Association)
59.	<p>(1) An annual general meeting <del>shall</del><u>must</u> be called by Notice of not less than twenty-one (21) clear days <del>and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days.</del> All other general meetings <del>(including an extraordinary general meetings may meeting)</del> <u>must</u> be called by <del>Notice</del><u>notice</u> of not less than fourteen (14) clear days <del>and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange Listing Rules, a general meeting may be called by shorter notice, subject to the Law Act, if it is so agreed:</del></p> <p>(b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together <del>holding representing</del> not less than ninety-five per cent. (95%) <del>in nominal value of the issued shares giving that right</del> <u>total voting rights at the meeting of all the Members.</u></p> <p>(2) The notice shall specify <u>(a) the time and place date of the meeting and, (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 64A, 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 and, in case of special business, the general nature of the business.</u> The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such <del>notices</del><u>Notices</u> from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.</p>
61.	<p>(1) All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception of:</p> <p>(d) appointment of Auditors (where special notice of the intention for such appointment is not required by the <del>Law Act</del>) and other officers;</p> <p>(2) No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person or by proxy or <del>(in the case of a Member being a corporation) by its duly authorised, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy</del> shall form a quorum for all purposes.</p>



Article No.	Proposed amendments (showing changes to the existing Articles of Association)
62.	If within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and <u>(where applicable) same place(s) or to such time and (where applicable) such place(s) as and in such form and manner referred to in Article 57 as the chairman of the meeting (or in default, the Board) may absolutely determine.</u> If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.
63.	The chairman of the Company <u>or if there is more than one chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present</u> shall preside as chairman at <del>Every</del> <u>a</u> general meeting. If at any meeting <u>no the chairman; is not</u> present within fifteen (15) minutes after the time appointed for holding the meeting, or is <del>not</del> willing to act as chairman, the deputy chairman of the Company or if there is more than one deputy chairman, <u>any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman. If no chairman or deputy chairman is present or is willing to act as chairman of the meeting,</u> the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person (or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman <u>of the meeting.</u>
<u>63A.</u>	<u>The chairman of a general meeting (be it a physical meeting, a hybrid meeting or an electronic meeting) may attend, preside as chairman at, and conduct proceedings of, such meeting by means of electronic facilities.</u>
64.	<del>The Subject to Article 64C, the</del> chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time <u>(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)</u> as the meeting shall determine, 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' <del>notice</del> <u>Notice</u> of the adjourned meeting shall be given specifying the <del>time and place of the adjourned meeting</del> <u>details set out in Article 59(2)</u> but it shall not be necessary to specify in such <del>notice</del> <u>Notice</u> 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 <del>notice</del> <u>Notice</u> of an adjournment.

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
64A.	<p><u>(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 Member or any proxy attending and participating in such way or any Member or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u></p> <p><u>(2) All general meetings are subject to the following and, where appropriate, all references to a “Member” or “Members” in this sub-paragraph (2) shall include a proxy or proxies respectively:</u></p> <p><u>(a) where a Member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;</u></p> <p><u>(b) Members present in person or by proxy at a Meeting Location and/or Members attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations and Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;</u></p> <p><u>(c) where Members attend a meeting by being present at one of the Meeting Locations and/or where Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and</u></p>

<b>Article No.</b>	<b>Proposed amendments (showing changes to the existing Articles of Association)</b>
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(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.

64B. The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

64C. 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 64A(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;

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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.

64D. 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). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

64E. If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the Notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:

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(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 Members 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 64, 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 Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) 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 Members.

64F. 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 64C, 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.

64G. Without prejudice to other provisions in Article 64, 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.

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
66.	<p>(1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that <u>in the case of a physical meeting</u>, the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly <del>authorized</del> <u>authorised</u> representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views. <u>Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.</u></p> <p>(2) <del>Where</del> <u>In the case of a physical meeting where</u> a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:</p>
70.	<p>All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the <del>Law</del> Act. In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.</p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
72.	<p>(1) A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting, <u>or postponed meeting</u> as the case may be.</p> <p>(2) Any person entitled under Article 53 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight (48) hours at least before the time of the holding of the meeting or adjourned meeting <u>or postponed meeting</u>, as the case may be, at which he proposes to vote, he shall satisfy the Board of his entitlement to such shares, or the Board shall have previously admitted his right to vote at such meeting in respect thereof.</p>
73.	<p>(2) All Members have the right to (a) speak at a general meeting; and (b) vote at a <u>general meeting except where a Member is required, by the rules of the Designated Stock Exchange, to abstain from voting to approve the matter under consideration.</u></p> <p><del>(2)</del><u>(3)</u> Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p>



Article No.	Proposed amendments (showing changes to the existing Articles of Association)
74.	<p>If:</p> <p>(a) any objection shall be raised to the qualification of any voter; or</p> <p>(b) any votes have been counted which ought not to have been counted or which might have been rejected; or</p> <p>(c) any votes are not counted which ought to have been counted;</p> <p>the objection or error shall not vitiate the decision of the meeting or adjourned meeting <u>or postponed meeting</u> on any resolution unless the same is raised or pointed out at the meeting or, as the case may be, the adjourned meeting <u>or postponed meeting</u> at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same may have affected the decision of the meeting. The decision of the chairman on such matters shall be final and conclusive.</p>
77.	<p><u>(1) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.</u></p>



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(2) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the ~~notice~~ Notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate), or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than forty- eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or postponed meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in-person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

78. Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two--way form) and the Board may, if it thinks fit, send out with the ~~notice~~ Notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment or postponement of the meeting as for the meeting to which it relates. 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.

83. (2) Subject to the Articles and the ~~Law~~ Act, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.

(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. ~~Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.~~

<b>Article No.</b>	<b>Proposed amendments (showing changes to the existing Articles of Association)</b>
83.	(6) A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (5) above may be filled by the election or appointment by ordinary resolution <u>of</u> the Members at the meeting at which such Director is removed.
90.	An alternate Director shall only be a Director for the purposes of the <del>Law</del> <u>Act</u> and shall only be subject to the provisions of the <del>Law</del> <u>Act</u> insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed in the alternative and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by Notice to the Company from time to time direct.
98.	Subject to the <del>Law</del> <u>Act</u> and to these Articles, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatsoever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Article 99 herein.

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
100.	<p>(1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his <u>close</u> associates is materially interested, but this prohibition shall not apply to any of the following matters namely:</p> <p>(i) <del>any contract or arrangement for the giving of any security or indemnity either:–</del></p> <p>(a) <del>to such the</del> Director or his <u>close</u> associate(s) <del>any security or indemnity</del> in respect of money lent <del>by him or any of his associate(s) or obligations</del> incurred or undertaken by him or any of <del>his associate(s) them</del> at the request of or for the benefit of the Company or any of its subsidiaries; <u>or</u></p> <p>(b) <del>(ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;</del></p> <p>(ii) <del>(iii) any contract or arrangement proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</del></p> <p><u>(iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:</u></p> <p>(a) <u>the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or</u></p> <p>(b) <u>the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;</u></p> <p>(iv) any contract or arrangement in which the Director or his <u>close</u> associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; <del>or.</del></p>

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	<del>(v) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors or his associate(s) and to employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.</del>
101.	<p>(3) Without prejudice to the general powers conferred by these Articles it is hereby expressly declared that the Board shall have the following powers:</p> <p>(c) to resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the <u>Law Act</u>.</p> <p>(4) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force at the date of adoption of these Articles, and except as permitted under the <u>Law Act</u>, the Company shall not directly or indirectly:</p>
107.	The Board may exercise 107. all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the <u>Law Act</u> , to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
110.	(2) The Board shall cause a proper register to be kept, in accordance with the provisions of the <u>Law Act</u> , of all charges specifically affecting the property of the Company and of any series of debentures issued by the Company and shall duly comply with the requirements of the <u>Law Act</u> in regard to the registration of charges and debentures therein specified and otherwise.
111.	The Board may meet for the despatch of business, adjourn <u>or postpone</u> and otherwise regulate its meetings as it considers appropriate. Questions arising at any meeting shall be determined by a majority of votes. In the case of any equality of votes the chairman of the meeting shall have an additional or casting vote.
112.	A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board <u>whenever he shall be required so to do by any Director</u> . Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or <u>via by electronic mail means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website</u> or by telephone or in such other manner as the Board may from time to time determine <u>whenever he shall be required so to do by any Director</u> .

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113.	(2) Directors may participate in any meeting of the Board by means of a conference telephone, <u>electronic</u> or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.
119.	A resolution in writing signed by all the Directors except such as are temporarily unable to act through ill-health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid shall (provided that such number is sufficient to constitute a quorum and further provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Articles) be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held. <u>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.</u> Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid. Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.
124.	(1) The officers of the Company shall consist of a chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the <del>Law Act</del> and these Articles.
125.	(2) The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the <del>Law Act</del> or these Articles or as may be prescribed by the Board.
127.	A provision of the <del>Law Act</del> or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
128.	The Company shall cause to be kept in one or more books at its Office a Register of Directors and Officers in which there shall be entered the full names and addresses of the Directors and Officers and such other particulars as required by the <del>Law Act</del> or as the Directors may determine. The Company shall send to the Registrar of Companies in the Cayman Islands a copy of such register, and shall from time to time notify to the said Registrar of any change that takes place in relation to such Directors and Officers as required by the <del>Law Act</del> .
133.	Subject to the <del>Law Act</del> , the Company in general meeting may from time to time declare dividends in any currency to be paid to the Members but no dividend shall be declared in excess of the amount recommended by the Board.
134.	Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the <del>Law Act</del> .
143.	(1) The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided by the provisions of these Articles, the Board may apply the share premium account in any manner permitted by the <del>Law Act</del> . The Company shall at all times comply with the provisions of the <del>Law Act</del> in relation to the share premium account.
146.	The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the <del>Law Act</del> :
147.	The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the <del>Law Act</del> or necessary to give a true and fair view of the Company's affairs and to explain its transactions.
152.	(2) The Members may, at any general meeting convened and held in accordance with these Articles, by <del>special</del> ordinary resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.

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<b>Article No.</b>	<b>Proposed amendments (showing changes to the existing Articles of Association)</b>
153.	Subject to the <del>Law</del> <u>Act</u> the accounts of the Company shall be audited at least once in every year.
155.	<del>The Directors may fill any casual vacancy in the office of auditor becomes vacant by the resignation or death of the Auditor but while any such vacancy continues the surviving or continuing Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154.</del>
158.	<p>(1) Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the <del>rules of the Designated Stock Exchange Listing Rules</del>), whether or not, to be given or issued under these Articles from the Company <del>to a Member</del> shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or <u>electronic</u> communication and any such Notice and document may be <del>served given</del> or <del>delivered issued</del> by the Company <del>on or to any Member either following means:</del></p> <p>(a) <del>by serving it personally or on the relevant person;</del></p> <p>(b) <del>by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting;</del></p> <p>(c) <del>by delivering or leaving it to any at such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by as aforesaid;</del></p> <p>(d) <del>to the extent permitted by the applicable laws; by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;</del></p>



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(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;

(f) by publishing it on the Company's website or to which the website of the Designated Stock Exchange, relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to the member a notice any such person stating that the notice or other, document or publication is available there on the Company's computer network website (a "notice of availability"); 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) The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website.

(3) 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.

(4) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.

(5) Every Member 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.



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(6) 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, 149, 150 and 158 may be given to a Member either in the English language only or in both the English language and the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.

159. Any Notice or other document:

(a) 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) 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 placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;

(c) if published on the Company's website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company's website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;

~~(c)~~ (d) 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 dispatch or transmission or publication; 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 or publication shall be conclusive evidence thereof; and

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**APPENDIX I****AMENDMENTS BROUGHT ABOUT BY THE NEW  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

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<b>Article No.</b>	<b>Proposed amendments (showing changes to the existing Articles of Association)</b>
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~~(d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.~~

(e) 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.

162.	(1) <del>The</del> <u>Subject to Article 162(2), the</u> Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.
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163.	(2) If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the <del>Law</del> <u>Act</u> , divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of properties of one kind or shall consist of properties to be divided as aforesaid of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.
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FINANCIAL YEAR

165.	<u>Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 of December in each year.</u>
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<u>166.</u> <del>165.</del>	No Article shall be rescinded, altered or amended and no new Article shall be made until the same has been approved by a special resolution of the Members. A special resolution shall be required to alter the provisions of the memorandum of change the name of the Company.
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<u>167.</u> <del>166.</del>	No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the members of the Company to communicate to the public.
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## APPENDIX II      DETAILS OF THE DIRECTORS TO BE RE-ELECTED

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Set out below are the biographical details of the Directors who offer themselves to be re-elected at the EGM:

**Mr. Li Yang**, aged 50, obtained a diploma from Shenzhen University (深圳大學) in 1992 and a Master of Business Administration from Shenzhen Economic and Management Institute (深圳經濟管理學院) in 2000. Mr. Li also completed a Master's degree programme in 2001 at the Graduate School of Chinese Academy of Social Sciences (中國社會科學院研究生院), majoring in World Economics.

Mr. Li has over 20 years of experience in investment activities and business management. He has held directorships in several companies listed on Stock Exchange and a public company listed on the mainland stock market.

From September 2014 to June 2018, Mr. Li acted as the deputy chairman and an executive director of China Best Group Holding Limited (stock code: 370). From July 2015 to September 2016, he acted as the chairman and a director of Guanghe Landscape Culture Communication Co., Ltd., Shanxi\* (山西廣和山水文化傳播股份有限公司), shares of which are listed on the Shanghai Stock Exchange (stock code: 600234). From February 2017 to December 2018, he also served as an independent non-executive director of Sino Haijing Holdings Limited (stock code: 1106). From November 2018 to December 2020, he acted as the deputy chairman and an executive director of Leyou Technologies Holdings Limited (stock code: 1089). Such company was privatized by way of a scheme of arrangement under the Companies Act of its place of incorporation and its listing was withdrawn on 24 December 2020. From August 2020 to February 2021, he also acted as an executive director of CT Environmental Group Limited (stock code: 1363), the listing of which was cancelled under Rule 6.01A of the Listing Rules. For further information of the above companies, please refer to their respective public disclosures.

Mr. Li has held various senior management positions in a number of capital investment and entity enterprises, and has extensive industry experience in fashion apparel, trendy brand promotion, information technology and other businesses.

The Company has engaged Mr. Li as a consultant to the Board on 8 December 2021 and he was granted 16,900,000 share options by the Company as a reward under his consultancy contract.

As at the Latest Practicable Date, since Mr. Li was granted share options on 8 December 2021, he is deemed to be interested in 16,900,000 shares in the Company by virtue of Part XV of the Securities and Futures Ordinance (“SFO”) (Chapter 571 of the Laws of Hong Kong). Please refer to the announcement of the Company dated 8 December 2021 for a summary of the grant of relevant share options.

*\* For identification purpose only*

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## APPENDIX II      DETAILS OF THE DIRECTORS TO BE RE-ELECTED

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Mr. Li has confirmed that as at the Latest Practicable Date, save as disclosed above, (i) he does not hold any other positions with the Company and other members of the Group; (ii) he does not hold any other directorships in any other listed public companies in Hong Kong or overseas in the last three years nor hold other positions with other members of the Company's group; (iii) he does not have any relationship with any Directors, supervisors, senior management or substantial shareholders or controlling shareholders (both having the meaning ascribed to them in the Listing Rules) of the Company; and (iv) he does not have any interest in the Company's shares within the meaning of Part XV of the SFO.

Mr. Li has entered into a service agreement with the Company as an executive Director for a term of three years commencing from 19 January 2022, subject to re-election at the EGM in accordance with the articles of association of the Company. Pursuant to his service agreement, Mr. Li shall be entitled to a monthly salary of HK\$238,000 and a year-end discretionary bonus. The remuneration of Mr. Li is determined by the Board with reference to his skill, knowledge and expected involvement in the Company, profitability of the Company, remuneration benchmarks in the industry, and prevailing market conditions.

Save as disclosed above, Mr. Li has confirmed that, there are no other matters that need to be brought to the attention of Shareholders and there is no information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Chan Ming Leung Terence**, 54, has held key management positions in various companies since 1999, including chemical, storage, trading and health care product industries. He has extensive experience in international trading, sales, marketing, strategic planning and business development. Prior to joining the Company, Mr Chan is engaged in the health care product business.

Save as disclosed above, Mr. Chan does not hold any other directorships in any other listed public companies in Hong Kong or overseas in the last three years nor hold other positions with other members of the Company's group. As at the Latest Practicable Date, Mr. Chan (i) does not have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders (both having the meaning ascribed to them in the Listing Rules) of the Company; and (ii) does not have any interests in the Company's shares within the meaning of Part XV of the SFO.

Mr. Chan has entered into a service agreement with the Company as an executive Director for a term of three years commencing from 2 August 2021, subject to re-election at the EGM in accordance with the articles of association of the Company. Pursuant to the service agreement, Mr. Chan shall be entitled to a monthly salary of HK\$65,000 and a year-end discretionary bonus. The remuneration of Mr. Chan is determined by the Board with reference to his skill, knowledge and expected involvement in the Company, profitability of the Company, remuneration benchmarks in the industry, and prevailing market conditions.

Mr. Chan confirms that save as disclosed above, there are no other matters that need to be brought to the attention of shareholders of the Company and there is no information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

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## APPENDIX II      DETAILS OF THE DIRECTORS TO BE RE-ELECTED

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**Mr. Gong Xiaohan**, aged 41, obtained his master's degree in software engineering from East China Normal University (華東師範大學) in 2018.

Mr. Gong started his career in IT industry since 2003, with a focus on the area of sales and marketing. Between July 2003 and September 2016, he spent more than 13 years with Tencent, during which he held senior positions at various departments. He individually won a number of awards from Tencent in respect of his valuable contributions to the business of Tencent. Prior to joining the Company, he is an entrepreneur. He started his own company in 2017 and engaged in technology business.

Save as disclosed above, Mr. Gong does not hold any other directorships in any other listed public companies in Hong Kong or overseas in the last three years nor hold other positions with other members of the Company's group. As at the Latest Practicable Date, save as disclosed, Mr. Gong (i) does not have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders (both having the meaning ascribed to them in the Listing Rules) of the Company; and (ii) does not have any interests in the Company's shares within the meaning of Part XV of the SFO.

Mr. Gong has entered into a service agreement with the Company as an executive Director for a term of three years commencing from 8 December 2021, subject to re-election at the EGM in accordance with the articles of association of the Company. Pursuant to the service agreement, Mr. Gong shall be entitled to a monthly salary of HK\$168,000 and a year-end discretionary bonus. The remuneration of Mr. Gong is determined by the Board with reference to his skill, knowledge and expected involvement in the Company, profitability of the Company, remuneration benchmarks in the industry, and prevailing market conditions.

Mr. Gong confirms that save as disclosed above, there are no other matters that need to be brought to the attention of shareholders of the Company and there is no information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

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## NOTICE OF EGM

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### CEFC Hong Kong Financial Investment Company Limited

### 香港華信金融投資有限公司

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1520)**

#### NOTICE OF EGM

CEFC Hong Kong Financial Investment Company Limited (the “**Company**”) hereby gives you notice of an extraordinary general meeting (“**EGM**”).

Date and Time: Friday, 25 March 2022, at 11:00 a.m.

Form of EGM: Hybrid meeting comprising Physical Meeting and Virtual Meeting.

Physical Meeting: The EGM will be held at 2101-10B, Block A, Sunshine Kechuang Center, 1024 Nanxin Road, Nan Shan District, Shenzhen, China, 518000.

The Company encourages Shareholders to appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person.

Virtual Meeting: Registered Shareholders, proxies or corporate representatives will be able to attend the EGM virtually (“**Virtual EGM**”) via the e-Meeting System. The e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer. All registered Shareholders, proxies or corporate representatives will be able to view the live streaming of the Virtual EGM, cast their votes on the resolutions in real time and submit questions online during the Virtual EGM.

For registered Shareholders, login details and information of the Virtual EGM are included in the “Letter to Shareholders regarding the e-Meeting System” which will be despatched within three business days from the despatch of the notice of EGM.

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## NOTICE OF EGM

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For proxies or corporate representatives, login details and information of the Virtual EGM will be provided to the email provided by the registered Shareholders one day before the date of the EGM held.

If registered Shareholders, proxies or corporate representatives have any enquiries regarding the above arrangement, they should contact the Company's Hong Kong share registrar, Tricor Investor Services Limited at +852-2980-1333 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may be able to attend the EGM, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

Book close period:

From 22 March 2022 to 25 March 2022.

The following resolutions will be considered and, if thought fit, approved by the shareholders of the Company at the EGM:

### SPECIAL RESOLUTIONS

(1) “**THAT**

subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained by way of issue of a certificate of incorporation on change of name, the English name of the Company be changed from “CEFC Hong Kong Financial Investment Company Limited” to “Virtual Mind Holding Company Limited” and the dual foreign name in Chinese of the Company be changed from “香港華信金融投資有限公司” to “天機控股有限公司” with effect from the date of issue of the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands; and

any one director of the Company (the “**Director(s)**”) be and is hereby authorised for and on behalf of the Company to execute all such documents and do all such acts and things as he may in his absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the foregoing.”



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## NOTICE OF EGM

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- (2) “**THAT** the second amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) (a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification) be and are hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect after the close of this meeting and that any one Director or company secretary of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New Memorandum and Articles of Association of the Company.”

To consider and, if thought fit, pass, with or without modifications, the following resolutions as ordinary resolutions:

### ORDINARY RESOLUTIONS

- (3) “**THAT**

subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the shares in the share capital of the Company to be issued pursuant to the exercise of share options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), the refreshment of the limit in respect of the granting of share options under the share option scheme of the Company adopted on 22 November 2013 and all other share option scheme(s) up to 10% of the number of shares of the Company in issue at the date of the passing of this resolution (the “**Refreshed Scheme Mandate Limit**”); and

any Director be and is hereby authorised for and on behalf of the Company to execute all such documents and do all such acts and things as he may in his absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the foregoing.”



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## NOTICE OF EGM

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(4) “**THAT**

- (a) “To re-elect Mr. Li Yang as an executive Director.”
- (b) “To re-elect Mr. Chan Ming Leung Terence as an executive Director.”
- (c) “To re-elect Mr. Gong Xiaohan as an executive Director.”

By order of the Board  
**CEFC Hong Kong Financial Investment Company Limited**  
**Li Yang**  
*Chairman & Executive Director*

Hong Kong, 3 March 2022

As at the date hereof, the board of Directors comprised the following Directors:

*Executive Directors*

Mr. LI Yang (*Chairman*)  
Ms. TIN Yat Yu Carol  
Mr. CHEUNG Ka Lung  
Mr. CHAN Ming Leung Terence  
Mr. GONG Xiaohan

*Independent non-executive Directors*

Mr. TANG Shu Pui Simon  
Mr. HON Ming Sang  
Ms. LO Wing Sze *JP*

*Head office and principal place of  
business in Hong Kong*

Room 706, 7/F., Capital Centre  
151 Gloucester Road  
Wanchai  
Hong Kong

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## NOTICE OF EGM

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*Notes:*

1. Any Business Day means any day (excluding Saturday and Sunday) on which no black rainstorm warning is issued, no No. 8 signal or above is hoisted, and no “extreme conditions” are announced by the HKSAR Government at or any time between 9:00 a.m. and 11:00 a.m. or remain in force in Hong Kong; and on which banks in Hong Kong are generally open for business. In the event that a black rainstorm warning is issued, or No. 8 signal or above is hoisted, or “extreme conditions” are announced by the HKSAR Government at or any time between 9:00 a.m. and 11:00 a.m. or remain in force in Hong Kong, the EGM will not be held on that day but will be held at the same time and place on the second Business Day after 25 March 2022 or any adjournment thereof.
2. Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the EGM arrangements at short notice. Shareholders should check the Company’s website for future announcements and updates on the EGM arrangements.
3. For ascertaining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from 22 March 2022 to 25 March 2022 (both days inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the EGM, all duly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on 21 March 2022.
4. Any Shareholders entitled to attend and vote at the EGM is entitled to appoint one or, if he/she is the holder of two or more shares of the Company, more than one proxy to attend and vote on his/her behalf in accordance with the articles of association of the Company. A proxy need not be a shareholder of the Company (“**Shareholder**”).
5. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong in any event not later than 11:00 a.m. on 23 March 2022.
6. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof and in such case, the form of proxy previously submitted shall be deemed to be revoked..
7. In the case of joint holders of a share of the Company (“**Share**”), any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto if more than one of such joint holders are present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand first in the Register of Shareholders in respect of the joint holding.

ONE PAIR of log-in username and password will be provided to the joint holders for attending the EGM virtually via e-Meeting System. Any one of such joint holders may attend or vote in respect of such share(s) as if he/she/it was solely entitled thereto.