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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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

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

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

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### EVERBRIGHT GRAND CHINA ASSETS LIMITED 光大永年有限公司

*(Incorporated in the British Virgin Islands with limited liability and  
transferred by way of continuation into the Cayman Islands)*  
(Stock code: 3699)

### PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING

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The notice convening the Annual General Meeting of Everbright Grand China Assets Limited to be held at Salon III & IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Thursday, 16 June 2022 at 2:00 p.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 2:00 p.m. on Tuesday, 14 June 2022) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

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

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

#### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page 47 of this circular for measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the Annual General Meeting, which include without limitation:

- compulsory body temperature checks and health declarations
- compulsory wearing of a surgical face mask for each attendee
- no distribution of corporate gift or refreshment
- physical distancing at the venue

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

Subject to the development of COVID-19, the Company may be required to change the meeting arrangements for the AGM at short notice, and to issue further announcement(s) on such changes as and when appropriate. Shareholders are advised to check the website of the Company at [www.ebgca.com.hk](http://www.ebgca.com.hk) and HKEX at [www.hkexnews.hk](http://www.hkexnews.hk) for further announcement(s) and update(s) on such arrangements and/or further special measures to be taken.

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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:*

“Annual General Meeting”	the annual general meeting of the Company to be held at Salon III & IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Thursday, 16 June 2022 at 2:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 41 to 46 of this circular, or any adjournment thereof
“Articles of Association”	the amended and restated articles of association of the Company currently in force
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended or supplemented from time to time
“Company”	Everbright Grand China Assets Limited, a company incorporated in the British Virgin Islands with limited liability and transferred by way of continuation into the Cayman Islands, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting
“Latest Practicable Date”	20 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Memorandum and Articles of Association”	the Memorandum of Association and the Articles of Association
“Memorandum of Association”	the amended and restated memorandum of association of the Company currently in force
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“Proposed M&A Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III of this Circular
“Second Amended and Restated Memorandum and Articles of Association”	the second amended and restated memorandum and articles of association which contains the Proposed M&A Amendments, to be adopted by the Company
“SFO”	The Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of par value US\$0.1 each in the issued share capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time

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LETTER FROM THE BOARD

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光大永年

EVERBRIGHT GRAND CHINA ASSETS

**EVERBRIGHT GRAND CHINA ASSETS LIMITED**  
**光大永年有限公司**

*(Incorporated in the British Virgin Islands with limited liability and  
transferred by way of continuation into the Cayman Islands)*

**(Stock code: 3699)**

*Executive Directors:*

Mr. LIU Jia (*Chairman*)

Mr. MA Heming

*Non-executive Directors:*

Ms. WANG Yun

Mr. ZHUANG Minrong

*Independent Non-executive Directors:*

Mr. TSOI David

Mr. SHEK Lai Him Abraham

Mr. LEE Jor Hung

Ms. YU Pauline Wah Ling

*Registered Office:*

PO Box 309, Uglan House

Grand Cayman, KY1-1104

Cayman Islands

*Head Office and Principal Place of  
Business in Hong Kong:*

Room 1302, 13th Floor

Bank of East Asia Harbour View Centre

56 Gloucester Road

Wan Chai

Hong Kong

26 April 2022

*To the Shareholders*

Dear Sir/Madam,

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

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Thursday, 16 June 2022.

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Articles 16.18 of the Articles of Association, Mr. Tsoi David, Mr. Lee Jor Hung and Ms. Yu Pauline Wah Ling shall retire at the Annual General Meeting. In accordance with Articles 16.2 of the Articles of Association, Ms. Wang Yun and Mr. Zhuang Minrong shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors.

Mr. Tsoi David, Mr. Lee Jor Hung and Ms. Yu Pauline Wah Ling, the retiring independent non-executive Directors, have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

Mr. Tsoi David currently holds seven directorships in the listed companies in Hong Kong. Taking into account of the relevant expertise of Mr. Tsoi, his good track records in attending the Company's meetings and providing positive contribution and feedbacks to the Company's affairs from time to time, the Board believes that he will make a significant contribution to the Company with his valuable professional and extensive experience as well as incisive insights gained from various listed companies and public organisations. Mr. Tsoi has provided a confirmation to the Company that he would ensure to devote sufficient time to the Board and the committees of the Company in which he is a member. In view of the aforesaid, Nomination Committee believes Mr. Tsoi would still be able to devote sufficient time to the Board.

The Nomination Committee therefore has recommended to the Board on re-election of all the retiring Directors including the aforesaid independent non-executive Director who is due to retire at the Annual General Meeting. The Board has endorsed the recommendation from the Nomination Committee and recommends the retiring Directors to stand for re-election at the Annual General Meeting.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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

At the last annual general meeting of the Company held on 10 June 2021, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 44,140,000 Shares on the basis that the issued share capital of the Company (441,400,000 Shares) remains unchanged on the date of the Annual General Meeting).

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

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

At the last annual general meeting of the Company held on 10 June 2021, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting (i.e. a total of 88,280,000 Shares on the basis that the issued share capital of the Company (441,400,000 Shares) remains unchanged on the date of the Annual General Meeting). An ordinary resolution contained in item 7 of the notice of the Annual General Meeting to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

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

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## LETTER FROM THE BOARD

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### **5. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Proposed M&A Amendments set out the latest changes pursuant to the Cayman Companies Act and the Listing Rules (including but not limited to the introduction of 14 core standards of shareholder protection under the revised Appendix 3 thereto), and to allow general meetings of the Company going forward to be held by means of such telephone, video, electronic or other communication facilities. In addition, other house-keeping amendments have also been incorporated to clarify and revise existing practices and to reflect consequential update changes in conjunction with the Proposed M&A Amendments.

The Proposed M&A Amendments and the Company's adoption of the Second Amended and Restated Memorandum and Articles of Association will be subject to the approval by Shareholders by way of a special resolution at the AGM.

### **6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 41 to 46 of this circular.

Pursuant to the Listing Rules and Article 13.5 of the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.ebgca.com.hk](http://www.ebgca.com.hk)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 2:00 p.m. on Tuesday, 14 June 2022) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

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## LETTER FROM THE BOARD

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### 7. RECOMMENDATION

The Board considers that the ordinary resolutions and special resolution to be proposed at the Annual General Meeting are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board

**LIU Jia**  
*Chairman*

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

(1) **MR. TSOI DAVID**

**Position and Experience**

Mr. Tsoi David (“**Mr. Tsoi**”), 74, is an independent non-executive Director, the chairman of the audit committee and a member of the investment committee of the Company.

Mr. Tsoi has been a Director of Allcott, Tsoi CPA Limited since January 2006. He has been a certified public accountant since September 1981 with over 30 years of experience in accounting, auditing and financial management. He is also qualified as and has been:

- (a) a certified public accountant registered at the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”);
- (b) a certified tax advisor registered at the Taxation Institute of Hong Kong;
- (c) a fellow of the Association of Chartered Certified Accountants since September 1981;
- (d) a fellow of the Institute of Chartered Accountants in England and Wales since May 2015;
- (e) a member of the Society of Chinese Accountants and Auditors since April 1987 and a fellow since December 2015;
- (f) a fellow of the CPA Australia since November 2009; and
- (g) a member of the Chartered Professional Accountants of British Columbia, Canada since June 2015.

He has also been an independent non-executive Director of the following listed companies, all of which are listed on the Stock Exchange:

- (a) Loto Interactive Limited (formerly known as “MelcoLot Limited”) (stock code: 8198) from October 2001 to July 2017;
- (b) Enviro Energy International Holdings Ltd (stock code: 1102) from July 2008 to June 2017;
- (c) Universal Technologies Holdings Limited (stock code: 1026) since June 2013;
- (d) Guru Online (Holdings) Limited (stock code: 8121) since May 2014;
- (e) VPower Group International Holdings Limited (stock code: 1608) since October 2016;
- (f) Anxin-China Holdings Limited (stock code: 1149) from February 2017 to May 2017;
- (g) Green International Holdings Limited (stock code: 2700) since June 2017;
- (h) Tianli Holdings Group Limited (stock code: 0117) since August 2017; and
- (i) InvesTech Holdings Limited (stock code: 1087) since May 2021.

Mr. Tsoi obtained a master degree of business administration in the University of East Asia, Macau in October 1986.

Save as disclosed above, Mr. Tsoi has not held any directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

#### **Length of service**

Mr. Tsoi has entered into a service contract with the Company for a term of three years commencing from 16 January 2021, which shall be renewed as determined by the Board or Shareholders. The appointment may be terminated by either party giving at least three

months' written notice. The appointment is subject to the provisions of the Articles of Association with regard to vacating the office of Directors, removal and retirement by rotation of Directors.

**Relationships**

Mr. Tsoi does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Tsoi is not interested in Shares in the Company within the meaning of Part XV of the SFO.

**Director's emoluments**

Under the terms of service contract, Mr. Tsoi is entitled to director's remuneration fee of approximately HK\$242,864.50 for the year ended 31 December 2021. The fee payable to him is determined by the Board with reference to remuneration benchmark in the prevailing market.

**Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders**

Save as disclosed above, there is no information which is disclosable nor is Mr. Tsoi involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Tsoi that need to be brought to the attention of the Shareholders.

**(2) MR. LEE JOR HUNG****Position and Experience**

Mr. Lee Jor Hung (“**Mr. Lee**”), 67, is an independent non-executive Director, the chairman of the remuneration committee and a member of the nomination committee, audit committee as well as investment committee of the Company.

Mr. Lee is currently the chairman of DL Brokerage Limited, in which he has been licensed as the dealing director and responsible officer by the Securities and Futures Commission since August 1993 and October 2003, respectively, under the SFO to carry on type 1 (i.e. dealing in securities) and type 4 (i.e. advising on securities) regulated activities. He has also served as the director and the permanent honorary president of Hong Kong Securities Association Limited since August 1991 and September 1999, respectively.

Prior to joining the Group, Mr. Lee had served as a non-executive director of Hong Kong Exchanges and Clearing Limited (stock code: 0388), CIG Yangtze Ports PLC (previous stock code: 8233) (listing of the shares transferred from the GEM to the Main Board in January 2018) and Sinofortune Financial Holdings Limited (formerly known as “Stockmartnet Holdings Limited”) (stock code: 8123), all of which being listed on the Stock Exchange, from April 2000 to April 2006, September 2005 to November 2011, and May 2000 to May 2005, respectively. He had also served as a director of Hong Kong Securities and Investment Institute from December 2003 to December 2008, and become a fellow member and senior fellow since November 2012 and September 2014, respectively.

Mr. Lee had served as a member of the advisory committee and a member of the process review panel to the Securities and Futures Commission, from June 1999 to May 2001 and from November 2006 to October 2012, respectively. In addition, he had also served as a member of Disciplinary Panel A and Investigation Panel A of the HKICPA, from February 2005 to January 2011 and from February 2011 to January 2015, respectively. He had also been a member of the Barrister Disciplinary Tribunal Panel from September 2005 to August 2015.

Mr. Lee obtained a bachelor degree of commerce in the University of Alberta, Canada in May 1977 and a master degree of business administration in the University of East Asia, Macau in October 1986. He was awarded the Bronze Bauhinia Star in the Hong Kong Special Administrative Region 2000 Honors List.

Save as disclosed above, Mr. Lee has not held any directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Mr. Lee has entered into a service contract with the Company for a term of three years commencing from 16 January 2021, which shall be renewed as determined by the Board or Shareholders. The appointment may be terminated by either party giving at least three months' written notice. The appointment is subject to the provisions of the Articles of Association with regard to vacating the office of Directors, removal and retirement by rotation of Directors.

**Relationships**

Mr. Lee does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Lee is not interested in Shares in the Company within the meaning of Part XV of the SFO.

**Director's emoluments**

Under the terms of service contract, Mr. Lee is entitled to director's remuneration fee of approximately HK\$244,364.50 for the year ended 31 December 2021. The fee payable to him is determined by the Board with reference to remuneration benchmark in the prevailing market.

**Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders**

Save as disclosed above, there is no information which is disclosable nor is Mr. Lee involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Lee that need to be brought to the attention of the Shareholders.

**(3) MS. YU PAULINE WAH LING****Position and Experience**

Ms. Yu Pauline Wah Ling (“**Ms. Yu**”), 74, is an independent non-executive Director and also a member of the remuneration committee and investments committee of the Company.

Prior to joining our Group, Ms. Yu had served as the lettings assistant and later as assistant manager of The Hongkong Land Company Limited (formerly The Hongkong Land Investment & Agency Co., Ltd.) from August 1971 to July 1981. She has also worked in Hysan Development Company Limited (stock code: 0014), a company listed on the Stock Exchange, since 1981. In November 1991, she was appointed as a director of Hysan Development Company Limited and was responsible for the strategic development of the company’s property business. Ms. Yu retired as an executive director in May 2008.

Ms. Yu obtained a bachelor degree of arts in the University of Hong Kong in October 1971.

Ms. Yu served as a director of 上海錦明房業有限公司, a company established in the PRC, which developed Jinming Apartments (錦明公寓) and subsequently sold and managed the units during the period when she was its director. The entity was deregistered by board resolutions on August 15, 2007. Ms. Yu confirmed that, to the best of her knowledge, 上海錦明房業有限公司 was solvent and inactive at the time of its deregistration and had no material outstanding claims of liabilities during the period when she was its director.

Save as disclosed above, Ms. Yu has not held any directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Ms. Yu has entered into a service contract with the Company for a term of three years commencing from 16 January 2021, which shall be renewed as determined by the Board or Shareholders. The appointment may be terminated by either party giving at least three months’ written notice. The appointment is subject to the provisions of the Articles of Association with regard to vacating the office of Directors, removal and retirement by rotation of Directors.

**Relationships**

Ms. Yu does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

**Interests in Shares**

As at the Latest Practicable Date, Ms. Yu is not interested in Shares in the Company within the meaning of Part XV of the SFO.

**Director's emoluments**

Under the terms of service contract, Ms. Yu is entitled to director's remuneration fee of approximately HK\$239,864.50 for the year ended 31 December 2021. The fee payable to her is determined by the Board with reference to remuneration benchmark in the prevailing market.

**Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders**

Save as disclosed above, there is no information which is disclosable nor is Ms. Yu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Yu that need to be brought to the attention of the Shareholders.

**(4) MS. WANG YUN****Position and Experience**

Ms. Wang Yun (“**Ms. Wang**”), aged 53, is a non-executive Director. Ms Wang has joined the Group since 26 August 2021, and is experienced in accounting, auditing and financing.

Prior to joining the Group, Ms. Wang worked at the National Planning Commission of the PRC\* (中華人民共和國國家計劃委員會) (currently known as the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)) from September 1991 to April 1992. From April 1992 to February 1993, Ms. Wang worked as the finance manager at Beijing Fulanka Digital System Co., Ltd.\* (北京弗蘭卡數字系統有限公司). From February 1993 to May 1998, Ms. Wang worked as the finance supervisor at China

Everbright International Economic and Technical Cooperation Corporation\* (中國光大國際經濟技術合作公司). From May 1998 to October 1999, Ms. Wang worked as the financial manager at China Everbright (South Africa) Company (Proprietary) Limited \* (中國光大(南非)控股有限責任公司) (“**Everbright South Africa**”) and Everbright International Engineering (Proprietary) Limited (光大國際工程有限公司) (“**Everbright International Engineering**”). From October 1999 to September 2007, Ms. Wang worked as the Chief Financial Officer of Everbright South Africa and Everbright International Engineering. From September 2007 to October 2012, Ms. Wang worked as the senior manager of insurance and non-financial audit division of the audit department at China Everbright (Group) Limited\* (中國光大(集團)總公司) (currently known as China Everbright Group Limited (中國光大集團股份公司)) (the “**China Everbright Group**”). From October 2012 to April 2014, Ms. Wang was appointed as the division chief of banking division of the audit department at the China Everbright Group. From April 2014 to June 2016, Ms. Wang worked as the division chief of insurance and non-financial audit division and the senior deputy manager of audit department at China Everbright Group. From April 2016 to November 2017, Ms. Wang worked as the deputy general manager of the audit department at China Everbright Group. Ms. Wang has been the general manager of the financial management department and a director at China Everbright Holdings Company Limited (中國光大集團有限公司) (“**CE Hong Kong**”), a controlling shareholder of the Company, since November 2017. Ms. Wang has been a director of Capital Century Company Limited (國際永年有限公司) (“**Capital Century**”), a controlling shareholder of the Company, since August 2021.

Ms. Wang has been the chairman of the Financial & Accounting Affairs Steering Committee of the Hong Kong Chinese Enterprises Association (香港中國企業協會) since December 2019.

Ms. Wang received a bachelor’s degree of economics, accounting department from Central University of Finance and Economics (中央財經大學) in June 1991 and a Master of Business Administration from De Montfort University in March 2006. Ms. Wang is a non-practicing member of the Chinese Institute of Certified Public Accountants.

Save as disclosed above, Ms. Wang has not held any directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

\* *for identification purpose only*

**Length of service**

Ms. Wang has entered into a service agreement with the Company commencing from 26 August 2021 for a term of three years. Either party has the right to terminate the agreement by giving at least three months' written notice. The appointment is subject to the provisions of the Articles of Association with regard to vacating the office of Directors, removal and retirement by rotation of Directors.

**Relationships**

Save as disclosed above, Ms. Wang does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

**Interests in Shares**

As at the Latest Practicable Date, Ms. Wang is not interested in Shares in the Company within the meaning of Part XV of the SFO.

**Director's emoluments**

Under the terms of service contract, Ms. Wang is not entitled to any basic salary or director's fee from the Group.

**Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders**

Save as disclosed above, there is no information which is disclosable nor is Ms. Wang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Wang that need to be brought to the attention of the Shareholders.

**(5) MR. ZHUANG MINRONG****Position and Experience**

Mr. Zhuang Minrong ("Mr. Zhuang"), aged 48, is a non-executive Director. Mr. Zhuang has joined the Group since 26 August 2021, and is experienced in banking, finance and risk management.

Prior to joining the Group, Mr. Zhuang worked as an operation manager at Fujian Huaqiao Trust Investment Company\* (福建省華僑信託投資公司) from September 1996 to March 2001. From March 2001 to August 2007, Mr. Zhuang worked as a corporate account manager at China Everbright Bank Fuzhou Branch (中國光大銀行福州分行) (the “**Bank**”). Mr. Zhuang worked as the general manager’s assistant of the 1st business department from August 2007 to February 2009 and the general manager of the 5th business department and department of small and medium-sized enterprises at the Bank from February 2009 to December 2014. From December 2014 to April 2021, Mr. Zhuang worked as the general manager of the risk management department and credit approval department at the Bank. He has been the assistant general manager of the risk management, internal control and compliance department at CE Hong Kong, a controlling shareholder of the Company, since May 2021. Mr. Zhuang has been a director of Capital Century, a controlling shareholder of the Company, since August 2021.

Mr. Zhuang obtained a bachelor’s degree in economics from Zhongnan University of Finance and Economics\* (中南財經大學) (now known as Zhongnan University of Economics and Law (中南財經政法大學)) in July 1996.

Save as disclosed above, Mr. Zhuang has not held any directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

\* *for identification purpose only*

### **Length of service**

Mr. Zhuang has entered into a service agreement with the Company commencing from 26 August 2021 for a term of three years. Either party has the right to terminate the agreement by giving at least three months’ written notice. The appointment is subject to the provisions of the Articles of Association with regard to vacating the office of Directors, removal and retirement by rotation of Directors.

### **Relationships**

Save as disclosed above, Mr. Zhuang does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Zhuang is not interested in Shares in the Company within the meaning of Part XV of the SFO.

**Director's emoluments**

Under the terms of service contract, Mr. Zhuang is not entitled to any basic salary or director's fee from the Group.

**Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders**

Save as disclosed above, there is no information which is disclosable nor is Mr. Zhuang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Zhuang that need to be brought to the attention of the Shareholders.

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## **APPENDIX II EXPLANATORY STATEMENT ON THE SHARE BUY-BACK MANDATE**

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

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 441,400,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 441,400,000 Shares, the Directors would be authorized under the Share Buy-back Mandate to repurchase, during the period in which the Share Buy-back Mandate remains in force, a total of 44,140,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

### **2. REASONS FOR SHARE BUY-BACK**

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

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

### **3. FUNDING OF SHARE BUY-BACK**

The Company may only apply funds legally available for share buy-back in accordance with its Memorandum and Articles of Association, the laws of Cayman Islands and/or any other applicable laws, as the case may be.

**4. IMPACT OF SHARE BUY-BACK**

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

**5. MARKET PRICES OF SHARES**

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

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2021</b>		
April	0.670	0.530
May	0.710	0.600
June	0.710	0.550
July	0.680	0.540
August	0.630	0.540
September	0.580	0.510
October	0.550	0.520
November	0.570	0.500
December	0.530	0.485
<b>2022</b>		
January	0.620	0.495
February	0.530	0.495
March	0.500	0.470
April ( <i>up to the Latest Practicable Date</i> )	0.480	0.460

## **6. GENERAL**

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

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

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

## **7. TAKEOVERS CODE**

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

To the best knowledge and belief of the Directors, as at the Latest Practicable Date, Lucky Link Investments Limited ("**Lucky Link**") and Top Charm Investments Limited ("**Top Charm**") directly hold 67.49% and 7.50% of the issued Shares, respectively. Capital Century holds 100% shares in Lucky Link and Top Charm and is therefore deemed to be interested in 297,900,000 and 33,100,000 Shares held by Lucky Link and Top Charm, respectively. Capital Century is taken to have an interest in a total of 331,000,000 Shares, representing approximately 74.99% of the total number of Shares.

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**APPENDIX II EXPLANATORY STATEMENT ON THE SHARE BUY-BACK MANDATE**

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If the present shareholdings and capital structure of the Company remain the same, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the aggregate beneficial interest of Capital Century would be increased to approximately 83.32% of the issued Shares, resulting in less than 25% of the issued share capital of the Company being held by the public as required under the Listing Rules. The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

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

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

**APPENDIX III                      PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

1. All references to the term “Companies Law” in the Memorandum and Articles of Association be deleted and replaced by “Companies Act”.
2. All references to the term “(2006 Revision)” in the Memorandum and Articles of Association be deleted and replaced by “(as revised)”.
3. All references to the term “Electronic Transactions Law” in the Memorandum and Articles of Association be deleted and replaced by “Electronic Transactions Act”.
4. Other amendment to the Memorandum of Association:

<b>Existing provision of the Memorandum of Association (if any)</b>	<b>Proposed amendment to the Memorandum of Association</b>
<p><u>Clause 5</u></p> <p>5 The share capital of the Company is US\$400,000,000 divided into 4,000,000,000 shares of a nominal or par value of US\$0.10 each.</p>	<p><u>Clause 5</u></p> <p>5 The <u>authorized</u> share capital of the Company is US\$400,000,000 divided into 4,000,000,000 <u>ordinary</u> shares of a nominal or par value of US\$0.10 each.</p>

5. Other amendments to the Articles of Association:

<b>Existing provisions of the Articles (if any)</b>	<b>Proposed amendments to the Articles</b>
<p><u>Article 2.2</u></p> <p><u>Definition of “Companies Law”</u></p> <p>“<b>Companies Law</b>” shall mean the Companies Law (2016 Revision), Cap 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p>	<p><u>Article 2.2</u></p> <p><u>Definition of “<b>Companies Act</b>”</u></p> <p>“<b>Companies LawAct</b>” shall mean the <del>Companies Law (2016 Revision), Cap 22</del> <u>Companies Act (as revised)</u> of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p>

**APPENDIX III            PROPOSED AMENDMENTS TO THE MEMORANDUM  
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<p><u>Definition of “<b>electronic</b>”</u></p> <p>“<b>electronic</b>” shall have the meaning given to it in the Electronic Transactions Law.</p> <p><u>Definition of “<b>Electronic Transactions Law</b>”</u></p> <p>“<b>Electronic Transactions Law</b>” shall mean the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p> <p><u>Definition of “<b>recognised clearing house</b>”</u></p> <p>shall have the meaning ascribed thereto in Part I of Schedule 1 of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p> <p><u>Definition of “<b>special resolution</b>”</u></p> <p>“<b>special resolution</b>” shall have the same meaning as ascribed thereto in the Companies Law and shall include a unanimous written resolution of all members: for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, and includes a special resolution passed pursuant to Article 13.10.</p>	<p><u>Definition of “<b>electronic</b>”</u></p> <p>“<b>electronic</b>” shall have the meaning given to it in the Electronic Transactions <del>Law</del><u>Act</u>.</p> <p><u>Definition of “<b>Electronic Transactions Act</b>”</u></p> <p>“<b>Electronic Transactions <del>Law</del><u>Act</u></b>” shall mean the Electronic Transactions <del>Law</del><u>Act</u> (2003 <del>Revision</del><u>as revised</u>) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p> <p><u>Definition of “<b>recognised clearing house</b>”</u></p> <p>shall have the meaning ascribed thereto in Part I of Schedule 1 of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor, <u>including in the case of the Company, Hong Kong Securities Clearing Company Limited.</u></p> <p><u>Definition of “<b>special resolution</b>”</u></p> <p>“<b>special resolution</b>” shall have the same meaning as ascribed thereto in the Companies <del>Law</del><u>Act</u> and shall include a unanimous written resolution of all members: for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members as, being entitled to do so, vote in person or, <del>where proxies are allowed,</del> by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, and includes a special resolution passed pursuant to Article 13.10.</p>
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**APPENDIX III                      PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

<p><u>Article 3.4</u></p> <p>3.4 If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Companies Law, be varied or abrogated with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class.</p>	<p><u>Article 3.4</u></p> <p>3.4 If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Companies <del>Law</del><u>Act</u>, be varied or abrogated with the consent in writing of the <del>holders of</del> <u>members together holding</u> not less than three-fourths <del>in nominal value</del> of the <u>voting rights of</u> issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class.</p>
<p><u>Article 3.11</u></p> <p>3.11 Where the Company purchases or redeems any of its shares, purchases or redemption not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all members alike.</p>	<p><u>Article 3.11</u></p> <p>3.11 <u>[Deleted]</u></p>

**APPENDIX III            PROPOSED AMENDMENTS TO THE MEMORANDUM  
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<p><u>Article 3.12</u></p> <p>3.12 The purchase or redemption of any share shall not be deemed to give rise to the purchase or redemption of any other share.</p>	<p><u>Article 3.12</u></p> <p>3.12 <del>[Deleted]</del></p>
<p><u>Article 3.13</u></p> <p>3.13 The holder of the shares being purchased, surrendered or redeemed shall be bound to deliver up to the Company at its principal place of business in Hong Kong or such other place as the Board shall specify the certificate(s) thereof, if any, for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.</p>	<p><u>Article 3.13</u></p> <p>3.13 <del>[Deleted]</del></p>
<p><u>Article 4.6</u></p> <p>4.6 Except when a register is closed and, if applicable, subject to the additional provisions of Article 4.8, the principal register and any branch register shall during business hours be kept open to inspection by any member without charge.</p>	<p><u>Article 4.6</u></p> <p>4.6 Except when a register is closed and, if applicable, subject to the additional provisions of Article 4.8, the <del>principal register and any</del> branch register <u>in Hong Kong</u> shall during business hours be kept open to inspection by any member without charge.</p>

<p><u>Article 4.8</u></p> <p>4.8 The register may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article.</p>	<p><u>Article 4.8</u></p> <p>4.8 The register may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, <u>by a notice to the members</u> or by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article.</p>
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**APPENDIX III                      PROPOSED AMENDMENTS TO THE MEMORANDUM  
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<p><u>Article 6.10</u></p> <p>6.10 No member shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another member) at any general meeting, either personally or by proxy, or be reckoned in a quorum, or to exercise any other privilege as a member until all sums or instalments due from him to the Company in respect of any call, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.</p>	<p><u>Article 6.10</u></p> <p>6.10 No member shall be entitled to receive any dividend or bonus or to be present, <u>speak</u> and vote (save as proxy for another member) at any general meeting, either personally or by proxy, or be reckoned in a quorum, or to exercise any other privilege as a member until all sums or instalments due from him to the Company in respect of any call, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.</p>
<p><u>Article 8.4</u></p> <p>8.4 A person becoming entitled to a share by reason of the death or bankruptcy or winding-up of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share. However, the Board may, if it thinks fit, withhold the payment of any dividend payable or other advantages in respect of such share until such person shall become the registered holder of the share or shall have effectually transferred such share, but, subject to the requirements of Article 14.3 being met, such a person may vote at meetings.</p>	<p><u>Article 8.4</u></p> <p>8.4 A person becoming entitled to a share by reason of the death or bankruptcy or winding-up of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share. However, the Board may, if it thinks fit, withhold the payment of any dividend payable or other advantages in respect of such share until such person shall become the registered holder of the share or shall have effectually transferred such share, but, subject to the requirements of Article 14.3 being met, such a person may <u>attend, speak and</u> vote at meetings.</p>

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<p><u>Article 12.1</u></p> <p>12.1 The Company shall hold a general meeting as its annual general meeting in each year other than the year of the Company’s adoption of these Articles, within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise). The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.</p>	<p><u>Article 12.1</u></p> <p>12.1 <u>Other than the financial year of the Company’s adoption of these Articles,</u> <del>t</del><u>The Company shall hold a general meeting as its annual general meeting in each financial year in addition to any other meeting in that financial year, and such annual general meeting must be held within six (6) months after the end of the Company’s financial year (unless a longer period would not infringe as the Listing Rules).</u> <del>other than the year of the Company’s adoption of these Articles, within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise).</del> The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.</p>
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<p><u>Article 12.3</u></p> <p>12.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office, specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitioner, provided that such requisitioner held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitioner(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>	<p><u>Article 12.3</u></p> <p>12.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office, <del>specifying the objects of the meeting and</del> signed by the requisitionists, <u>for the transaction of any business or resolution specified in such requisition;</u> provided that such requisitionists held as at the date of deposit of the requisition <u>Shares in the share capital of the Company that represent not less than one-tenth of the voting rights at general meeting</u><del>paid up capital of the Company which carries the right of voting at general meetings of the Company</del>. General meetings may also be convened on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitioner, provided that such requisitioner held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitioner(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>
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<p><u>Article 12.5</u></p> <p>12.5 Notwithstanding that a meeting of the Company is called by shorter notice than that referred to in Article 12.4, it shall be deemed to have been duly called if it is so agreed:</p> <p>(a) in the case of a meeting called as an annual general meeting, by all the members entitled to attend and vote thereat or their proxies; and</p> <p>(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right.</p>	<p><u>Article 12.5</u></p> <p>12.5 Notwithstanding that a meeting of the Company is called by shorter notice than that referred to in Article 12.4, it shall be deemed to have been duly called if it is so agreed:</p> <p>(a) in the case of a meeting called as an annual general meeting, by all the members entitled to attend, <u>speak</u> and vote thereat or their proxies; and</p> <p>(b) in the case of any other meeting, by a majority in number of the members having a right to attend, <u>speak</u> and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right.</p>
<p><u>Article 12.6</u></p> <p>12.6 There shall appear with reasonable prominence in every notice of general meetings of the Company a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member.</p>	<p><u>Article 12.6</u></p> <p>12.6 There shall appear with reasonable prominence in every notice of general meetings of the Company a statement that a member entitled to attend, <u>speak</u> and vote is entitled to appoint a proxy to attend, <u>speak</u> and vote instead of him and that a proxy need not be a member.</p>

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<p>N/A</p>	<p><u>Article 12.9</u></p> <p><u>12.9 A general meeting of the members or any class thereof may be held by means of such telephone, video, 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 at such meetings.</u></p>
<p>N/A</p>	<p><u>Article 13.4A</u></p> <p><u>13.4A All members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u></p>
<p><u>Article 13.10</u></p> <p>13.10 A resolution in writing (in one or more counterparts), including a special resolution, signed by all members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly appointed representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign.</p>	<p><u>Article 13.10</u></p> <p>13.10 A resolution in writing (in one or more counterparts), including a special resolution, signed by all members for the time being entitled to receive notice of and to attend, <u>speak</u> and vote at general meetings (or being corporations by their duly appointed representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign.</p>

<p><u>Article 14.3</u></p> <p>14.3 Any person entitled under Article 8.2 to be registered as a member 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 at least 48 hours before the time of the holding of the meeting or adjourned meeting (as the case may be) at which he proposed to vote, he shall satisfy the Board of his right to be registered as the holder of such shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.</p>	<p><u>Article 14.3</u></p> <p>14.3 Any person entitled under Article 8.2 to be registered as a member may <u>attend, speak and</u> vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least 48 hours before the time of the holding of the meeting or adjourned meeting (as the case may be) at which he proposed to <u>attend, speak and/or</u> vote, he shall satisfy the Board of his right to be registered as the holder of such shares or the Board shall have previously admitted his right to <u>attend, speak and</u> vote at such meeting in respect thereof.</p>
<p><u>Article 14.4</u></p> <p>14.4 Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof.</p>	<p><u>Article 14.4</u></p> <p>14.4 Where there are joint registered holders of any share, any one of such persons may <u>attend, speak and</u> vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to <u>attend, speak and</u> vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof.</p>

**APPENDIX III                      PROPOSED AMENDMENTS TO THE MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

<p><u>Article 14.6</u></p> <p>14.6 Save as expressly provided in these Articles or as otherwise determined by the Board, no person other than a member duly registered and who shall have paid all sums for the time being due from him payable to the Company in respect of his shares shall be entitled to be present or to vote (save as proxy for another member), or to be reckoned in a quorum, either personally or by proxy at any general meeting.</p>	<p><u>Article 14.6</u></p> <p>14.6 Save as expressly provided in these Articles or as otherwise determined by the Board, no person other than a member duly registered and who shall have paid all sums for the time being due from him payable to the Company in respect of his shares shall be entitled to be present, <u>to attend, to speak</u> or to vote (save as proxy for another member), or to be reckoned in a quorum, either personally or by proxy at any general meeting.</p>
<p><u>Article 14.8</u></p> <p>14.8 Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. Votes may be given either personally or by proxy. A proxy need not be a member. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting).</p>	<p><u>Article 14.8</u></p> <p>14.8 Any member entitled to attend, <u>speak</u> and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend, <u>speak</u> and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. Votes may be given either personally or by proxy. A proxy need not be a member. A member may appoint any number of proxies to attend, <u>speak and vote</u> in his stead at any one general meeting (or at any one class meeting).</p>

**APPENDIX III                      PROPOSED AMENDMENTS TO THE MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

<p><u>Article 14.12</u></p> <p>14.12 The instrument appointing a proxy to vote at a general meeting shall: (a) be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit; and (b) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates, provided that the meeting was originally held within 12 months from such date.</p>	<p><u>Article 14.12</u></p> <p>14.12 The instrument appointing a proxy to <u>attend, speak and</u> vote at a general meeting shall: (a) be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit; and (b) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates, provided that the meeting was originally held within 12 months from such date.</p>
<p><u>Article 14.14</u></p> <p>14.14 Any corporation which is a member may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of members of any class of shares and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member and where a corporation is so represented, it shall be treated as being present at any meeting in person.</p>	<p><u>Article 14.14</u></p> <p>14.14 Any corporation which is a member may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of members of any class of shares and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member and where a corporation is so represented, it shall be treated as being present at any meeting in person. <u>A corporate member may evidence such authorisation (including without limitation the execution of a form of proxy) under the hand of its duly authorised officer.</u></p>

<p><u>Article 14.15</u></p> <p>14.15 If a recognised clearing house (or its nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.</p>	<p><u>Article 14.15</u></p> <p>14.15 If a recognised clearing house (or its nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members, <u>or (where appropriate and subject to the Companies Act) at any meeting of creditors of the Company,</u> provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including, where a show of hands is allowed, the right to vote individually on a show of hands, <u>and the right to speak,</u> notwithstanding any contrary provision contained in these Articles.</p>
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**APPENDIX III      PROPOSED AMENDMENTS TO THE MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

<p><u>Article 16.2</u></p> <p>16.2 The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.</p>	<p><u>Article 16.2</u></p> <p>16.2 The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the <del>next following</del> <u>first</u> annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election at that meeting.</p>
<p><u>Article 16.6</u></p> <p>16.6 The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provision of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.</p>	<p><u>Article 16.6</u></p> <p>16.6 The Company may by ordinary resolution <u>passed at a general meeting of the Company</u> at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provision of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.</p>

<p><u>Article 29.2</u></p> <p>29.2 The Company shall at every annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</p>	<p><u>Article 29.2</u></p> <p><del>29.2 The Company shall at every annual general meeting</del> The members may by an ordinary resolution appoint an auditor or auditors of the Company who shall hold office until <u>the conclusion of</u> the next annual general meeting. <u>The members may, at any general meeting convened and held in accordance with these Articles, remove the auditor or auditors of the Company by an ordinary resolution at any time before the expiration of the term of office and shall, by an ordinary resolution, at that meeting appoint new auditor or auditors in its or their place for the remainder of the term and fix the new auditor's or auditors' remuneration.</u> <del>The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting.</del> The remuneration of the Auditors shall be fixed by the <u>members in general meeting by an ordinary resolution or in such manner as the members may determine, including without limitation Company at the annual general meeting at which they are appointed</u> provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. <del>The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</del></p>
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**APPENDIX III                      PROPOSED AMENDMENTS TO THE MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

<p>N/A</p>	<p><u>Article 32.4</u></p> <p><u>32.4 A resolution that the Company be wound up voluntarily shall be passed by way of a special resolution.</u></p>
<p><u>Article 34</u></p> <p><b>34. Financial Year</b></p> <p>The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it.</p>	<p><u>Article 34</u></p> <p><b>34. Financial Year</b></p> <p>The financial year <u>end</u> of the Company shall be <u>31 December in each calendar year or as otherwise determined</u> <del>prescribed</del> by the Board <del>and may</del>, from time to time, <del>be changed by it</del>.</p>

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## NOTICE OF ANNUAL GENERAL MEETING

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### EVERBRIGHT GRAND CHINA ASSETS LIMITED 光大永年有限公司

*(Incorporated in the British Virgin Islands with limited liability and  
transferred by way of continuation into the Cayman Islands)*  
**(Stock code: 3699)**

Notice is hereby given that the Annual General Meeting of Everbright Grand China Assets Limited (the “**Company**”) will be held at Salon III & IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Thursday, 16 June 2022 at 2:00 p.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2021.
2. To declare a final dividend of RMB0.99 cents per ordinary share for the year ended 31 December 2021.
- 3(a). To re-elect Mr. Tsoi David as independent non-executive director of the Company.
- 3(b) To re-elect Mr. Lee Jor Hung as independent non-executive director of the Company.
- 3(c) To re-elect Ms. Yu Pauline Wah Ling as independent non-executive director of the Company.
- 3(d) To re-elect Ms. Wang Yun as non-executive director of the Company.
- 3(e) To re-elect Mr. Zhuang Minrong as non-executive director of the Company.
- 3(f) To authorize the board of directors of the Company to fix the respective directors’ remuneration.
4. To re-appoint Ernst & Young as auditors and to authorize the board of directors of the Company to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

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

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

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## NOTICE OF ANNUAL GENERAL MEETING

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

**“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) for the purposes of this resolution:

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

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

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

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

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

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## NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT**

- (a) the Proposed M&A Amendments, the details of which are set out in Appendix III to the Circular, be and are hereby approved;
- (b) the Second Amended and Restated Memorandum and Articles of Association of the Company, which contains all the Proposed M&A Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing Memorandum and Articles of Association of the Company with immediate effect;
- (c) any director or company secretary of the Company be and is hereby authorized to do all such acts, deeds and things and execute and deliver all such documents and/or take all relevant actions and make all such arrangements that he/she shall, in his/her absolute discretion, consider or deem necessary or expedient and in the interest of the Company to effect the Proposed M&A Amendments and the Company’s adoption of the Second Amended and Restated Memorandum and Articles of Association, and to comply with the requirements from the relevant regulatory authorities, including dealing with the relevant filing, notices, amendments and registration (where necessary) procedures and other related matters arising from the Proposed M&A Amendments and the Company’s adoption of the Second Amended and Restated Memorandum and Articles of Association; and
- (d) the registered office provider of the Company be and is hereby authorized to arrange for the filing of special resolution passed and the Second Amended and Restated Memorandum and Articles of Association with the Registrar of Companies in the Cayman Islands.”

By Order of the Board

**LIU Jia**

*Chairman*

Hong Kong, 26 April 2022

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Capitalised terms not otherwise defined herein shall have the meanings ascribed to them in the circular of the Company dated 26 April 2022 (the “**Circular**”).
2. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
3. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 2:00 p.m. on 14 June 2022) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from 13 June 2022 to 16 June 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 10 June 2022.
6. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the Register of Members of the Company will be closed from 27 June 2022 to 30 June 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 24 June 2022.
7. A circular containing further details concerning items 3, 4, 5, 6, 7 and 8 set out in the above notice will be sent to all shareholders of the Company together with the 2021 Annual Report.
8. If “extreme condition” caused by super typhoon or a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at any time after 9:00 a.m. on 16 June 2022, the Annual General Meeting will be postponed and the Shareholders will be informed of the date, time and venue of the postponed Annual General Meeting by a supplementary notice, posted on the respective websites of the Stock Exchange and the Company.
9. References to time and dates in this notice are to Hong Kong time and dates.

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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The health of the Company's shareholders, staff and stakeholders is of paramount importance to the Company. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the Annual General Meeting to protect attending shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) Seating at the meeting venue will be arranged so as to allow for appropriate social distancing.
- (iii) Each attendee is required to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iv) No refreshment will be served, and there will be no corporate gift.
- (v) Each attendee may be asked whether (a) he/she had travelled outside of Hong Kong within the 14-day period immediately before the Annual General Meeting; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and returning the proxy form attached to this document to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 2:00 p.m. on Tuesday, 14 June 2022) or the adjourned meeting (as the case may be).

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our head office and principal place of business in Hong Kong or to our email at [inquiry@ebgca.com.hk](mailto:inquiry@ebgca.com.hk).

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

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If any shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company's Hong Kong branch share registrar as follows:

**Tricor Investor Services Limited**

Level 54, Hopewell Centre

183 Queen's Road East, Hong Kong

Email: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)

Tel: (852) 2980 1333

Fax: (852) 2810 8185