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If you have sold or transferred all your shares in **Jiahua Stores Holdings Limited** (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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佳華百貨控股有限公司
Jiahua Stores Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 00602)

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

A notice convening the annual general meeting of the Company to be held at 4/F., Jiahua Ming Yuan, 2146 Xinhua Road, Baoan Central District, Shenzhen, the PRC on Thursday, 9 June 2022 at 2:30 p.m., is set out on pages 44 to 48 of this circular. Whether or not you are able to attend the annual general meeting in person, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting thereof should you so wish.

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DEFINITIONS

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

| | |
|-----------------------|---|
| “AGM” | the annual general meeting of the Company to be held at 4/F., Jiahua Ming Yuan, 2146 Xinhua Road, Baoan Central District, Shenzhen, the PRC on Thursday, 9 June 2022 at 2:30 p.m., the notice of which is set out on pages 44 to 48 of this circular |
| “AGM Notice” | the notice convening the AGM as set out on pages 44 to 48 of this circular |
| “Annual Report” | the annual report incorporating the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2021 |
| “Articles” | the articles of association of the Company as altered from time to time |
| “associate(s)” | has/have the meanings ascribed to it under the Listing Rules |
| “Board” | the board of Directors |
| “Company” | Jiahua Stores Holdings Limited, a company incorporated in the Cayman Islands and whose shares are listed on the Stock Exchange |
| “connected person(s)” | has/have the meanings ascribed to it under the Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Issue Mandate” | the general mandate proposed to be granted to the Directors to allot, issue and deal with Shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution |

DEFINITIONS

| | |
|------------------------------------|---|
| “Latest Practicable Date” | 21 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein |
| “Listing Rules” | the Rules Governing the Listing on Securities on the Stock Exchange |
| “PRC” | the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan |
| “Repurchase Mandate” | the general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum number of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution |
| “Securities and Futures Ordinance” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Share(s)” | the ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company |
| “Shareholders” | holder(s) of Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “substantial shareholder(s)” | has/have the meanings ascribed to it under the Listing Rules |
| “Takeovers Code” | the Hong Kong Codes on Takeovers and Mergers |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “%” | per cent. |



佳華百貨控股有限公司
Jiahua Stores Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 00602)

Executive Directors:

Mr. Zhuang Lu Kun (*Chairman*)
Mr. Zhuang Pei Zhong
Mr. Zhuang Xiao Xiong

Independent non-executive Directors:

Mr. Chin Kam Cheung
Mr. Sun Ju Yi
Mr. Ai Ji

Registered office:

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

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

Suite 715, 7th Floor
Ocean Centre, Harbour City
5 Canton Road
Tsimshatsui
Kowloon

27 April 2022

To the Shareholders

Dear sir or madam,

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

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding resolutions to be proposed at the AGM, among other things, (i) the grant of the Issue Mandate; (ii) the grant of the Repurchase Mandate; (iii) the extension of the Issue Mandate; (iv) the

LETTER FROM THE BOARD

re-election of the Directors in accordance with the Articles; and (v) the proposed amendments to the Articles of Association. The resolutions will be proposed at the AGM and are set out in the AGM Notice as contained in this circular.

1. THE ISSUE MANDATE

At the AGM, an ordinary resolution, set out in paragraph 4 of the AGM Notice, will be proposed for the Shareholders to consider and, if thought fit, to grant the Issue Mandate to the Directors to allot, issue and deal with Shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,037,500,002 Shares. Subject to the passing of the relevant resolution, the maximum number of new Shares to be issued under the Issue Mandate will be 207,500,000 Shares (assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of AGM). The full text of the ordinary resolution to be proposed at the AGM in relation to the Issue Mandate is set out in paragraph 4 of the AGM Notice.

The Issue Mandate to issue Shares will remain in effect 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 or any applicable law to be held; and (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting of the Company.

2. THE REPURCHASE MANDATE

At the AGM, an ordinary resolution set out in paragraph 5 of the AGM Notice will be proposed for the Shareholders to consider and, if thought fit, to grant the Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase Shares on the Stock Exchange, or on any other stock exchange on which the Shares may be listed subject to the criteria set out in this circular, Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution. The full text of the ordinary resolution to be proposed at the AGM in relation to the Repurchase Mandate is set out in paragraph 5 of the AGM Notice.

An explanatory statement containing all relevant information relating to the Repurchase Mandate as required pursuant to the Listing Rules to be sent to the Shareholders is set out in the Appendix I to this circular. The information in the explanatory statement is to provide the Shareholders with all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate at the AGM.

LETTER FROM THE BOARD

3. EXTEND GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution set out in paragraph 6 of the AGM Notice will be proposed that the Issue Mandate will be extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to the Repurchase Mandate being approved provided that such extended amount will not exceed 10% of the aggregate of the aggregate nominal amount of the share capital of the Company in issue on the date of the resolution approving the Issue Mandate. The full text of the ordinary resolution to be proposed at the AGM in relation to the Issue Mandate is set out in paragraph 6 of the AGM Notice.

4. RE-ELECTION OF RETIRING DIRECTORS

In relation to resolution set out in paragraph 2 of the AGM Notice regarding re-election of the Directors, Mr. Zhuang Xiao Xiong and Mr. Chin Kam Cheung will retire by rotation in accordance with articles 87(1) of the Articles and, being eligible, offer themselves for re-election at the AGM. Under resolution set out in paragraph 2 of the AGM Notice, the re-election of retiring Directors will be individually voted on by Shareholders.

Particulars of the Directors proposed to be re-elected at the AGM, which are required to be disclosed to the Listing Rules, are set out in Appendix II to this circular.

5. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On 1 January 2022, the Listing Rules were amended by, among others, adopting a uniform set of core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix III to the Listing Rules. The Board proposes to make certain amendments to the Articles of Association to conform with the said core standards for shareholder protections and to incorporate certain housekeeping changes.

Reference is made to the announcement of the Company dated 29 March 2022. In order to provide flexibility to give Shareholders the option of attending general meetings remotely through electronic means if necessary or appropriate, the Board proposes to amend the Articles of Association. The amendments also explicitly set out other related powers of the Board and the chairman of the general meetings, including making arrangements for attendance as well as ensuring the security and orderly conduct of such general meetings. Other amendments to the Articles of Association are also proposed to effect corresponding changes as well as for house-keeping purposes.

The Board also proposes to adopt the new Articles of Association in substitution for, and to the exclusion of, the existing Articles of Association.

LETTER FROM THE BOARD

A summary of the major changes brought about by the proposed adoption of the New Articles of Association are set out below:

1. to allow all general meetings (including *inter alia* annual general meeting, any adjourned meeting or postponed meeting) to be held as a physical meeting in any part of the world and at one or more locations, or as a hybrid meeting or an electronic meeting, as may be determined by the Board;
2. to insert the definitions of “electronic communication”, “electronic means”, “electronic meeting”, “hybrid meeting”, “Meeting Location”, “physical meeting” and “Principal Meeting Place”, and making corresponding changes to the relevant articles;
3. to include the additional details to be specified in a notice of general meeting in light of allowing general meetings to be held at more than one meeting location, or as a hybrid meeting or an electronic meeting;
4. to provide that the chairman of the general meeting may, with the consent of the meeting at which a quorum is present, adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (physical meeting or hybrid meeting or electronic meeting);
5. to provide for the proceedings of general meetings which are held at one or more locations, or as hybrid meetings or electronic meetings, and the powers of the Board and the chairman of the meeting in relation thereto;
6. to provide that votes may be cast by such means, electronic or otherwise, as the Board or the chairman of the meeting may determine;
7. to provide that the chairman of a general meeting may determine that the results of a poll, if certified by scrutineer(s) appointed by the Company or the chairman of the general meeting or a director or the company secretary of the Company, shall be published on the Company’s website without the requirement for the results being declared at the meeting or adjourned meeting or postponed meeting. The publication on the Company’s website of the results of the relevant poll, and an entry to that effect in the minutes of the proceedings of the Company, shall be conclusive evidence of such fact;
8. to provide that if the Board in its absolute discretion determines, the instrument appointing a proxy may be contained in an electronic communication, and the Company may, at its absolute discretion, designate from time to time an electronic address or an electronic means of submission for the receipt of any document or information relating to proxies for a general meeting; and

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9. to make other house-keeping amendments including updates to the Articles of Association in accordance with Cayman Islands laws, and make consequential amendments to be in line with the above amendments to the Existing Articles.

Please refer to Appendix III to this circular for further particulars relating to the changes to the Articles of Association brought about by the proposed adoption of the New Articles of Association.

The Company's legal advisers have confirmed that the proposed amendments conform with the requirements of Appendix III to the Listing Rules and the Cayman Islands laws. The Company also confirms that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

Details of the amendments to the Articles of Association are set out in Appendix III to this circular. A special resolution will be proposed at the AGM to approve the proposed amendments to the Articles of Association.

6. AGM

The AGM Notice is set out on pages 44 to 48 of this circular. At the AGM, resolutions will be proposed to approve, *inter alia*, the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of the Directors and the proposed amendments to the Articles of Association.

A form of proxy for the use of AGM is enclosed with this circular and published on the website of the Company (www.szbj.com) and the website of the Stock Exchange (www.hkexnews.hk). If you do not intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM. The completion and delivery of a form of proxy will not preclude you from attending and voting at the meeting in person, in such event, the form of proxy shall be deemed to be revoked.

7. RECOMMENDATION

The Directors believe that the proposed granting to the Directors of the Issue Mandates, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of the Directors and proposed amendments to the Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all of these resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

8. GENERAL INFORMATION

Your attention is drawn to the addition set out in Appendix I (Explanatory Statement), Appendix II (Particulars of the retiring directors who stand for re-election), and Appendix III (Proposed amendments to the Articles of Association) to this circular.

9. RESPONSIBILITY STATEMENT

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

Yours faithfully,
For and on behalf of the Board
Jiahua Stores Holdings Limited
Zhuang Lu Kun
Chairman

The following explanatory statement contains all the information required pursuant to Rule 10.06 of the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the AGM authorising the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

It is proposed that up to 10% of the share capital of the Company in issue at the date of the passing of the Repurchase Mandate may be repurchased. As at the Latest Practicable Date, the total number of Shares in issue were 1,037,500,002. Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares would be issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to repurchase up to a maximum of 103,750,000 Shares (being 10% of the issued share capital of the Company) during the period ending on 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 any applicable law to be held or the Articles to be held; and (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting of the Company.

2. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company the flexibility to make such repurchase when appropriate and beneficial to the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, enhance the net assets value of the Company and/or its earnings per Share. The Directors believe that it is in the best interests of the Company and the shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on The Stock Exchange.

3. IMPACT OF REPURCHASES

As compared with the financial position of the Company as at 31 December 2021 (being the date of its latest published audited accounts), the Directors consider that there might be a material adverse impact on the working capital or the gearing position of the Company in the event that the Repurchases Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirement or gearing position of the Company.

4. FUNDING OF REPURCHASES

The Company is empowered by its memorandum and articles of association and the applicable laws of the Cayman Islands to repurchase its Shares. The Cayman Islands law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profits that would otherwise

be available for distribution by way of dividend or the proceeds of a new issue of Shares made for such purpose. The amount of premium payable on repurchase may only be paid out of the fund of the Company that would otherwise be legally available for dividend or distribution or out of the share premium account of the Company for such purpose under the laws of the Cayman Islands. Under the Cayman Islands law, the Shares so repurchased will be treated as cancelled but the aggregate amount of authorized share capital will not be reduced so that the shares may be subsequently re-issued.

5. GENERAL

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of the associates of any of the Directors has any present intention, in the event that the proposed Repurchase Mandate is approved by Shareholders, to sell any Shares to the Company.

As at the Latest Practicable Date, no connected person of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of Shares held by him/her to the Company in the event that Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed Repurchase Mandate in accordance with the Listing Rules and all applicable laws of the Cayman Islands and in accordance with the regulations set out in the memorandum and articles of association of the Company.

6. EFFECT OF TAKEOVERS CODE

If as a result of a share repurchase exercised pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a shareholder or a group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Zhuang Lu Kun, Mrs. Zhuang Su Lan, Mr. Zhuang Xiao Xiong, Ms. Zhuang Xiao Yun and Ms. Chen Li Jun (collectively, the "**Zhuang's Family**") in aggregate, held 760,485,000 shares, representing approximately 73.30% of the issued share capital of the Company.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, then (if the present shareholdings otherwise remain the same), the interest of the Zhuang's Family in the Company would be increased to approximately 81.44% of the issued share capital of the Company. Such increase would not give rise to an obligation of the Zhuang's Family to make a mandatory offer under Rule 26 and 32 of the Takeovers Code but would reduce the amount of Shares held by the public

to less than 25% of the issued share capital of the Company. The Directors have no intention to repurchase Shares to such an extent which will result in the amount of the Shares held by the public being reduced to less than 25%.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeover Code as a consequence of any purchases pursuant to the Repurchase Mandate.

7. SHARE REPURCHASE MADE BY THE COMPANY

During each of six months preceding the Latest Practicable Date, no Shares have been repurchased by the Company.

8. SHARE PRICES

The monthly highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the past twelve months, were as follows:

| | Shares price per Share | |
|---|------------------------|-----------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| 2021 | | |
| April | 0.19 | 0.166 |
| May | 0.17 | 0.168 |
| June | 0.168 | 0.149 |
| July | 0.16 | 0.14 |
| August | 0.16 | 0.135 |
| September | 0.14 | 0.123 |
| October | 0.125 | 0.125 |
| November | 0.135 | 0.105 |
| December | 0.12 | 0.102 |
| 2022 | | |
| January | 0.104 | 0.085 |
| February | 0.094 | 0.075 |
| March | 0.066 | 0.059 |
| April (up to the Latest Practicable Date) | 0.060 | 0.060 |

PARTICULARS OF THE RETIRING DIRECTORS

The following is the particulars of the Directors to be retired and proposed to be re-elected at the AGM:

Mr. Zhuang Xiao Xiong

Mr. Zhuang Xiao Xiong (莊小雄), aged 39. Mr. Zhuang obtained from the University of Luton, United Kingdom a bachelor of arts degree in business administration in 2005 and a master of science degree in finance and business management in 2006. Mr. Zhuang is the deputy chairman of Shenzhen General Chamber of Commerce (Association of the Industrialists and Businessman) (深圳市總商會(工商聯)) and a committee member of the Chinese People's Political Consultative Conference of Shenzhen (政協深圳市委員會). Mr. Zhuang is the son of Mr. Zhuang Lu Kun and Mrs. Zhuang Su Lan. He joined the Group as full time member in 2006 and is responsible for the overall operation management of the Group. Mr. Zhuang has served the Group for over 16 years.

Pursuant to the terms of service contract entered into between the Company and Mr. Zhuang, he will serve as an executive Director for three years commencing from 9 February 2021. The service contract may be terminated by not less than three months' prior notice in writing served by each party on the other. Mr. Zhuang's current monthly remuneration is approximately RMB76,950.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Mr. Zhuang had a personal interest of 75,000,000 Shares (representing approximately 7.23%) of the issued share capital of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Zhuang is a son of Mr. Zhuang Lu Kun (the Chairman of the Board and the controlling shareholder (as defined in the Listing Rules) of the Company) and Mrs. Zhuang Su Lan (a controlling shareholder of the Company).

Save as disclosed in this circular, Mr. Zhuang does not have any relationship with any other Directors or the senior management of the Company, or with any other substantial shareholders or controlling shareholder of the Company. Mr. Zhuang has not held any directorship in any other listed company in the last three years immediately prior to the Latest Practicable Date.

Save as disclosed in this circular, Mr. Zhuang has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election nor is there any information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Chin Kam Cheung

Mr. Chin Kam Cheung (錢錦祥), CPA (practising), FCMA, aged 64, is a practising accountant in Hong Kong. Mr. Chin is a fellow member of the Chartered Institute of Management Accountants and a member of the Hong Kong Institute of Certified Public Accountants. He has extensive experience in auditing, accounting and financial management. Mr. Chin was appointed an Independent Non-executive Director of Excalibur Global Financial Holdings Limited (SEHK: 08350). Mr. Chin has served the Group for over 14 years.

Pursuant to the terms of service contract entered into between the Company and Mr. Chin, he will serve as an independent non-executive Director for two years commencing from 21 May 2021. The service contract may be terminated by not less than two months' prior notice in writing served by each party on the other. Mr. Chin's current annual remuneration is approximately RMB151,200.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Mr. Chin had no interest in the issued share capital of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed in this circular, Mr. Chin does not have any relationship with any Directors or the senior management of the Company, or with any substantial shareholders or controlling shareholder of the Company. He does not hold any other positions with the Company or any other member of the Group. In view of these circumstances, the Board has determined that Mr. Chin has the independence to fulfill his role as the Independent Non-executive Director of the Company effectively through he has been working as the Independent Non-executive Director of the Company for over fourteen years. Save as disclosed in this circular, Mr. Chin has not held any directorship in any other listed company in the last three years immediately prior to the Latest Practicable Date.

Save as disclosed in this circular, Mr. Chin has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election nor is there any information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

REMUNERATION OF THE DIRECTORS

The Company's policies concerning remuneration of executive Directors are as follows:

- (i) the amount of remuneration payable to the executive Directors will be determined on a case by case basis depending on the experience, responsibility, workload and the time devoted to the group of the Company;
- (ii) non-cash benefits may be provided at the discretion of the board of Directors to the Directors under their remuneration package; and
- (iii) the executive Directors may be granted, at the discretion of the board of Directors, share options under the share option scheme as part of their remuneration package.

Details of the proposed amendments to the Articles of Association are set out as follows:

Article No. Proposed amendments (showing changes to the existing Articles of Association)

1. The regulations in Table A in the Schedule to the ~~Companies Law~~ Companies Act (Revised) do not apply to the Company.

2.(1) The following definitions be inserted and integrated with the existing definitions in alphabetical order:

“electronic communication” a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other electron magnetic means in any form through any medium.

“electronic means” include sending or otherwise making available to the intended recipients of the communication an electronic communication.

“electronic meeting” a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members, proxies and/or Directors by means of electronic facilities.

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

“Law” ~~The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised~~ Revised) of the Cayman Islands.

“Listing Rules” the rules of the Designated Stock Exchange.

“Meeting Location” has the meaning given to it in Article 64A.

Article No. Proposed amendments (showing changes to the existing Articles of Association)

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

“Principal Meeting Place” has the meaning given to it in Article 59(2).

- 2.(2) (e) expressions referring to writing and written shall, unless the contrary intention appears, be construed as including handwriting, printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words or figures partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or nNotice and the Member’s election comply with all applicable Statutes, rules and regulations;
- (h) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a nNotice or document include a nNotice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;
- (i) Section 8 and Section 19 of the Electronic Transactions LawAct (2003Revised) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles-;

Article No. Proposed amendments (showing changes to the existing Articles of Association)

- (j) references to a meeting shall mean a meeting convened and held in any manner permitted by these Articles, and any Members, proxies and/or Directors (including, without limitation, the chairman of such meeting) attending and participating by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and other applicable laws, rules and regulations and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;

- (k) references to a person’s participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes and other applicable laws, rules and regulations or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;

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

- (m) where a Member is a corporation, any reference in these Articles to a Member shall where the context requires, refer to a duly authorised representative of such Member;

- (n) nothing in these Articles precludes the holding and conducting of a general meeting in such a way that persons who are not present together at the same place or places may by electronic means attend and participate in it.

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| 10 | <p>Subject to the Law and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than <u>at least</u> three-fourths in nominal value of the voting rights of the issued shares of that class or with the sanction <u>approval</u> of a special resolution passed <u>by at least three-fourths of the voting rights of the holders of the shares of that class present and voting in person or by proxy</u> at a separate general meeting of the such holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, <i>mutatis mutandis</i>, apply, but so that:</p> <p>(a) the necessary quorum (other than and at an adjourned meeting or a postponed meeting) shall be two <u>a person or persons together</u> (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy <u>or duly authorised representative of at least one-third in nominal value of the issued shares of that class</u> and at any adjourned meeting or postponed meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum; and</p> |
| 23 | <p>Subject to these Articles, the Company may sell in such manner as the Board determines any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged nor until the expiration of fourteen (14) clear days after a an Notice in writing, stating and demanding payment of the sum presently payable, or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving an Notice of the intention to sell in default, <u>has been served, in the manner in which Notices may be sent to Members of the Company as provided in these Articles</u>, on the registered holder for the time being of the share or the person entitled thereto by reason of his <u>such holder's death; or bankruptcy or winding-up.</u></p> |

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| 44 | <p>The Register and branch register of Members, as the case may be, shall be open to<u>for</u> inspection for at least two (2) hours on every business day by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed <u>in accordance with the terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)</u> at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.</p> |
| 56 | <p>An annual general meeting of the Company shall be held in each <u>financial</u> year <u>and shall specify the meeting as such in the notice calling it</u>, other than the year of the Company's adoption of these Articles (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles, unless a longer period would not infringe the rules of the Designated Stock Exchange, if any), and such annual general meeting shall be held within six (6) months after the end of the Company's financial year, at such time and place as may be determined by the Board.</p> |
| 57 | <p>Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General meetings may be held in any part(s) of the world as may be determined by the Board. All general meetings (including annual general meeting, any adjourned meeting or postponed meeting) may be held in such manner either (a) as a physical meeting in any part of the world and at one or more locations as provided in Article 64A, or (b) as a hybrid meeting, or (c) as an electronic meeting, as may be determined by the Board in its absolute discretion.</p> |

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| 58 | <p>The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding <u>as</u> at the date of deposit of the requisition <u>in aggregate</u> not less than one-tenth of the paid-up capital <u>the voting rights, on a one vote per share basis, in the share capital</u> of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by <u>may also make</u> a written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition <u>and/or add resolutions to the agenda of a meeting</u>; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p> |
| 59 | <p>(1) An annual general meeting and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by not less than twenty-one (21) clear days' Notice. All other general meetings may be called by not less than fourteen (14) clear days' Notice but a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:</p> <ul style="list-style-type: none"><li data-bbox="443 1193 1406 1264">(a) in the case of a meeting called as an annual general meeting, by all the Members <u>or their proxies</u> entitled to attend and vote thereat; and<li data-bbox="443 1310 1406 1493">(b) in the any other case of any other meeting, by a majority in number of the Members <u>or their proxies</u> having the right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right. |

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- (2) The Notice shall specify:
- (a) the time and date of the meeting;
 - (b) save for an electronic meeting, the place of the meeting and if there is more than one Meeting Location as determined by the Board pursuant to Article 64A, the principal place of the meeting (the “Principal Meeting Place”) and the other place(s) of the meeting;
 - (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the Notice shall include a statement to that effect and with details of the electronic facilities or electronic platform for attendance and participation by electronic means at the meeting (which electronic facilities or electronic platform may vary from time to time and from meeting to meeting as the Board, in its sole discretion, may see fit) or where such details will be made available by the Company prior to the meeting; and
 - (d) particulars of resolutions to be considered at the meeting.
- (3) ~~(2) The notice shall specify the time and place of the meeting and, in case of special business, the general nature of the business. The nNotice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such nNotices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.~~
- (4) The Board shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement or change of the relevant general meeting may occur automatically without further notice including, without limitation, where a tropical cyclone warning signal no. 8 or above, black rainstorm warning or other similar event is in force at any time prior to or at the time of the general meeting on the day of the general meeting.

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| 61 | (2) No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present (<u>including attendance by electronic means</u>) in person or by proxy or (in the case of a Member being a corporation) by its duly authorised representative shall form a quorum for all purposes. |
| 62 | If within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and (<u>where applicable</u>) <u>same place(s)</u> or to such time and (<u>where applicable</u>) <u>such place(s) as the Board and in such form and manner referred to in Article 57 as the chairman of the meeting (or in default, the Board)</u> may <u>absolutely</u> determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved. |
| 64 | <u>Subject to Article 64C, the chairman of the meeting</u> may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time (<u>or indefinitely</u>) and/or from place to place(s) and/or from one form to another (<u>physical meeting, hybrid meeting or electronic meeting</u>) as the meeting shall determine , but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice <u>Notice</u> of the adjourned meeting shall be given specifying the time and place of the adjourned meeting details set out in Articles 59(2) and 59(3) in the same manner as in the case of an original meeting but it shall not be necessary to specify in such Notice <u>Notice</u> the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give Notice <u>Notice</u> of an adjournment. |

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- 64A (1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“Meeting Location(s)”). Any Member or (in the case of a Member being a corporation) its duly authorised representative or any proxy attending and participating in such way or any Member or (in the case of a Member being a corporation) its duly authorised representative or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.

- (2) All general meetings are subject to the followings and, where appropriate, all references to a “Member” or “Members” in this paragraph (2) shall include a duly authorised representative or duly authorised representatives or a proxy or proxies respectively:
 - (a) where a Member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;

 - (b) Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy at the Meeting Location(s) and/or Members attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members attending at all Meeting Locations and Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;

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(c) where Members attend a meeting by being present at one of the Meeting Locations and/or where Members attend and participate in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or, in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members or proxies to access, or continue to access, the electronic facilities, shall not affect the validity of the meeting or the resolutions passed thereat, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and

(d) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.

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

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64C If it appears to the chairman of the general meeting that:

- (a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 64A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or
- (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or
- (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or
- (d) there is violence or threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

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

64D The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place and determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises and/or the electronic facilities at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

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64E If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place and/or by means of the electronic facilities specified in the Notice calling the meeting, it may (a) postpone the meeting to another date and/or time and/or (b) change the place and/or electronic facilities and/or the form of the meeting (physical meeting, hybrid meeting or electronic meeting), without approval from the Members. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement or change of the relevant general meeting may occur automatically without further notice, including without limitation, where a tropical cyclone warning signal no. 8 or above, black rainstorm warning or other similar event is in force at any time prior to or at the time of the meeting on the day of the meeting. This Article shall be subject to the followings:

- (a) when either (1) a meeting is postponed in accordance with this Article, or (2) there is a change in the place and/or the form of the meeting, the Company shall (a) endeavour to post a Notice of such postponement or change on the Company's website as soon as reasonably practicable (provided that failure to post such a Notice shall not affect the automatic postponement or change of such meeting); and (b) subject to and without prejudice to Article 64, unless already specified in the original Notice of the meeting or included in the Notice posted on the Company's website as stated above, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting, specify the date and time by which proxies shall be submitted in order to be valid at such postponed or changed meeting (provided that any valid proxy submitted for the original meeting shall continue to be valid for the postponed or changed meeting unless revoked or replaced by a new proxy), and shall give the Members reasonable notice of such details in such manner as the Board may determine;
- (b) when only the electronic facilities specified in the Notice are changed, the Board shall notify the Members of details of such change in such manner as the Board may determine; and

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| | <p>(c) <u>Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the Members.</u></p> |
| 64F | <p><u>All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Articles 64C and 64H, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of that meeting and/or resolutions passed at that meeting.</u></p> |
| 64G | <p><u>Without prejudice to other provisions in Articles 64A to 64F, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to speak or communicate and vote thereat simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u></p> |
| 64H | <p><u>Without prejudice to Articles 64A to 64G, and subject to the Statutes and the rules of any Designated Stock Exchange and any other applicable laws, the Board may resolve to enable persons entitled to attend an electronic meeting to do so by simultaneous attendance by means of electronic facilities with no Member necessarily in physical attendance and without any particular Meeting Location being designated. Each Member or (in the case of a Member being a corporation) its duly authorised representative or its proxy shall be counted in the quorum for, and entitled to vote at, the electronic meeting in question, and that general meeting shall be duly constituted and its proceedings valid if the Chairman of the electronic meeting is satisfied that adequate facilities are available throughout the electronic meeting to ensure that Members attending the electronic meeting who are not present together at the same place may, by means of electronic facilities, attend and speak or communicate and vote at it.</u></p> |

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| 66 | <p>(1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a show of hands <u>(a) every Member present in person (or being a corporation, is present by a duly authorised representative), or by proxy shall have one vote and have the right to speak; (b) on a show of hands, every member present in such manner shall have one vote, and (c) and on a poll every Member present in such manner person or by proxy or, in the case of a Member being a corporation, by its duly authorize representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. A resolution put to the vote of a meeting <u>in the case of a physical meeting</u>, shall be decided on a show of hands unless voting by way of a poll is required by the rules of the Designated Stock Exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:</u></p> <p>(2) <u>In the case of a physical meeting, where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:</u></p> |
| 67 | <p>Unless a poll is duly demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. <u>The chairman of the meeting may determine that the results of the poll, if certified by scrutineer(s) appointed by the Company or the chairman of the meeting or a Director or the Secretary, shall be published on the Company's website without the requirement for the results being declared at any meeting or adjourned meeting or postponed meeting. The publication on the Company's website of the results of the relevant poll which shows that a resolution has been carried or lost or has or has not been carried by any particular majority, and an entry to that effect in the minutes of the proceedings of the Company, shall, in the absence of manifest error, be conclusive evidence of such fact.</u></p> |

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| 71 | <p>On a poll votes may be given either personally or by proxy. Votes (whether on a show of hands or by way of a poll) may be cast by such means, electronic or otherwise, as the Board or the chairman of the meeting may in its/his sole discretion determine.</p> |
| 72 | <p><u>On a poll, votes may be given either personally or by proxy.</u> A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.</p> |
| 75 | <p>(1) A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, whether on a show of hands or on a poll, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote on a poll by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, <u>adjourned meeting, postponed meeting,</u> or poll, as the case may be.</p> <p>(2) Any person entitled under Article 53 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight (48) hours at least before the time of the holding of the meeting or <u>adjourned meeting or postponed meeting,</u> as the case may be, at which he proposes to vote, he shall satisfy the Board of his entitlement to such shares, or the Board shall have previously admitted his right to vote at such meeting in respect thereof.</p> |
| 76(2) | <p><u>All Members of the Company (including a member which is a recognized clearing house (or its nominee(s))) shall have the right to speak and vote at a general meeting except where</u> Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange <u>Listing Rules,</u> required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, <u>in which case</u> any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p> |

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- 77 If:
 - (a) any objection shall be raised to the qualification of any voter; or
 - (b) any votes have been counted which ought not to have been counted or which might have been rejected; or
 - (c) any votes are not counted which ought to have been counted;

the objection or error shall not vitiate the decision of the meeting or adjourned meeting or postponed meeting on any resolution unless the same is raised or pointed out at the meeting or, as the case may be, the adjourned meeting or postponed meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman of the meeting decides that the same may have affected the decision of the meeting. The decision of the chairman of the meeting on such matters shall be final and conclusive.

78 Any Member (including a corporation) entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy or representative to attend and vote instead of ~~him~~such Member. A corporation which is a Member may execute a form of proxy under the hand of a duly authorised officer. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise as if it were an individual Member present at any general meeting.

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| 79 | <p>The instrument appointing a proxy shall be in writing <u>and if the Board in its absolute discretion determines, may be contained in an electronic communication, and: (i) if in writing but not contained in an electronic communication,</u> under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person <u>duly</u> authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts; <u>or (ii) in the case of an appointment contained in an electronic communication, submitted by or on behalf of the appointer, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine.</u></p> |
| 80 | <p>(1) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) <u>or received by the Company at the specified electronic address or electronic means of submission as the Company may designate in accordance with the following paragraph, (2) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting or postponed meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or postponed meeting or on a poll demanded at a meeting or an adjourned meeting or postponed meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked. In calculating the notice period of forty-eight (48) hours as stated in this Article 77(1), no account is to be taken of any part of a day which is not a business day.</u></p> |

Article No. Proposed amendments (showing changes to the existing Articles of Association)

(2) The Company may, at its absolute discretion, designate from time to time an electronic address or an electronic means of submission for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address or electronic means of submission is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that electronic address or by such electronic means of submission, subject to any other limitations or conditions specified by the Company when providing the electronic address or electronic means of submission. Without limitation, the Company may from time to time determine that any such electronic address or electronic means of submission may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses or electronic means of submission for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address or via its designated electronic means of submission in accordance with this Article or if no electronic address or electronic means of submission is so designated by the Company for the receipt of such document or information.

Article No. Proposed amendments (showing changes to the existing Articles of Association)

81 Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the ~~n~~Notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution-resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment or postponement of the meeting as for the meeting to which it relates~~;~~, provided that the meeting was originally held within twelve (12) months from such date. The Board or at any meeting, the chairman of the meeting, may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Articles has not been received in accordance with the requirements of these Articles. Subject to aforesaid, if the proxy appointment and any of the information required under these Articles is not received in the manner set out in these Articles, the appointee shall not be entitled to vote in respect of the shares in question.

- | Article No. | Proposed amendments (showing changes to the existing Articles of Association) |
|-------------|---|
| 84 | <p>(1) Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of Members. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation <u>which he represents</u> could exercise <u>as if it were an individual Member</u> and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.</p> <p>(2) If a clearing house (or its nominee(s)), being a corporation, is a Member, it may <u>appoint proxies or</u> authorise such persons as it thinks fit to act as its corporate representatives, <u>who enjoy rights equivalent to the rights of other Members,</u> at any meeting of the Company <u>(including but not limited to general meetings and creditors meetings)</u> or at any 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 representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) <u>which he represents as the clearing house (or its nominee(s)) could exercise as if such person was/were a natural person Member holding the number and class of shares specified in such authorisation, the registered holder of the shares of the Company held by the clearing house (or its nominee(s))</u> including the right to <u>speak and</u> vote individually on a show of hands or <u>on a poll</u>.</p> |
| 86(3) | <p>The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first annual general meeting of Members after his appointment and be subject to re-election at such meeting and or any Director appointed by the Board as an addition to the existing Board shall hold office only until the <u>first next following</u> annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election.</p> |

- | Article No. | Proposed amendments (showing changes to the existing Articles of Association) |
|-------------|---|
| 86(5) | The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director (<u>including a managing director or other executive director</u>) at any time before the expiration of his term period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement). |
| 103 (1) | <p>A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associates is materially interested, but this prohibition shall not apply to any of the following matters namely:</p> <ul style="list-style-type: none">(i) <u>the giving of any security or indemnity either:</u><ul style="list-style-type: none">(i) (a) to the any contract or arrangement for giving to such Director or his close associate(s) any security or indemnity in respect of money lent by him or any of his associates or obligations incurred or undertaken by him or any of his associates<u>them</u> at the request of or for the benefit of the Company or any of its subsidiaries; <u>or</u>(ii) any contract or arrangement for the giving of any security or indemnity (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his <u>close</u> associate(s) has himself/ themselves assumed responsibility in whole or in part <u>and</u> whether alone or jointly under a guarantee or indemnity or by the giving of security;(iii) (ii) any contract or arrangement<u>proposal</u> concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his <u>close</u> associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;(iii) <u>any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:</u><ul style="list-style-type: none">(a) <u>the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or</u> |

Article No. Proposed amendments (showing changes to the existing Articles of Association)

- (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;
- (iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company;
- ~~(v) any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which the Director and any of his associates are not in aggregate beneficially interested in five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of any of his associate is derived); or~~
- ~~(vi) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.~~
- 104(2) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by ~~Section 157H~~ of the Companies Ordinance (Chapter 32622 of the Laws of Hong Kong) as in force at the date of adoption of these Articles, and except as permitted under the Law, the Company shall not directly or indirectly :
- 116(2) Directors may participate in any meeting of the Board by means of a conference telephone, electronic facilities or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.

| Article No. | Proposed amendments (showing changes to the existing Articles of Association) |
|-------------|--|
| 122 | <p>A resolution in writing signed by all the Directors except such as are temporarily unable to act through ill-health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid shall (provided that such number is sufficient to constitute a quorum and further provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive nNotices of Board meetings in the same manner as nNotices of meetings are required to be given by these Articles) be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid. <u>A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his signature to such resolution in writing for the purpose of this Article; and a certificate in writing signed by a Director or the Secretary on such notification of consent shall be conclusive evidence thereof. Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.</u></p> |
| 154 | <p>The requirement to send to a person referred to in Article 152 the documents referred to in that article or a summary financial report in accordance with Article 153 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Article 152 and, if applicable, a summary financial report complying with Article 153, on the Company's computer network website or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</p> |

| Article No. | Proposed amendments (showing changes to the existing Articles of Association) |
|-------------|---|
| 155 | <p>(1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall appoint an auditor <u>by ordinary resolution</u>, to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.</p> <p>(2) The Members may, at any general meeting convened and held in accordance with these Articles, by special<u>ordinary</u> resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.</p> |
| 157 | The remuneration of the Auditor shall be fixed by the Company in general meeting <u>by ordinary resolution of the Members or by other body that is independent of the Board</u> or in such manner as the Members may determine. |
| 158 | If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall, <u>subject to the compliance with the Listing Rules</u> , fill the vacancy and fix the remuneration of the Auditor so appointed. |

| Article No. | Proposed amendments (showing changes to the existing Articles of Association) |
|-------------|---|
| 161 | <p>(1) Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange <u>and any amendments thereto for the time being in force</u>), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or <u>electronic communication and any such Notice and document may be given or issued by the following means:</u> communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”).</p> |

Article No. Proposed amendments (showing changes to the existing Articles of Association)

- (a) by serving it personally on the relevant person by hand;
- (b) by sending it through the post in a prepaid envelope addressed to the relevant person at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;
- (c) by delivering or leaving it at such address as aforesaid;
- (d) by placing an advertisement in appropriate newspapers or other publications and where applicable, in accordance with the requirements of the Designated Stock Exchange;
- (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may, where required by the Company, provide to the Company for this purpose, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;
- (f) by publishing it on the Company's website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the Notice, document or publication is available on the Company's website (a "**notice of availability**"); or
- (g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.

Article No. Proposed amendments (showing changes to the existing Articles of Association)

- (2) The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website.
- (3) In the case of joint holders of a share all Notices shall be given to that one of the joint holders whose name stands first in the Register and Notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
- (4) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every Notice, document and information in respect of such share, which, prior to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.
- (5) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which notices can be served upon him.
- (6) Subject to any applicable laws, rules and regulations and these Articles, any Notice, document or publication, including but not limited to the documents referred to in Articles 149, 150 and 158 and any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange, may be given in the English language only or in both the English language and the Chinese language save that a Notice, document or publication may be given to a Member in the Chinese language only if such Member so requests.

| Article No. | Proposed amendments (showing changes to the existing Articles of Association) |
|-------------|---|
| 162 | <p data-bbox="379 336 774 368">Any Notice or other document:</p> <p data-bbox="379 417 1410 793">(a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the Nnotice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;</p> <p data-bbox="379 842 1410 1219">(b) if sent by electronic communication <u>(other than by making it available on the Company's website)</u>, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent; <u>and in proving such transmission or sending of Notice or document thereof, a certificate in writing signed by the Secretary or other person appointed by the Board as to the act and time of such transmission or sending of Notice or document thereof, shall be conclusive evidence thereof.</u> A Notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;</p> <p data-bbox="379 1268 1410 1495">(c) <u>if published on the Company's website or the website of the Designated Stock Exchange, shall be deemed to have been served on the day on which the Notice, document or publication first so appears on such website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;</u></p> <p data-bbox="379 1544 1410 1838">(ed) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and</p> |

Article No. Proposed amendments (showing changes to the existing Articles of Association)

(d) ~~may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.~~

(e) if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.

165(1) Subject to Article 165(2), ~~t~~The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.

166(2) Subject to the Companies Act, the Company may by Special Resolution resolve that the Company be wound up voluntarily. If the Company shall be wound up (whether the liquidation is voluntary, ~~under supervision~~ or by the court) the liquidator may, with the authority of a special resolution ~~of the Company~~ and any other sanction required by the ~~Companies Act~~Law divide among the ~~m~~Members *in specie* or kind the whole or any part of the assets of the Company.

FINANCIAL YEAR

170 Unless the Board otherwise determines, the financial year of the Company shall end on 31 December each year and shall begin on 1 January each year.



佳華百貨控股有限公司
Jiahua Stores Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 00602)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Jiahua Stores Holdings Limited (the “**Company**”) will be held at 4/F., Jiahua Ming Yuan, 2146 Xinhua Road, Baoan Central District, Shenzhen, the PRC on Thursday, 9 June 2022 at 2:30 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and approve the audited consolidated financial statements, the Company’s audited financial statements, the reports of directors and independent auditors of the Company for the year ended 31 December 2021.
2. To re-elect the retiring directors (the “**Directors**”) of the Company and to authorise the board (the “**Board**”) of Directors to fix their remuneration.
3. To re-appoint BDO Limited as independent auditor of the Company and authorise the Board to fix its remuneration.
4. As special business, to consider and, if thought fit, to pass, with or without amendments, the following resolutions as ordinary resolutions:

“THAT

- (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all powers 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 (including but not limited to bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

AGM NOTICE

- (b) the approval in paragraph (a) of this resolution above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including but not limited to bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or
 - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed the aggregate of 20% of the existing issued share capital of the Company as at the date of this resolution and the said approval shall be limited accordingly;
- (d) for the purpose 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 law to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

“**Rights Issue**” means an offer of shares or other securities of the Company 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 exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China).

AGM NOTICE

5. As special business, to consider and, if thought fit, to pass, with or without amendment the following resolution as ordinary resolution:

“THAT

- (a) subject to paragraph (b) of this resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange, be and is hereby generally and unconditionally approved and authorised;
 - (b) the aggregate nominal amount of shares of the Company to be repurchased or agreed conditionally or unconditionally by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the existing issued share capital of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and
 - (c) for the purpose 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 law to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
6. As special business, to consider and, if thought fit, to pass, with or without amendment the following resolution as ordinary resolution:

“THAT conditional upon passing of ordinary resolutions set out in paragraphs 4 and 5 as set out in the notice convening this AGM, the aggregate nominal amount of shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution set out in paragraph 5 shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted, issue and deal with by the Directors pursuant to resolution set out in paragraph 4 above.”

AGM NOTICE

SPECIAL RESOLUTION

7. To consider and, if thought fit, pass with or without modification the following resolution as a special resolution:

“**THAT** the amendments to the articles of association of the Company (the “**Articles of Association**”) set out in Appendix III to the circular of the Company dated 27 April 2022 of which this notice forms part be and are hereby approved and the amended and restated Articles of Association (a copy of which having been produced before the meeting and signed by the chairman of the meeting for the purpose of identification) be and is hereby adopted as the new articles of association of the Company.”

For and on behalf of the Board
Jiahua Stores Holdings Limited
Zhuang Lu Kun
Chairman

Shenzhen, the PRC, 27 April 2022

Registered office:

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

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

Suite 715, 7th Floor
Ocean Centre, Harbour City
5 Canton Road
Tsimshatsui
Kowloon

Notes:

- (1) Any member entitled to attend and vote at the AGM is entitled to appoint one proxy or if he is the holder of two or more shares, more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company. To be valid all forms of proxies together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof must be deposited with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the AGM.
- (2) The register of members of the Company will be closed from Monday, 6 June 2022 to Thursday, 9 June 2022 (both days inclusive). In order to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Thursday, 2 June 2022, Hong Kong time.
- (3) In view of the recent development of the coronavirus pandemic caused by coronavirus disease 2019 (COVID-19), and in order to better protect the safety and health of the shareholders of the Company, a series of pandemic precautionary measures will be implemented at the venue of the AGM: (i) compulsory body temperature check will be conducted for every person at the entrance of the venue of AGM. Any person with a body temperature of over 37.5 degrees Celsius will not be admitted to the venue; and (ii) every person is required to wear facial mask at the venue of the AGM.

AGM NOTICE

- (4) The Company will not serve refreshment at the AGM to avoid the coming into close contact amongst participants. The Company wishes to remind its shareholders and other participants who will attend the AGM in person to take personal precautions and abide by the requirements of pandemic precaution and control at the venue of the AGM. The Company also advises its shareholders to attend and vote at the AGM by way of non-physical presence. The shareholders of the Company may choose to vote by filling in and submitting the relevant proxy form of the AGM, and appoint the chairman of the AGM as a proxy to vote on relevant resolution(s) as instructed in accordance with the relevant proxy form instead of attending the AGM in person.
- (5) The completion and return of a form of proxy and/or supplement proxy will not preclude a member from attending and voting at the AGM in person. If such member attends the AGM in person, his form of proxy and/or supplement proxy will be deemed to have been revoked.
- (6) With reference to resolution set out in paragraph 2 above, Messrs, Zhuang Xiao Xiong, and Messrs, Chin Kam Cheung will retire by rotation and, being eligible, offer themselves for re-election at the AGM.
- (7) With reference to resolutions set out in paragraphs 4, 5 and 6 above, the Directors wish to state that they have no immediate plans to repurchase any existing shares or to issue any new shares or options or warrants pursuant to the relevant mandate.
- (8) In the case of a joint holding, any one of such persons may vote at the AGM, either in person or by proxy; but if more than one joint holders are present at the AGM in person or by proxy, the said person whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- (9) If a “black” rainstorm warning signal or a tropical cyclone warning signal number 8 or above is in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m. on Thursday, 9 June 2022, an announcement will be made in such event to notify the Shareholders of any alternative date for the AGM.
- (10) The circular of the Company dated 27 April 2022 and the accompanying proxy form have been sent to the shareholders of the Company together with the 2021 Annual Report of the Company.

As as the date of this notice, the Directors are:

Executive Directors:

Mr. Zhuang Lu Kun, Mr. Zhuang Pei Zhong and Mr. Zhuang Xiao Xiong

Independent non-executive Directors:

Mr. Chin Kam Cheung, Mr. Sun Ju Yi, Mr. Ai Ji