

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

If you have sold all your shares in China Resources Mixc Lifestyle Services Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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



華潤萬象生活有限公司

China Resources Mixc Lifestyle Services Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1209)

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

The notice convening the Annual General Meeting of China Resources Mixc Lifestyle Services Limited (the "Company") to be held at 46th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 14 June 2022 at 3:00 p.m. is set out on pages 48 to 52 of this circular. Whether or not you intend to attend the Annual General Meeting, Shareholders are advised to read the notice and to complete and return the accompanying form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon to the Company's principal place of business of the Company at 46th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time for holding the Annual General Meeting or any adjournment thereof. Completion of the form of proxy will not preclude the shareholders from attending and voting at the meeting if they so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page 1 of this document for measures being taken to try to prevent and control the spread of the COVID-19 at the Annual General Meeting, including:

- **compulsory temperature checks and health declarations**
- **wearing of surgical face masks**
- **no distribution of corporate gifts and refreshments**

Any person who does not comply with the precautionary measures may be denied entry into the Annual General Meeting venue. The Company requires attendees to wear face masks and reminds Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

CONTENTS

	<i>Page</i>
PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING	1
DEFINITIONS	3
LETTER FROM THE BOARD	5
APPENDIX I — EXPLANATORY STATEMENT	10
APPENDIX II — PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	13
APPENDIX III — DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION	43
NOTICE OF ANNUAL GENERAL MEETING	48

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing coronavirus disease 2019 (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the Annual General Meeting to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the Annual General Meeting venue or be required to leave the Annual General Meeting venue.
- (ii) Attendees are required to wear surgical face masks inside the Annual General Meeting venue at all times, and to maintain a safe distance between seats.
- (iii) No refreshments will be served, and there will be no corporate gifts.
- (iv) Other measures may be required by the governmental authority.

To the extent permitted under law, the Company reserves the right to deny entry into the Annual General Meeting venue or require any person to leave the Annual General Meeting venue in order to ensure the safety of the attendees at the Annual General Meeting.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting in person.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

If Shareholders choosing not to attend the Annual General Meeting in person have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company via investor relations department as follows:

Investor Relations

Email: ir_mixc@crland.com.cn

Tel: 852-2877 2330

Fax: 852-2877 9068

If Shareholders have any questions relating to the Annual General Meeting, please contact Tricor Investor Services Limited, the Company's Branch Share Registrar as follows:

Tricor Investor Services Limited

Level 54, Hopewell Centre,

183 Queen's Road East

Wanchai, Hong Kong

E-mail: is-enquiries@hk.tricorglobal.com

Tel: 852-2980 1333

Fax: 852-2810 8185

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 46th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 14 June 2022 at 3:00 p.m., notice of which is set out on pages 48 to 52 of this circular
“Articles of Association”	the amended and restated memorandum and articles of association of the Company, conditionally adopted by special resolution passed on 19 November 2020 and effective on 9 December 2020
“Branch Share Registrar”	Tricor Investor Services Limited
“Company”	China Resources Mixc Lifestyle Services Limited, a company incorporated in the Cayman Islands with its shares listed on the Stock Exchange
“CRCL”	China Resources Company Limited, a company incorporated in the PRC, is the ultimate holding company of the Company
“CR Holdings”	China Resources (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability, ultimately held by CRCL and the intermediate holding company of the Company
“CR Land”	China Resources Land Limited, a company incorporated in the Cayman Islands with limited liability whose issued shares are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 1109), ultimately held by CRCL and the immediate holding company of the Company
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Latest Practicable Date”	22 April 2022, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“PRC”	the People’s Republic of China
“Repurchase Proposal”	the proposal to give a general mandate to the Directors to exercise the powers of the Company to repurchase Shares during the period as set out in the Repurchase Resolution up to a maximum of 10% of the issued Shares at the date of the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution number 5 of the notice of the Annual General Meeting
“Share(s)”	share(s) of US\$0.00001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“US\$”	United States dollar, the lawful currency of the United States
“%”	Per Cent



華潤萬象生活有限公司

China Resources Mixc Lifestyle Services Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1209)

Directors:

Executive Directors

Mr. YU Linkang (*President*)

Mr. WANG Haimin

Ms. WEI Xiaohua

Ms. YANG Hongxia

Non-executive Directors

Mr. LI Xin (*Chairman*)

Mr. GUO Shiqing

Independent Non-executive Directors

Mr. LAU Ping Cheung Kaizer

Mr. CHEUNG Kwok Ching

Mr. CHAN Chung Yee Alan

Ms. QIN Hong

Company Secretary:

Mr. LO Chi Lik, Peter

Registered Office:

PO Box 309, Ugland House,

Grand Cayman,

KY1-1104,

Cayman Islands

**Principal Place of Business
in Hong Kong:**

46/F, China Resources Building

26 Harbour Road

Wanchai, Hong Kong

Hong Kong, 29 April 2022

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with the information and seek your approval as set out in the notice of Annual General Meeting of the relevant ordinary resolutions to be proposed at the Annual General Meeting and to provide you with information regarding (i) proposal for general mandates to issue Shares and to repurchase Shares, (ii) proposed amendments to the Articles of Association, and (iii) re-election of retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting of the Company held on 8 June 2021, a general mandate was given to the Directors to exercise the power of the Company to allot, issue and deal with Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. It will be proposed at the Annual General Meeting two ordinary resolutions respectively granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the issued Shares at the date of the resolution (i.e. not exceeding 456,500,000 Shares based on the issued Shares of 2,282,500,000 Shares as at the Latest Practicable Date and assuming that such issued Shares remain the same at the date of passing the resolution) and adding to such general mandate so granted to the Directors any Shares repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the issued Shares at the date of the Repurchase Resolution.

GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting of the Company held on 8 June 2021, a general mandate was given to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange. Such mandate will lapse at the conclusion of the Annual General Meeting. It is therefore proposed to seek your approval of an ordinary resolution to be proposed at the Annual General Meeting to give a fresh general mandate to the Directors to exercise the powers of the Company to repurchase Shares. An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Proposal is set out in Appendix I hereto.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 30 March 2022 in relation to the proposed amendments to the Articles of Association.

The board of Directors (the “**Board**”) of the Company has proposed to seek shareholders’ approval by way of a special resolution to adopt the amended and restated memorandum and articles of association (the “**Amended and Restated Articles of Association**”) in order to reflect certain amendments in the applicable laws of the Cayman Islands and the Listing Rules, and to better facilitate the business and corporate governance needs of the Company.

The proposed adoption of the Amended and Restated Articles of Association is subject to the approval of the shareholders of the Company by way of a special resolution at the Annual General Meeting. The major proposed amendments in the Amended and Restated Articles of Association are summarized as follows:

1. To elaborate on the general powers of the Company vested in the board of Directors of the Company;
2. To expressly provide for that subject to the Companies Act, the Company may by special resolution be wound up voluntarily;

LETTER FROM THE BOARD

3. To expressly provide for that the financial year of the Company starts on 1 January and ends on 31 December in each year; and
4. Other amendments to better align with the wordings in the applicable laws of the Cayman Islands and the Listing Rules, and the relevant consequential and housekeeping changes.

Please refer to Appendix II to this circular for the full particulars of the proposed amendments in the Amended and Restated Articles of Association. The proposed amendments are prepared in the English language and the Chinese language translation of the proposed amendments is for reference only. In the event of any inconsistencies between the English language version and the Chinese language version of the proposed amendments, the English language version shall prevail.

The resolution in relation to proposed amendments to the Articles of Association will be proposed at the Annual General Meeting for approval of the Shareholders by way of a special resolution.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors of the Company are Mr. YU Linkang, Mr. WANG Haimin, Ms. WEI Xiaohua and Ms. YANG Hongxia; the non-executive Directors of the Company are Mr. LI Xin (Chairman) and Mr. GUO Shiqing; and the independent non-executive Directors of the Company are Mr. LAU Ping Cheung Kaizer, Mr. CHEUNG Kwok Ching, Mr. CHAN Chung Yee Alan and Ms. QIN Hong.

Pursuant to article 16.2 of the Articles of Association of the Company, Mr. YU Linkang (**Mr. YU**), Mr. LI Xin (**Mr. LI**), Mr. LAU Ping Cheung Kaizer (**Mr. LAU**) and Mr. CHEUNG Kwok Ching (**Mr. CHEUNG**) shall retire from office at the Annual General Meeting and shall be eligible and offer themselves for re-election.

The nomination committee of the Company had identified candidate pursuant to criteria set out in the nomination policy adopted by the Company and assessed and reviewed the written annual confirmation of independence given by each of Mr. LAU and Mr. CHEUNG to the Company based on the independence criteria as set out in Rule 3.13 of the Listing Rules. Each of Mr. LAU and Mr. CHEUNG is not and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. The Board is also not aware of any circumstance that might influence Mr. LAU and Mr. CHEUNG in exercising independent judgment, and is satisfied that they have the required character, integrity, independence and experience to fulfill the role of an independent non-executive director and they will be able to maintain an independent view of the Group's affairs. Therefore, the Board considers them to be independent. In addition, the Board considered that Mr. LAU and Mr. CHEUNG, being independent non-executive Directors with diverse business and professional background, they could make good use of differences in the talents, skills, knowledge, regional and industry experience, professional experience, cultural, educational background as well as other qualities to contribute to the diversity of the Board. The Board is also of the view that

LETTER FROM THE BOARD

Mr. LAU and Mr. CHEUNG would bring to the Board their own perspectives, skills and valuable experience and, alongside the other independent non-executive Directors, contributed to ensuring that the interests of the Shareholders were taken into account and that relevant issues were subject to objective and dispassionate consideration by the Board.

Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix III hereto.

ANNUAL GENERAL MEETING

Set out on pages 48 to 52 of this circular is the notice convening the Annual General Meeting.

ACTION TO BE TAKEN

A form of proxy for use at the Annual General Meeting is enclosed herewith. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's principal place of business at 46th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of a form of proxy will not prevent you from attending and voting in person at the Annual General Meeting if you so wish.

VOTING BY WAY OF POLL

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

To the extent that the Directors are aware, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the proposed resolutions at the Annual General Meeting.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the Repurchase Proposal, the proposed general mandate for Directors to issue new Shares, the proposed extension of the generate mandate to issue new Shares, the proposed amendments to the Articles of Association and the proposed re-election of retiring Directors are all in the best interest of the Company and its Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of such resolutions to be proposed at the Annual General Meeting.

RESPONSIBILITY STATEMENT

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

Yours faithfully,
LI Xin
Chairman

This Appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the total number of issued Shares as at the date of the Repurchase Resolution.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,282,500,000 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares will be issued or repurchased from the Latest Practical Date up to and including date of the Annual General Meeting, the Company would be allowed under the Repurchase Proposal to repurchase a maximum of 228,250,000 Shares representing not more than 10% of the issued Shares as at the Latest Practicable Date.

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Proposal is in the best interests of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and Articles of Association and the applicable law and regulations of Hong Kong and the Cayman Islands. The law of the Cayman Islands provides that the amount to be repaid in connection with a share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report for the year ended 31 December 2021 in the event that the Repurchase Proposal was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	HK\$	HK\$
April 2021	48.85	43.00
May 2021	48.30	40.75
June 2021	55.25	42.00
July 2021	54.70	38.60
August 2021	47.00	37.35
September 2021	43.25	34.25
October 2021	45.90	40.35
November 2021	42.60	37.50
December 2021	41.90	33.30
January 2022	45.90	30.30
February 2022	46.90	38.80
March 2022	40.80	28.60
April 2022 (up to the Latest Practicable Date)	42.00	35.10

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Resolution and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Proposal if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the Shareholders.

The Company confirms that the explanatory statement set out in this Appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the Repurchase Proposal has unusual features.

6. TAKEOVERS CODE

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

As at the Latest Practicable Date, CRCL is interested in 1,682,666,000 Shares (representing approximately 73.72% of the total issued Shares as at the Latest Practicable Date). In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Proposal, then (if the present shareholdings remain the same) the attributable interests of CRCL would be increased to approximately 81.91% of the issued Shares and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Proposal to such an extent as to result in the number of Shares held by the public being reduced to less than 25%.

7. SHARE REPURCHASES MADE BY THE COMPANY

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

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

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
1.	<p>THE COMPANIES LAW (2020 REVISION) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p>AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p>OF</p> <p>CHINA RESOURCES MIXC LIFESTYLE SERVICES LIMITED 華潤萬象生活有限公司</p> <p>(conditionally adopted by special resolution passed on 19 November 2020 and effective on 9 December 2020)</p>	<p>THE COMPANIES LAW (2020 REVISION) ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p>AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p>OF</p> <p>CHINA RESOURCES MIXC LIFESTYLE SERVICES LIMITED 華潤萬象生活有限公司</p> <p>(conditionally adopted by special resolution passed on [●]19 November 20202 and effective on 9 December 2020)</p>
2.	<p>1 Exclusion of Table A The regulations contained in Table A in the First Schedule to the Companies Law shall not apply to the Company.</p>	<p>1 Exclusion of Table A The regulations contained in Table A in the First Schedule to the Companies Law <u>Act</u> shall not apply to the Company.</p>
3.	<p>2 Interpretation 2.1 The marginal notes to these Articles shall not affect the interpretation hereof.</p> <p>2.2 In these Articles, unless there be something in the subject or context inconsistent therewith:</p> <p>“Articles” shall mean these Articles of Association and all supplementary, amended or substituted Articles for the time being in force.</p>	<p>2 Interpretation 2.1 The marginal notes to these Articles shall not affect the interpretation hereof.</p> <p>2.2 In these Articles, unless there be something in the subject or context inconsistent therewith:</p> <p>“Articles” shall mean these Articles of Association and all supplementary, amended or substituted Articles for the time being in force.</p>

The Articles of Association			
No.	Original Articles of Association		Amended and Restated Articles of Association
	“associate”	shall have the meaning given to it in the Listing Rules.	“associate” shall have the meaning given to it in the Listing Rules.
	“Auditors”	shall mean the persons appointed by the Company from time to time to perform the duties of auditors of the Company.	“Auditors” shall mean the persons appointed by the Company from time to time to perform the duties of auditors of the Company.
	“black rainstorm warning”	shall have the meaning given to it in the Interpretation and General Clauses Ordinance (Cap. 1 of the Laws of Hong Kong).	“black rainstorm warning” shall have the meaning given to it in the Interpretation and General Clauses Ordinance (Cap. 1 of the Laws of Hong Kong).
	“Board”	shall mean the majority of the Directors present and voting at a meeting of Directors at which a quorum is present.	“Board” shall mean the majority of the Directors present and voting at a meeting of Directors at which a quorum is present.
	“business day”	shall mean a day on which the Exchange generally is open for the business of dealing in securities in Hong Kong. Notwithstanding the foregoing, where the Exchange is closed for business of dealing in securities in Hong Kong on a day by reason of a gale warning, black rainstorm warning or other similar event, such day shall for the purpose of any notice sent under these Articles be counted as a business day.	“business day” shall mean a day on which the Exchange generally is open for the business of dealing in securities in Hong Kong. Notwithstanding the foregoing, where the Exchange is closed for business of dealing in securities in Hong Kong on a day by reason of a gale warning, black rainstorm warning or other similar event, such day shall for the purpose of any notice sent under these Articles be counted as a business day.
	“capital”	shall mean the share capital from time to time of the Company.	“capital” shall mean the share capital from time to time of the Company.
	“Chairman”	shall mean the Chairman presiding at any meeting of members or of the Board.	“Chairman” shall mean the Chairman presiding at any meeting of members or of the Board.

The Articles of Association			
No.	Original Articles of Association		Amended and Restated Articles of Association
	“close associate”	shall have the meaning given to it in the Listing Rules.	“close associate” shall have the meaning given to it in the Listing Rules.
	“Companies Law”	shall mean the Companies Law (2020 Revision), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.	“Companies Law-Act ” shall mean the Companies Law (2020 Revision) <u>Act (As Revised)</u> , Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
	“Companies Ordinance”	shall mean the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) as in force from time to time.	“Companies Ordinance” shall mean the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) as in force from time to time.
	“Company”	shall mean China Resources Mixc Lifestyle Services Limited 華潤萬象生活有限公司.	“Company” shall mean China Resources Mixc Lifestyle Services Limited 華潤萬象生活有限公司.
	“Company’s Website”	shall mean the website of the Company, the address or domain name of which has been notified to members.	“Company’s Website” shall mean the website of the Company, the address or domain name of which has been notified to members.
	“Director”	shall mean any director from time to time of the Company.	“Director” shall mean any director from time to time of the Company.
	“dividend”	shall include bonus dividends and distributions permitted by the Companies Law to be categorised as dividends.	“dividend” shall include bonus dividends and distributions permitted by the Companies Law-Act to be categorised as dividends.
	“electronic”	shall have the meaning given to it in the Electronic Transactions Law.	“electronic” shall have the meaning given to it in the Electronic Transactions Law-Act .
	“electronic means”	shall include sending or otherwise making available to the intended recipients of the communication in electronic format.	“electronic means” shall include sending or otherwise making available to the intended recipients of the communication in electronic format.

The Articles of Association			
No.	Original Articles of Association		Amended and Restated Articles of Association
	<p>“Electronic Signature” shall mean an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication.</p> <p>“Electronic Transactions Law” shall mean the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p> <p>“Exchange” shall mean The Stock Exchange of Hong Kong Limited.</p> <p>“gale warning” shall have the meaning given to it in the Interpretation and General Clauses Ordinance (Cap. 1 of the Laws of Hong Kong).</p> <p>“holding company” shall have the meaning attributed to such term in the Companies Ordinance.</p> <p>“Listing Rules” shall mean the Rules Governing the Listing of Securities on the Exchange as amended from time to time.</p> <p>“members” shall mean the persons who are duly registered as the holders from time to time of shares in the register including persons who are jointly so registered.</p> <p>“Memorandum” shall mean the memorandum of association of the Company.</p>	<p>“Electronic Signature” shall mean an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication.</p> <p>“Electronic Transactions Law-Act” shall mean the Electronic Transactions Law (2003 Revision) <u>Act (As Revised)</u> of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p> <p>“Exchange” shall mean The Stock Exchange of Hong Kong Limited.</p> <p>“gale warning” shall have the meaning given to it in the Interpretation and General Clauses Ordinance (Cap. 1 of the Laws of Hong Kong).</p> <p>“holding company” shall have the meaning attributed to such term in the Companies Ordinance.</p> <p>“Listing Rules” shall mean the Rules Governing the Listing of Securities on the Exchange as amended from time to time.</p> <p>“members” shall mean the persons who are duly registered as the holders from time to time of shares in the register including persons who are jointly so registered.</p> <p>“Memorandum” shall mean the memorandum of association of the Company.</p>	

The Articles of Association			
No.	Original Articles of Association		Amended and Restated Articles of Association
	<p>“month” shall mean a calendar month.</p> <p>“ordinary resolution” shall mean a resolution passed by a simple majority of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting held in accordance with these Articles and includes an ordinary resolution passed pursuant to Article 13.10.</p> <p>“principal register” shall mean the register of members of the Company maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time.</p> <p>“published in the newspapers” shall mean published as a paid advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper, being in each case a newspaper published daily and circulating generally in Hong Kong in accordance with the Listing Rules.</p> <p>“published on the Exchange’s website” shall mean published in English and Chinese on the Exchange’s website in accordance with the Listing Rules.</p>	<p>“month” shall mean a calendar month.</p> <p>“ordinary resolution” shall mean a resolution passed by a simple majority of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting held in accordance with these Articles and includes an ordinary resolution passed pursuant to Article 13.10.</p> <p>“principal register” shall mean the register of members of the Company maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time.</p> <p>“published in the newspapers” shall mean published as a paid advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper, being in each case a newspaper published daily and circulating generally in Hong Kong in accordance with the Listing Rules.</p> <p>“published on the Exchange’s website” shall mean published in English and Chinese on the Exchange’s website in accordance with the Listing Rules.</p>	

The Articles of Association			
No.	Original Articles of Association		Amended and Restated Articles of Association
	<p>“recognised clearing house” shall have the meaning ascribed thereto in Part I of Schedule 1 of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p> <p>“register” shall mean the principal register and any branch registers.</p> <p>“rights issue” shall mean an offer by way of rights to existing holders of securities of the Company which enables those holders to subscribe for securities in proportion to their existing holdings.</p> <p>“seal” shall include the common seal of the Company, the securities seal or any duplicate seal adopted by the Company pursuant to Article 22.2.</p> <p>“Secretary” shall mean the person appointed as company secretary by the Board from time to time.</p> <p>“share” shall mean a share in the capital of the Company.</p>	<p>“recognised clearing house” shall have the meaning ascribed thereto in Part I of Schedule 1 of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p> <p>“register” shall mean the principal register and any branch registers.</p> <p>“rights issue” shall mean an offer by way of rights to existing holders of securities of the Company which enables those holders to subscribe for securities in proportion to their existing holdings.</p> <p>“seal” shall include the common seal of the Company, the securities seal or any duplicate seal adopted by the Company pursuant to Article 22.2.</p> <p>“Secretary” shall mean the person appointed as company secretary by the Board from time to time.</p> <p>“share” shall mean a share in the capital of the Company.</p>	

The Articles of Association			
No.	Original Articles of Association		Amended and Restated Articles of Association
	<p>“special resolution” shall have the same meaning as ascribed thereto in the Companies Law and shall include a unanimous written resolution of all members: for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, and includes a special resolution passed pursuant to Article 13.10.</p>		<p>“special resolution” shall have the same meaning as ascribed thereto in the Companies Law<u>Act</u> and shall include a unanimous written resolution of all members: for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, and includes a special resolution passed pursuant to Article 13.10.</p>
	<p>“subsidiary” shall have the meaning attributed to such term in the Companies Ordinance, but interpreting the term “subsidiary” in accordance with the definition of “subsidiary” under the Listing Rules.</p>		<p>“subsidiary” shall have the meaning attributed to such term in the Companies Ordinance, but interpreting the term “subsidiary” in accordance with the definition of “subsidiary” under the Listing Rules.</p>
	<p>“transfer office” shall mean the place where the principal register is situate for the time being.</p>		<p>“transfer office” shall mean the place where the principal register is situate for the time being.</p>
	<p>2.3 Subject as aforesaid, any words defined in the Companies Law shall, if not inconsistent with the subject and/or context, bear the same meanings in these Articles.</p>		<p>2.3 Subject as aforesaid, any words defined in the Companies Law<u>Act</u> shall, if not inconsistent with the subject and/or context, bear the same meanings in these Articles.</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
	<p>2.4 Words importing either gender shall include the other gender and the neuter; words importing persons and the neuter shall include companies and corporations and vice versa; and words denoting the singular shall include the plural and words denoting the plural shall include the singular.</p> <p>2.5 "Writing" or "printing" shall include writing, printing, lithograph, photograph, type-writing and every other mode of representing words or figures in a legible and non-transitory form and, only where used in connection with a notice served by the Company on members or other persons entitled to receive notices hereunder, shall also include a record maintained in an electronic medium which is accessible in visible form so as to be useable for subsequent reference.</p> <p>2.6 Sections 8 and 19(3) of the Electronic Transactions Law shall not apply.</p>	<p>2.4 Words importing either gender shall include the other gender and the neuter; words importing persons and the neuter shall include companies and corporations and vice versa; and words denoting the singular shall include the plural and words denoting the plural shall include the singular.</p> <p>2.5 "Writing" or "printing" shall include writing, printing, lithograph, photograph, type-writing and every other mode of representing words or figures in a legible and non-transitory form and, only where used in connection with a notice served by the Company on members or other persons entitled to receive notices hereunder, shall also include a record maintained in an electronic medium which is accessible in visible form so as to be useable for subsequent reference.</p> <p>2.6 Sections 8 and 19(3) of the Electronic Transactions Law <u>Act</u> shall not apply.</p>
4.	<p>3.2 Subject to the provisions of these Articles and to any direction that may be given by the Company in general meeting and without prejudice to any special rights conferred on the holders of any existing shares or attaching to any class of shares, any share may be issued with or have attached thereto such preferred, deferred, qualified or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise, and to such persons at such times and for such consideration as the Board may determine. Subject to the Companies Law and to any special rights conferred on any members or attaching to any class of shares, any share may, with the sanction of a special resolution, be issued on terms that it is, or at the option of the Company or the holder thereof is, liable to be redeemed. No shares shall be issued to bearer.</p>	<p>3.2 Subject to the provisions of these Articles and to any direction that may be given by the Company in general meeting and without prejudice to any special rights conferred on the holders of any existing shares or attaching to any class of shares, any share may be issued with or have attached thereto such preferred, deferred, qualified or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise, and to such persons at such times and for such consideration as the Board may determine. Subject to the Companies Law <u>Act</u> and to any special rights conferred on any members or attaching to any class of shares, any share may, with the sanction of a special resolution, be issued on terms that it is, or at the option of the Company or the holder thereof is, liable to be redeemed. No shares shall be issued to bearer.</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
5.	<p>3.4 If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Companies Law, be varied or abrogated with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class</p>	<p>3.4 If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Companies Law<u>Act</u>, be varied or abrogated with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class.</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
6.	<p>3.7 Subject to the Companies Law, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the members, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.</p>	<p>3.7 Subject to the Companies Law<u>Act</u>, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the members, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
7.	3.10 Subject to the provisions of the Companies Act and the Memorandum, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holders are, liable to be redeemed on such terms and in such manner, including out of capital, as determined by a special resolution.	3.10 Subject to the provisions of the Companies Law-Act and the Memorandum, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holders are, liable to be redeemed on such terms and in such manner, including out of capital, as determined by a special resolution.
8.	3.14 Subject to the provisions of the Companies Law, the Memorandum and these Articles relating to new shares, the unissued shares in the Company (whether forming part of its original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration, and upon such terms, as the Board shall determine.	3.14 Subject to the provisions of the Companies Law-Act , the Memorandum and these Articles relating to new shares, the unissued shares in the Company (whether forming part of its original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration, and upon such terms, as the Board shall determine.
9.	3.15 The Company may, unless prohibited by law, at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the Companies Law shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the shares are issued.	3.15 The Company may, unless prohibited by law, at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the Companies Law-Act shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the shares are issued.
10.	4.1 The Board shall cause to be kept at such place within or outside the Cayman Islands as it deems fit a principal register of the members and there shall be entered therein the particulars of the members and the shares issued to each of them and other particulars required under the Companies Law.	4.1 The Board shall cause to be kept at such place within or outside the Cayman Islands as it deems fit a principal register of the members and there shall be entered therein the particulars of the members and the shares issued to each of them and other particulars required under the Companies Law-Act .

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
11.	4.4 Notwithstanding anything contained in this Article 4, the Company shall as soon as practicable and on a regular basis record in the principal register all transfers of shares effected on any branch register and shall at all times maintain the principal register in such manner as to show at all times the members for the time being and the shares respectively held by them, in all respects in accordance with the Companies Law.	4.4 Notwithstanding anything contained in this Article 4, the Company shall as soon as practicable and on a regular basis record in the principal register all transfers of shares effected on any branch register and shall at all times maintain the principal register in such manner as to show at all times the members for the time being and the shares respectively held by them, in all respects in accordance with the Companies Law <u>Act</u> .
12.	4.5 For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Companies Law in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.	4.5 For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Companies Law <u>Act</u> in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
13.	<p>4.11 Every person whose name is entered as a member in the register shall be entitled to receive, within any relevant time limit as prescribed in the Companies Law or as the Exchange may from time to time determine, whichever is shorter, and subject to payment of any fees which may be payable pursuant to Article 7.8, after allotment or lodgement of transfer, or within such other period as the conditions of issue shall provide, one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.</p>	<p>4.11 Every person whose name is entered as a member in the register shall be entitled to receive, within any relevant time limit as prescribed in the Companies Law-Act or as the Exchange may from time to time determine, whichever is shorter, and subject to payment of any fees which may be payable pursuant to Article 7.8, after allotment or lodgement of transfer, or within such other period as the conditions of issue shall provide, one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
14.	<p>10 Alteration of Capital</p> <p>10.1 The Company may from time to time by ordinary resolution:</p> <p>(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares. On any consolidation of fully paid shares and division into shares of larger amount, the Board may settle any difficulty which may arise as it thinks expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of shares to be consolidated determine which particular shares are to be consolidated into each consolidated share, and if it shall happen that any person shall become entitled to fractions of a consolidated share or shares, such fractions may be sold by some person appointed by the Board for that purpose and the person so appointed may transfer the shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) may either be distributed among the persons who would otherwise be entitled to a fraction or fractions of a consolidated share or shares rateably in accordance with their rights and interests or may be paid to the Company for the Company's benefit;</p> <p>(b) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled subject to the provisions of the Companies Law; and</p>	<p>10 Alteration of Capital</p> <p>10.1 The Company may from time to time by ordinary resolution:</p> <p>(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares. On any consolidation of fully paid shares and division into shares of larger amount, the Board may settle any difficulty which may arise as it thinks expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of shares to be consolidated determine which particular shares are to be consolidated into each consolidated share, and if it shall happen that any person shall become entitled to fractions of a consolidated share or shares, such fractions may be sold by some person appointed by the Board for that purpose and the person so appointed may transfer the shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) may either be distributed among the persons who would otherwise be entitled to a fraction or fractions of a consolidated share or shares rateably in accordance with their rights and interests or may be paid to the Company for the Company's benefit;</p> <p>(b) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled subject to the provisions of the Companies Law<u>Act</u>; and</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
	<p>(c) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association of the Company, subject nevertheless to the provisions of the Companies Law, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights, over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.</p> <p>10.2 The Company may by special resolution reduce its share capital or any capital redemption reserve in any manner authorised and subject to any conditions prescribed by the Companies Law.</p>	<p>(c) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association of the Company, subject nevertheless to the provisions of the Companies Law<u>Act</u>, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights, over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.</p> <p>10.2 The Company may by special resolution reduce its share capital or any capital redemption reserve in any manner authorised and subject to any conditions prescribed by the Companies Law<u>Act</u>.</p>
15.	<p>11.5 The Board shall cause a proper register to be kept, in accordance with the provisions of the Companies Law, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Companies Law in regard to the registration of mortgages and charges therein specified and otherwise.</p>	<p>11.5 The Board shall cause a proper register to be kept, in accordance with the provisions of the Companies Law<u>Act</u>, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Companies Law<u>Act</u> in regard to the registration of mortgages and charges therein specified and otherwise.</p>
16.	<p>12.1 The Company shall hold a general meeting as its annual general meeting in each year other than the year of the Company's adoption of these Articles, within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise). The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.</p>	<p>12.1 The Company shall hold a general meeting as its annual general meeting in each <u>financial</u> year other than the year of the Company's adoption of these Articles, within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise). The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
17.	<p>12.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more members holding together, as at the date of deposit of the requisition, shares representing not less than one-tenth of the paid up capital, of the Company which carry the right of voting at general meetings of the Company. The written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company, specifying the objects of the meeting and signed by the requisitionist(s). If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>	<p>12.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more members holding together, as at the date of deposit of the requisition, shares representing not less than one-tenth of the paid-up capital <u>voting rights, one vote per share</u> basis, of the Company which carry the right of voting at general meetings of the Company. The written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company, specifying the objects of the meeting <u>and the resolutions to be added to the meeting agenda, and</u> and signed by the requisitionist(s). If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
18.	14.1 Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.	14.1 Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, <u>(a) every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have the right to speak, (b) on a show of hands, every member present in such manner shall have one vote, and (c) on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy such manner shall have one vote for each share registered in his name in the register.</u> On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.
19.	16.1 The number of Directors shall not be less than two.	16.1 The number of Directors shall not be less than two. <u>16.1A The Company shall appoint a secretary of the Board and set up an office of the Board to establish or maintain the corporate governance system of the Company, the daily operation of the Board and other relevant work. The secretary of the Board shall be a senior management of the Company and shall be responsible to the Board.</u>
20.	16.2 The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.	16.2 The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following <u>first annual</u> general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election at that meeting.

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
21.	16.3 The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Companies Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.	16.3 The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Companies Law <u>Act</u> , the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.
22.	16.5 The Company shall keep at its registered office a register of directors and officers containing their names and addresses and any other particulars required by the Companies Law and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify to the Registrar of Companies of the Cayman Islands any change that takes place in relation to such Directors as required by the Companies Law.	16.5 The Company shall keep at its registered office a register of directors and officers containing their names and addresses and any other particulars required by the Companies Law <u>Act</u> and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify to the Registrar of Companies of the Cayman Islands any change that takes place in relation to such Directors as required by the Companies Law <u>Act</u> .
23.	16.6 The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provision of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.	16.6 The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his period <u>term</u> of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provision of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
24.	<p>18.1 Subject to any exercise by the Board of the powers conferred by Articles 19.1 to 19.3, the management of the business of the Company shall be vested in the Board which, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the Companies Law expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Companies Law and these Articles and to any regulation from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.</p>	<p>18.1 Subject to any exercise by the Board of the powers conferred by Articles 19.1 to 19.3, the management of the business of the Company shall be vested in the Board which, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things <u>(including but not limited to mid term/long term development decisions, appointment, assessment and remuneration policies of the managerial members, remuneration policies of employees and management of major financial items)</u> as may be exercised or done or approved by the Company and are not hereby or by the Companies Law<u>Act</u> expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Companies Law<u>Act</u> and these Articles and to any regulation from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
25.	<p>18.3 Except as would be permitted by the Companies Ordinance if the Company were a company incorporated in Hong Kong, and except as permitted under the Companies Law Act, the Company shall not directly or indirectly:</p> <p>(a) make a loan to a Director or his close associates or a director of any holding company of the Company or a body corporate controlled by such a director or Director;</p> <p>(b) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director or a body corporate controlled by such a director or Director; or</p> <p>(c) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.</p>	<p>18.3 Except as would be permitted by the Companies Ordinance if the Company were a company incorporated in Hong Kong, and except as permitted under the Companies Law <u>Act</u>, the Company shall not directly or indirectly:</p> <p>(a) make a loan to a Director or his close associates or a director of any holding company of the Company or a body corporate controlled by such a director or Director;</p> <p>(b) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director or a body corporate controlled by such a director or Director; or</p> <p>(c) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.</p>
26.	<p>21.1 The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board. Anything by the Companies Law or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary appointed by the Board, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically in that behalf by the Board.</p>	<p>21.1 The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board. Anything by the Companies Law <u>Act</u> or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary appointed by the Board, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically in that behalf by the Board.</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
27.	21.2 A provision of the Companies Law or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.	21.2 A provision of the Companies Law <u>Act</u> or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.
28.	23.1 The Company in general meeting may upon the recommendation of the Board by ordinary resolution resolve that it is desirable to capitalise all or any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or funds or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of dividend on any shares with a preferential right to dividend) and accordingly that such sums be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares, debentures or other securities of the Company to be allotted and distributed credited as fully paid up to and amongst such members in proportion aforesaid or partly in one way and partly in the other, and the Board shall give effect to such resolution, provided that a share premium account and a capital redemption reserve and any reserve or fund representing unrealised profits may, for the purposes of this Article, only be applied in paying up unissued shares to be issued to members as fully paid up shares or paying up calls or instalments due or payable on partly paid securities of the Company subject always to the provisions of the Companies Law.	23.1 The Company in general meeting may upon the recommendation of the Board by ordinary resolution resolve that it is desirable to capitalise all or any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or funds or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of dividend on any shares with a preferential right to dividend) and accordingly that such sums be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares, debentures or other securities of the Company to be allotted and distributed credited as fully paid up to and amongst such members in proportion aforesaid or partly in one way and partly in the other, and the Board shall give effect to such resolution, provided that a share premium account and a capital redemption reserve and any reserve or fund representing unrealised profits may, for the purposes of this Article, only be applied in paying up unissued shares to be issued to members as fully paid up shares or paying up calls or instalments due or payable on partly paid securities of the Company subject always to the provisions of the Companies Law <u>Act</u> .

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
29.	24.1 Subject to the Companies Law and these Articles, the Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board.	24.1 Subject to the Companies Law <u>Act</u> and these Articles, the Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board.
30.	24.12 The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. The Company may apply the share premium account in any manner permitted by the Companies Law. The Company shall at all times comply with the provisions of the Companies Law in relation to the share premium account.	24.12 The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. The Company may apply the share premium account in any manner permitted by the Companies Law <u>Act</u> . The Company shall at all times comply with the provisions of the Companies Law <u>Act</u> in relation to the share premium account.

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
31.	24.19 The Board, with the sanction of the members in general meeting, may direct that any dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may disregard fractional entitlements, round the same up or down or provide that the same shall accrue to the benefit of the Company, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective. Where required, a contract shall be filed in accordance with the provisions of the Companies Law and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend and such appointment shall be effective.	24.19 The Board, with the sanction of the members in general meeting, may direct that any dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may disregard fractional entitlements, round the same up or down or provide that the same shall accrue to the benefit of the Company, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective. Where required, a contract shall be filed in accordance with the provisions of the Companies Law <u>Act</u> and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend and such appointment shall be effective.
32.	27 Annual Returns and Filings The Board shall make the requisite annual returns and any other requisite filings in accordance with the Companies Law.	27 Annual Returns and Filings The Board shall make the requisite annual returns and any other requisite filings in accordance with the Companies Law <u>Act</u> .
33.	28.1 The Board shall cause to be kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions and otherwise in accordance with the Companies Law.	28.1 The Board shall cause to be kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions and otherwise in accordance with the Companies Law <u>Act</u> .

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
34.	28.2 The books of account shall be kept at the Company's principal place of business in Hong Kong or, subject to the provisions of the Companies Law, at such other place or places as the Board thinks fit and shall always be open to inspection by the Directors.	28.2 The books of account shall be kept at the Company's principal place of business in Hong Kong or, subject to the provisions of the Companies Law-Act , at such other place or places as the Board thinks fit and shall always be open to inspection by the Directors.
35.	28.3 The Board shall from time to time determine whether, to what extent, at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to inspection by the members (other than officers of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the Companies Law or any other relevant law or regulation or as authorised by the Board or by the Company in general meeting.	28.3 The Board shall from time to time determine whether, to what extent, at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to inspection by the members (other than officers of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the Companies Law-Act or any other relevant law or regulation or as authorised by the Board or by the Company in general meeting.

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
36.	<p>28.6 To the extent permitted by and subject to due compliance with these Articles, the Companies Law and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies Law, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies Law and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.</p>	<p>28.6 To the extent permitted by and subject to due compliance with these Articles, the Companies Law-Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies Law-Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies Law-Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
37.	<p>29.2 The Company shall at every annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</p>	<p>29.2 The Company shall at every annual general meeting <u>by ordinary resolution</u> appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed <u>by ordinary resolution</u>, provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
38.	<p>32 Winding Up</p> <p>32.1 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 Law divide among the members in specie or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the Companies Law, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.</p>	<p>32 Winding Up</p> <p><u>32.1 Subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily.</u></p> <p>32.1<u>32.2</u> 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 Law <u>Act</u> divide among the members in specie or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the Companies Law <u>Act</u>, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
	<p>32.2 If the Company shall be wound up, and the assets available for distribution amongst the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively. If in a winding up the assets available for distribution amongst the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital paid up at the commencement of the winding up on the shares held by them respectively. This Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.</p>	<p>32.2<u>32.3</u> If the Company shall be wound up, and the assets available for distribution amongst the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively. If in a winding up the assets available for distribution amongst the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital paid up at the commencement of the winding up on the shares held by them respectively. This Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
	<p>32.3 In the event of a winding-up of the Company in Hong Kong, every member who is not for the time being in Hong Kong shall be bound, within 14 days after the passing of an effective resolution to wind up the Company voluntarily, or the making of an order for the winding-up of the Company, to serve notice in writing on the Company appointing some person resident in Hong Kong and stating that person's full name, address and occupation upon whom all summonses, notices, process, orders and judgments in relation to or under the winding-up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such member to appoint some such person, and service upon any such appointee, whether appointed by the member or the liquidator, shall be deemed to be good personal service on such member for all purposes, and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such member by advertisement as he shall deem appropriate or by a registered letter sent through the post and addressed to such member at his address as appearing in the register, and such notice shall be deemed to be service on the day following that on which the advertisement first appears or the letter is posted.</p>	<p>32.3<u>32.4</u> In the event of a winding-up of the Company in Hong Kong, every member who is not for the time being in Hong Kong shall be bound, within 14 days after the passing of an effective resolution to wind up the Company voluntarily, or the making of an order for the winding-up of the Company, to serve notice in writing on the Company appointing some person resident in Hong Kong and stating that person's full name, address and occupation upon whom all summonses, notices, process, orders and judgments in relation to or under the winding-up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such member to appoint some such person, and service upon any such appointee, whether appointed by the member or the liquidator, shall be deemed to be good personal service on such member for all purposes, and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such member by advertisement as he shall deem appropriate or by a registered letter sent through the post and addressed to such member at his address as appearing in the register, and such notice shall be deemed to be service on the day following that on which the advertisement first appears or the letter is posted.</p>

The Articles of Association		
No.	Original Articles of Association	Amended and Restated Articles of Association
39.	33.2 Subject to the Companies Law, if any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.	33.2 Subject to the Companies Law <u>Act</u> , if any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.
40.	34 Financial Year The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it.	34 Financial Year The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it. <u>Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31 December in each year and, following the year of incorporation, shall begin on 1 January in each year.</u>
41.	35 Amendment of Memorandum and Articles Subject to the Companies Law, the Company may at any time and from time to time by special resolution alter or amend the Memorandum and these Articles in whole or in part.	35 Amendment of Memorandum and Articles Subject to the Companies Law <u>Act</u> , the Company may at any time and from time to time by special resolution alter or amend the Memorandum and these Articles in whole or in part.
42.	36 Transfer by Way of Continuation The Company shall, subject to the provisions of the Companies Law and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.	36 Transfer by Way of Continuation The Company shall, subject to the provisions of the Companies Law and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.
43.	37 Mergers and Consolidations The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Companies Law), upon such terms as the Directors may determine.	37 Mergers and Consolidations The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Companies Law <u>Act</u>), upon such terms as the Directors may determine.

Mr. YU Linkang (*Executive Director*)

Mr. YU Linkang (喻霖康先生), aged 50, has been the Director since July 2020 and was appointed as an executive Director and the president of the Company in August 2020. Mr. YU has approximately 29 years of experience in real estate investment, commercial operation and corporate management.

Mr. YU worked in China Resources Hotel in Beijing (北京華潤飯店) from August 1992 to September 1996, where he successively served as the deputy manager and manager of the food and beverage department. He worked in Longdation Enterprises Limited (隆地企業有限公司) from September 1996 to December 2000, where he successively served as the supervisor, deputy manager and manager of the investment management department. Mr. YU served as the assistant general manager of Shenzhen Foreign Trade Center (深圳對外貿易中心) from December 2000 to June 2003, the chairman and general manager of Shenzhen Hotel Kapok Co., Ltd. (深圳市木棉花酒店有限公司) from January 2002 to June 2003, and the deputy general manager of Hotel Kapok Co., Ltd. (木棉花酒店有限公司) from June 2003 to November 2004.

From November 2004 to May 2011, Mr. YU served as the deputy general manager of China Resources Shenzhen (which has been a subsidiary of CR Land since October 2005), during which he concurrently served as the general manager of China Resources Shenzhen Bay Development Co., Ltd. (華潤深圳灣發展有限公司) from December 2008 to May 2011. He was the deputy general manager of Shenzhen region from May 2011 to August 2013. From August 2013 to July 2016, he served as the director for commercial real estate, general manager of Wuhan region as well as the assistant president of CR Land. In July 2016, he was appointed as the vice president of CR Land, managing the Group's business, in particular the commercial operational services business. Since November 2018 and March 2020, he has been respectively appointed as the senior vice president of CR Land and the chairman of its property management business, managing the overall operation and business of the Group. Mr. YU was appointed as the Group's president in August 2020 to continue leading the management of the Group and ceased his appointment at CR Land. He received the Commercial Real Estate Leader Award (商業地產領軍人物獎) granted by the China Commercial Real Estate Industry Annual Award Panel (中國商業地產行業年度獎項評委會) for the year 2018 and 2020.

Mr. YU obtained a bachelor's degree in hotel management from Beijing International Studies University in the PRC in 1992 and a MBA degree from Wright State University in Ohio, the United States in 2006.

Save as disclosed above, Mr. YU did not hold any directorship in other listed public companies in the last three years and did not hold any other position with the Company and other members of the Group.

Mr. YU has entered into a service contract with the Company for a term of three years commencing from the listing date of the Company. However, he will be subject to rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the articles of association of the Company. Mr. YU will not receive Director's fee from the Company. Mr. YU is entitled to receive a monthly salary of RMB131,400 which was determined with reference to his duties and responsibilities with the Company. Save as disclosed above, Mr. YU is and was not connected with any Directors, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. YU subscribed and holds interests in 358,304 Shares under the employee preferential offering through the asset management schemes established by CICC Financial Trading Limited within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. YU has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

Mr. LI Xin (*Non-executive Director*)

Mr. LI Xin (李欣先生), aged 50, has been the Director since July 2020 and was appointed as a non-executive Director in August 2020. He has experience in corporate management and real estate development management. He is the Chairman of nomination committee and a member of remuneration committee of the Company.

Mr. LI joined CR Holdings in August 1994, where he successively served at the personnel department of the then China Resources National Corporation (currently known as China Resources Company Limited), as director of Chongqing Kuixing Industrial Co., Ltd. (重慶奎星實業股份有限公司), as managing director of Chongqing Runlong Industrial Co., Ltd. (重慶潤隆實業有限公司), and as manager and senior manager of Longdation Enterprises Limited (隆地企業有限公司). He joined CR Land in July 2001, where he successively served from July 2001 to June 2013 as the general manager of the corporate development department of CR Land, general manager of China Resources (Dalian) Co., Ltd. (華潤(大連)有限公司), vice president of CR Land, and general manager of the Shenyang region and other positions. He was appointed as the senior vice president of CR Land in June 2013 and concurrently served as the general manager of Shenyang region, responsible for business development of Northeast China region. He was appointed as the co-president of CR Land and chairman of East China Region in July 2016, responsible for the business development of East China region (known as Shanghai region prior to November 2016) of CR Land. Since April 2017, Mr. LI has been appointed as an executive director of CR Land, where he is currently the chairman of the executive committee and the corporate social responsibility committee, and a member of the nomination committee and the corporate governance committee. Subsequently, Mr. LI was appointed as the president of CR Land in December 2018 and concurrently serve as the chairman of East China Region.

Mr. LI obtained a bachelor of economics degree in investment economics management from Dongbei University of Finance and Economics in the PRC and a master of engineering degree in project management from The Hong Kong Polytechnic University in 1994 and 2005, respectively.

Save as disclosed above, Mr. LI did not hold any directorship in other listed public companies in the last three years and did not hold any other position with the Company and other members of the Group.

Mr. LI has entered into a service contract with the Company for a term of three years commencing from the listing date of the Company. However, he will be subject to rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the articles of association of the Company. Mr. LI will not receive Director's fee from the Company. Save as disclosed above, Mr. LI is and was not connected with any Directors, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. LI did not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. LI has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

Mr. LAU Ping Cheung Kaizer (*Independent non-executive Director*)

Mr. LAU Ping Cheung Kaizer GBS, SBS, J.P., aged 70, was appointed as an independent non-executive Director on 25 November 2020. He is the Chairman of remuneration committee and a member of nomination committee of the Company.

Mr. LAU also currently serves as an independent non-executive director of Kingboard Laminates Holdings Limited (a company listed on the Hong Kong Stock Exchange, stock code: 1888) and SEM Holdings Limited (a company listed on the Hong Kong Stock Exchange, stock code: 9929). Previously, Mr. LAU served as an independent non-executive director of MTR Corporation Limited (a company listed on the Hong Kong Stock Exchange, stock code: 0066) from August 2015 to May 2019. Mr. LAU has more than 30 years of experience in the real estate industry.

Mr. LAU is one of the founders of Hong Kong Coalition of Professional Services and has been its chairman since June 2012. He is also a member of the Board of Governors of Our Hong Kong Foundation, member of the Basic Law Promotion Steering Committee. Previously, he was a member of the Long Term Housing Strategy Steering Committee from September 2012 to December 2013, chairman of the Surveyors Registration Board from 1996 to 1997.

Mr. LAU is also currently a member of the National Committee of the Chinese People's Political Consultative Conference since March 2018 and served as a member of the HKSAR Legislative Council between October 2000 to September 2004.

Mr. LAU obtained a higher diploma in quantity surveying from Hong Kong Polytechnic (currently known as the Hong Kong Polytechnic University) in 1974.

Save as disclosed above, Mr. LAU did not hold any directorship in other listed public companies in the last three years and did not hold any other position with the Company and other members of the Group.

Mr. LAU has entered into a letter of appointment with the Company for a term of three years commencing from the listing date of the Company. However, he will be subject to rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the articles of association of the Company. Mr. LAU is entitled to receive a Director's fee of HK\$300,000 per annum which was determined with reference to his duties and responsibilities with the Company. Such Director's fee shall be subject to review by the remuneration committee of the Company. Mr. LAU is and was not connected with any Directors, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. LAU did not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. LAU has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

Mr. LAU has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Mr. CHEUNG Kwok Ching (*Independent non-executive Director*)

Mr. CHEUNG Kwok Ching (張國正先生), aged 61, was appointed as an independent non-executive Director on 25 November 2020. He is a member of audit committee and a member of remuneration committee of the Company.

Mr. CHEUNG has over 30 years of experience in the real estate industry and is the founder and chairman of ACR Asset Management founded in March 2019. Prior to the establishment of ACR Asset Management, Mr. CHEUNG joined C.Y. Leung & Co., in September 1995 as a director of the PRC business. In 1997, he was appointed as the General Manager of the Shanghai office of C.Y. Leung & Co., which became part of DTZ Debenham Tie Leung Limited in 2000. In 2007, he was appointed as DTZ mainland China CEO and in 2010, he was appointed as DTZ Greater China CEO. After DTZ merged with Cushman & Wakefield (a company listed on the New York Stock Exchange, stock code: CWK) in 2015, he was Greater China CEO and chairman of Asia Pacific Board of Cushman & Wakefield until April 2019. Mr. CHEUNG is the honorary chairman of the Hong Kong Chamber of Commerce in Shanghai, the chairman of Shanghai – Hong Kong Association and a Shanghai representative in the Chinese People's Political Consultative Conference.

Mr. CHEUNG obtained a bachelor of Science degree in urban and environmental planning from Anglia Ruskin University of the United Kingdom in 1985. He is also a fellow member of the Royal Institution of Chartered Surveyors since 2018.

Save as disclosed above, Mr. CHEUNG did not hold any directorship in other listed public companies in the last three years and did not hold any other position with the Company and other members of the Group.

Mr. CHEUNG has entered into a letter of appointment with the Company for a term of three years commencing from the listing date of the Company. However, he will be subject to rotational retirement and re-election requirements at annual general meeting of the Company pursuant to the articles of association of the Company. Mr. CHEUNG is entitled to receive a Director's fee of HK\$300,000 per annum which was determined with reference to his duties and responsibilities with the Company. Such Director's fee shall be subject to review by the remuneration committee of the Company. Mr. CHEUNG is and was not connected with any Directors, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. CHEUNG did not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. CHEUNG has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

Mr. CHEUNG has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



華潤萬象生活有限公司

China Resources Mixc Lifestyle Services Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1209)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held at 46th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Tuesday, 14 June 2022 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited Financial Statements and the Directors' Report and the Independent Auditor's Report for the year ended 31 December 2021.
2. To declare a final dividend of HK\$0.339 per share for the year ended 31 December 2021.
3.
 - (1) To re-elect Mr. YU Linkang as Director;
 - (2) To re-elect Mr. LI Xin as Director;
 - (3) To re-elect Mr. LAU Ping Cheung Kaizer as Director;
 - (4) To re-elect Mr. CHEUNG Kwok Ching as Director; and
 - (5) To authorise the board of directors to fix the remuneration of the Directors.
4. To re-appoint Messrs. Ernst & Young as the auditor of the Company and to authorise the board of directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

"THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of US\$0.00001 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, 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 as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total number of shares of the Company which the Directors of the Company are authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the issued shares of the Company as at the date of this Resolution, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and
 - (c) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.”
6. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of US\$0.00001 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including 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;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; (iii) an issue of shares upon the exercise of the subscription or conversion rights under the terms of any warrants or any securities of the Company which are convertible into shares of the Company; or (iv) an issue of shares as scrip dividends pursuant to the articles of association of the Company from time to time, shall not exceed 20% of the total number of the issued shares of the Company as at the date of passing this Resolution, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be allotted and issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and

- (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 law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors of the Company 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 Hong Kong applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

7. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the Resolution nos. 5 and 6 set out in the notice convening this meeting, the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares pursuant to Resolution no. 6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of the total number of shares of the Company repurchased by the Company under the authority granted pursuant to Resolution no. 5 set out in the notice convening this meeting, provided that such number of shares so repurchased shall not exceed 10% of the total number of the issued shares of the Company as at the date of the said Resolution.”

SPECIAL RESOLUTION

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

“**THAT:**

- (A) the proposed amendments to the existing memorandum of association and articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix II to the circular of the Company dated 29 April 2022, be and are hereby approved;
- (B) the amended and restated memorandum of association and articles of association of the Company (the “**Amended and Restated Memorandum and Articles of Association**”), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company with immediate effect; and

NOTICE OF ANNUAL GENERAL MEETING

- (C) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Amended and Restated Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By Order of the Board
LO Chi Lik, Peter
Company Secretary

Hong Kong, 29 April 2022

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the principal place of business of the Company at 46th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Wednesday, 8 June 2022 to Tuesday, 14 June 2022, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to determine the identity of members who are entitled to attend and vote at the meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 7 June 2022.

Subject to the approval of Shareholders at the meeting, the proposed final dividend will be payable to Shareholders whose names appear on the register of members of the Company after the close of business of the Company at 4:30 p.m. on Wednesday, 22 June 2022 and the register of members of the Company will be closed on Wednesday, 22 June 2022, during which no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all share transfer documents accompanied by the relevant share certificates lodged with the Company's Branch Share Registrar, Tricor Investor Services Limited at the above address not later than 4:30 p.m. on Tuesday, 21 June 2022.

4. With regard to item no. 3 in this notice, the Board of Directors of the Company proposes that four retiring Directors, namely Mr. YU Linkang, Mr. LI Xin, Mr. LAU Ping Cheung Kaizer and Mr. CHEUNG Kwok Ching, who shall be eligible for re-election, be re-elected as Directors of the Company. Details of these Directors are set out in appendix III of the circular to Shareholders dated 29 April 2022.