
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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



COGOBUY GROUP

科 通 芯 城 集 團

(a company incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 0400)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR;
PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE
SHARES AND TO ISSUE SHARES;
PROPOSED GRANTING OF SPECIFIC MANDATE TO ISSUE SHARES
UNDER THE RSU SCHEME;
PROPOSED CHANGE OF COMPANY NAME;
PROPOSED ADOPTION OF NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Cogobuy Group to be held at IngDan Innovation Center, 1st Floor Microsoft Comtech Tower, No. 55 Gaoxin South 9th Road, Nanshan District, Shenzhen, China on Friday, June 10, 2022 at 2:30 p.m. is set out on pages 47 to 52 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.cogobuygroup.com>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 2:30 p.m. on Wednesday, June 8, 2022 or not less than 48 hours before the time appointed for holding any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

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

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of the Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the Annual General Meeting:

1. Provision of green access code of Guangdong Health Code (粵康碼) by local attendees or a negative nucleic acid amplification test result within 48 hours by attendees arriving from outside Guangdong;
2. compulsory body temperature checks on each attendee;
3. compulsory wearing of a surgical face mask by each attendee;
4. physical distancing at the venue; and
5. no distribution of refreshments or drinks, or corporate gifts or gift coupons.

Please see pages 53 and 54 of this circular for further details of the above precautionary measures.

Any person who does not comply with the precautionary measures or is subject to any quarantine requirement prescribed by the Government of the People's Republic of China will be denied entry into the Annual General Meeting venue. The Company reminds the Shareholders that they may appoint the chairman of the Annual General 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.

April 28, 2022

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	6
2. Proposed Re-election of Retiring Directors	6
3. Proposed Appointment of Executive Director	6
4. Proposed Granting of General Mandate to Repurchase Shares	7
5. Proposed Granting of General Mandate to Issue Shares	8
6. Proposed Granting of Specific Mandate to Issue Shares under the RSU Scheme ..	9
7. Re-appointment of SHINEWING (HK) CPA LIMITED as Auditor of the Company	13
8. Proposed Change of Company Name	14
9. Proposed Adoption of New Memorandum and Articles of Association	15
10. Annual General Meeting and Proxy Arrangement	16
11. Closure of Register of Members	16
12. Responsibility Statement	17
13. Recommendation	17
Appendix I — Details of the Retiring Director Proposed to be Re-elected at the Annual General Meeting	18
Appendix II — Explanatory Statement on the Share Repurchase Mandate	20
Appendix III — Information regarding the RSU Scheme and the Scheme Mandate ...	24
Appendix IV — Details of the Proposed Amendments to the Memorandum and Articles of Association	27
Notice of Annual General Meeting	47
Precautionary Measures for the Annual General Meeting	53

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at IngDan Innovation Center, 1st Floor Microsoft Comtech Tower, No. 55 Gaoxin South 9th Road, Nanshan District, Shenzhen, China on Friday, June 10, 2022 at 2:30 p.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 47 to 52 of this circular, or any adjournment thereof (as the case may be)
“Articles of Association”	the amended and restated articles of association of the Company adopted on June 27, 2014 and became effective on the Listing Date
“Board”	the board of Directors
“Company”	Cogobuy Group (科通芯城集團), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Comtech”	Shenzhen Comtech Limited* (深圳市科通技術股份有限公司) (previously known as Comtech Industrial Technology (Shenzhen) Co., Ltd.* (科通工業技術(深圳)有限公司)), a company incorporated in the PRC and an indirect non-wholly owned subsidiary of the Company
“Comtech Group”	Comtech and its subsidiaries
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Envision Global”	Envision Global Investments Limited, a limited liability company incorporated in the British Virgin Islands on February 1, 2012 which is wholly-owned by Mr. Kang Jingwei, Jeffrey and is our immediate controlling Shareholder
“Group”	the Company and its subsidiaries, including Shenzhen Cogobuy Information Technologies Limited (深圳市可購百信信息技術有限公司) (the financial results of which have been consolidated and accounted for as a subsidiary of the Company by virtue of the contractual agreements as described in the prospectus of the Company dated July 8, 2014)

DEFINITIONS

“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Shareholders”	has the meaning ascribed to it under the Listing Rules
“Ingdan Innovations”	a business unit of the Group consisting of Comtech Industrial Technology (Shenzhen) Co., Ltd. (科通工業技術(深圳)有限公司) and its subsidiaries, for chips sales and AIoT services businesses
“Issuance Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares in the share capital of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 47 to 52 of this circular as described in the section headed “5. Proposed granting of general mandate to issue Shares”
“Latest Practicable Date”	April 21, 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	July 18, 2014, being the listing date on which the Shares were listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended and supplemented from time to time
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of the Company currently in force
“Ms. Yao”	Ms. Yao Yi (姚怡), our substantial shareholder, the sole shareholder of Shenzhen Cogobuy, and the wife of Mr. Li Feng, one of the senior management members of Comtech
“New Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments
“Nomination Committee”	nomination committee of the Company

DEFINITIONS

“PRC”	the People’s Republic of China, excluding for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix IV to this circular
“Proposed Change of Name”	the proposed change of English and Chinese names of the Company as described in this circular
“Remaining Group”	the Group, excluding Comtech Group
“Remuneration Committee”	remuneration committee of the Company
“Returned Shares”	the unvested Shares previously granted to employees but were forfeited voluntarily or forfeited at the date of their resignation, which are held by Computershare Hong Kong Trustees Limited on trust and are expected to be utilized to satisfy future grant of RSUs, if any
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“RSUs” or “Restricted Share Units”	Restricted share units granted under the RSU Scheme
“RSU Scheme”	the restricted share unit scheme adopted by the Company to grant RSUs to directors, senior management and employees of the Group, which took effect on March 1, 2014 and was amended and restated on December 21, 2014
“RSU Specific Mandate”	a specific mandate granted to the Directors to issue, allot, procure the transfer of and otherwise deal with not more than 3% of the total number of issued Shares in the share capital of the Company on the date of passing of the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting as set out on pages 47 to 52 of this circular as described in the section headed “6. Proposed granting of specific mandate to issue Shares under the RSU Scheme”
“Scheme Trustees” or “trustees of the RSU Scheme” or “Trustees”	Computershare Hong Kong Trustees Limited and The Core Trust Company Limited, the trustees appointed by the Company for holding all of the Shares in trust for satisfying release of Shares upon vesting under RSUs granted by the Company to eligible participants of the RSU Scheme

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of US\$0.0000001 each in the issued capital of the Company
“Share Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares in the share capital of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 47 to 52 of this circular as described in the section headed “4. Proposed granting of general mandate to repurchase Shares”
“Shareholder(s)”	holder(s) of Share(s)
“Shenzhen Cogobuy”	Shenzhen Cogobuy Information Technologies Limited (深圳市可購百信息技術有限公司), a limited liability company established in the People’s Republic of China on December 13, 2012, wholly-owned by Ms. Yao and, by virtue of the contractual arrangements, accounted for as our subsidiary
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong as amended, supplemented or otherwise modified from time to time
“Unallocated Shares”	the Shares previously purchased by Computershare Hong Kong Trustees Limited on trust to be utilized to satisfy future grant of RSUs
“US\$”	United States dollar(s), the lawful currency of the United States
“%”	per cent

LETTER FROM THE BOARD



COGOBUY GROUP

科通芯城集團

(a company incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 0400)

Executive Directors:

Mr. Kang Jingwei, Jeffrey

(Chairman & Chief Executive Officer)

Mr. Wu Lun Cheung Allen

(Chief Financial Officer & Company Secretary)

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Non-executive Director:

Ms. Ni Hong, Hope

Principal Place of Business in the PRC:

11/F, Microsoft Comtech Tower

No. 55 Gaoxin South 9th Road

Nanshan District

Shenzhen, China

Independent non-executive Directors:

Mr. Ye Xin

Dr. Ma Qiyuan

Mr. Hao Chunyi, Charlie

Principal Place of Business in Hong Kong:

Unit D, 6th Floor

Tin's Centre, Block II

3 Hung Cheung Road

Tuen Mun

New Territories

Hong Kong

April 28, 2022

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR;
PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE
SHARES AND TO ISSUE SHARES;
PROPOSED GRANTING OF SPECIFIC MANDATE TO ISSUE SHARES
UNDER THE RSU SCHEME;
PROPOSED CHANGE OF COMPANY NAME;
PROPOSED ADOPTION OF NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on June 10, 2022 to enable the Shareholders to make an informed decision on whether to vote for or against such resolutions.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Articles 84(1) and (2) of the Articles of Association, Mr. Wu Lun Cheung Allen and Ms. Ni Hong, Hope shall retire at the Annual General Meeting. Mr. Wu Lun Cheung Allen, being eligible, will offer himself for re-election at the Annual General Meeting. Ms. Ni Hong, Hope will not offer herself for re-election and shall retire from office as a non-executive Director with effect from the conclusion of the Annual General Meeting. Ms. Ni Hong, Hope has confirmed that she has no disagreement with the Board and there are no other matters that need to be brought to the attention of the Shareholders in relation to her retirement.

In considering and approving such re-election, the Nomination Committee has taken into account a wide range of diversity perspectives including, but not limited to, gender, age, cultural and educational background, professional qualifications, skills, knowledge and industry and regional experience, as set out in the board diversity policy of the Company.

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

Subject to the requirements under the Listing Rules and the Articles of Association, a Shareholder may nominate a person to stand for election as a Director.

3. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

Pursuant to Rule 13.92 of the Listing Rules, the Stock Exchange does not consider diversity to be achieved for a single gender board. Following the retirement of Ms. Ni Hong, Hope, the Company did not have a Director of a different gender, and hence the Board has resolved to propose Ms. Guo Lihua (“**Ms. Guo**”) to be elected as an executive Director with effect from the passing of the relevant resolution at the Annual General Meeting. The biographical details of Ms. Guo are set out as below.

Guo Lihua, aged 37, is the vice-president of group financing of the Company and is mainly responsible for the Group’s financing operations. Ms. Guo joined the Company in June 2016 as the group financing director and has served as the vice-president of group financing since November 2021. Before joining the Company, Ms. Guo served as a senior financial analyst in Aesthetic Medical International Holdings Group Limited from April 2014 to June 2016, and a financial analyst in SMIT Holdings Limited from June 2011 to March 2014. In September 2009 to May

LETTER FROM THE BOARD

2011, she was a consultant at Shanghai Evo Enterprise Management Consulting Company Limited. Ms. Guo obtained a bachelor's degree in Finance from Hunan University in July 2007 and a master's degree in Finance from Xi'an Jiaotong University in July 2009.

Upon approval of Ms. Guo's appointment by the Shareholders at the Annual General Meeting, the Company will enter into a service agreement with Ms. Guo for an initial term of three years commencing from the date of the passing of the relevant resolution at the Annual General Meeting and her appointment will continue thereafter unless and until terminated by either party giving three months' written notice in accordance with her service agreement. Her appointment is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association. Pursuant to the service agreement to be made with Ms. Guo, Ms. Guo will not be entitled to receive any director's fee. She is entitled to a remuneration of RMB700,000 per annum for holding her office as the vice-president of group financing of the Company. Ms. Guo's remuneration will be reviewed and determined by the Board following recommendations by the Remuneration Committee in accordance with its policy, based on appropriate criteria including but not limited to meritocracy and common market practice for comparable board compensations of other listed issuers.

As at the Latest Practicable Date, Ms. Guo personally has an interest in 600,000 Shares which were granted to her on July 16, 2020 under the RSU Scheme with a vesting period of 12 quarterly installments from July 16, 2020, of which 350,000 Shares were vested and 250,000 Shares remain unvested. The Board has no plan to grant new RSUs to Ms. Guo pursuant to her appointment as an executive Director.

Save as disclosed above, as at the Latest Practicable Date, Ms. Guo (i) does not hold any other position with the Company and other members of the Company and its subsidiaries; (ii) is not related to any Directors, senior management, substantial or controlling shareholders of the Company; (iii) has not held other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or other major appointments and professional qualifications.

Save as disclosed, there are no other matters that need to be brought to the attention of the Shareholders in connection with the appointment of Ms. Guo and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Listing Rules.

4. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on June 10, 2021, a general and unconditional mandate was granted to the Directors to repurchase Shares. Such general mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of the issued Shares as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 47 to 52 of this circular (i.e. a total

LETTER FROM THE BOARD

of 141,276,673 Shares assuming that the issued share capital of the Company remains unchanged between the Latest Practicable Date and the date of the Annual General Meeting). Any repurchase may be done subject to market conditions, compliance with the Listing Rules and at the Board's absolute discretion.

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

The Share Repurchase Mandate, if granted, shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Share Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the date of revocation or variation of the Share Repurchase Mandate by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

5. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on June 10, 2021, a general and unconditional mandate was granted to the Directors to issue, allot and deal with Shares. Such general mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue and deal with additional Shares up to a limit equal to 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 47 to 52 of this circular (i.e. a total of 282,553,346 Shares assuming that the issued share capital of the Company remains unchanged between the Latest Practicable Date and the date of the Annual General Meeting).

In addition, a separate ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting contained in item 8 of the notice of the Annual General Meeting as set out on pages 47 to 52 of this circular.

The Issuance Mandate (including the extended Issuance Mandate), if granted, shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issuance Mandate (including the extended Issuance Mandate) up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the date of revocation or variation of the Issuance Mandate (including the extended Issuance Mandate) by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

LETTER FROM THE BOARD

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate (if granted to the Directors at the Annual General Meeting).

6. PROPOSED GRANTING OF SPECIFIC MANDATE TO ISSUE SHARES UNDER THE RSU SCHEME

Reference is made to the prospectus of the Company dated July 8, 2014 and the announcement dated December 22, 2014 in relation to the RSU Scheme. The RSU Scheme is not a share option scheme and is not subject to the provisions of Chapter 17 of the Listing Rules.

Pursuant to the written resolutions of all the then Shareholders passed on June 27, 2014, the Company issued and allotted 30,200,000 Shares to the trustees of the RSU Scheme which held the Shares in trust for satisfying release of shares upon vesting under RSUs granted by the Company to eligible participants of the RSU Scheme. To satisfy the grant of shares under the RSU Scheme, 14,107,500 Shares, 10,200,000 Shares and 14,000,000 Shares were issued in aggregate on October 23, 2015, December 18, 2018 and September 3, 2019, respectively.

In addition, for the purpose of the RSU Scheme, Shares have been purchased from the market from time to time by Computershare Hong Kong Trustees Limited, one of the trustees of the RSU Scheme, which held the Shares in trust to be utilized to satisfy future grant of RSUs by the Company to eligible participants of the RSU Scheme. During the period from the date of the adoption of the RSU Scheme to the Latest Practicable Date, Computershare Hong Kong Trustees Limited purchased 1,952,000 Shares, 9,284,000 Shares, 2,250,000 Shares, 8,400,000 Shares, 0 Shares, 0 Shares and 0 Shares in 2015, 2016, 2017, 2018, 2019, 2020 and 2021, respectively on the market, which made up for a total of 21,886,000 Shares, of which 7,087,100 Shares have been utilized to satisfy the grant of shares under the RSU Scheme, and 14,798,900 Shares purchased by Computershare Hong Kong Trustees Limited but are unallocated.

Since the adoption date of the RSU Scheme, the trustees of the RSU Scheme have held 90,393,500 Shares, of which 68,507,500 Shares were issued to Computershare Hong Kong Trustees Limited pursuant to grant of RSUs and 21,886,000 Shares were purchased by Computershare Hong Kong Trustees Limited to hold on trust to be utilized to satisfy future grant of award. For clarification purpose, 3,600,000 Shares were granted to two connected persons of the Company, 82,024,900 Shares were granted to employees of the Company who are not connected persons of the Company and 21,682,051 Shares of which have been forfeited in accordance with the RSU Scheme. Out of the 21,682,051 forfeited Shares, 10,425,400 Shares have subsequently been granted to employees who are not connected persons of the Company, and the remaining 11,256,651 forfeited Shares are Returned Shares to be utilized to satisfy the future grant of RSUs, and 15,194,000 Shares are Unallocated Shares. Computershare Hong Kong Trustees Limited currently holds 28,400,641 Shares, of which 1,949,990 Shares have been granted but not yet vested as well as 15,194,000 Unallocated Shares and 11,256,651 Returned Shares to be utilized to satisfy the future grant of RSUs.

LETTER FROM THE BOARD

At the annual general meeting of the Company held on June 10, 2021, a specific mandate was granted to the Directors to grant RSUs in connection with the RSU Scheme and to issue, allot, procure the transfer of, and otherwise deal with the Shares granted under the RSU Scheme. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to grant RSUs in connection with the RSU Scheme and to issue, allot, procure the transfer of, and otherwise deal with the Shares granted under the RSU Scheme if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the RSU Specific Mandate to issue and allot not more than 3% of the total number of issued Shares on the date of passing of the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting as set out on pages 47 to 52 of this circular (i.e. a total of 42,383,001 Shares assuming that the issued share capital of the Company remains unchanged between the Latest Practicable Date and the date of the Annual General Meeting), and to procure the transfer of, and otherwise deal with, the Shares granted under the RSU Scheme. The 3% RSU Specific Mandate is conditional upon (i) passing of an ordinary resolution by the Shareholders to approve RSU Specific Mandate at the Annual General Meeting; and (ii) the Stock Exchange's granting the listing of, and the permission to deal in, the Shares (representing a maximum of 3% of the total number of issued Shares on the day of passing of the resolution at the Annual General Meeting) to be issued under the RSU Specific Mandate. For clarification purpose, the 3% granting limit is only applicable to the newly issued Shares whereas the maximum number of Shares to be granted under the RSU Scheme (i.e. 137,400,000 shares, being 10% of the issued share capital of the Company on July 18, 2014) includes the newly issued Shares which are subject to the approval of Shareholders at general meetings, and shares purchased by the trustees of the RSU Scheme from time to time. The RSU Specific Mandate, if granted, will remain in effect during the period from the date of passing of the ordinary resolution granting the RSU Specific Mandate until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and
- (iii) the date of revocation or variation of RSU Specific Mandate by ordinary resolution of the Shareholders in a general meeting.

An application will be made to the Stock Exchange for the listing of, and the permission to deal in, the Shares (representing a maximum of 3% of the total number of issued Shares on the day of passing of the resolution at the Annual General Meeting) to be issued under the RSU Specific Mandate.

LETTER FROM THE BOARD

The table below is for illustration only and sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) upon allotment and issue of all the Shares if the RSU Specific Mandate is exercised in full, assuming no other Shares will be issued between the Latest Practicable Date and the date until all new Shares have been allotted and issued under the RSU Specific Mandate (if any):

	As at the Latest Practicable Date		Immediately after the issue of Shares under the RSU Specific Mandate if exercised in full	
	Number of Shares	%	Number of Shares	%
Shares Held by Connected Persons				
Envision Global (<i>Note 1</i>)	650,200,000	46.02%	650,200,000	44.68%
Total Dynamic Holdings Limited (<i>Note 2</i>)	182,888,000	12.95%	182,888,000	12.57%
Mr. Kang Jingwei, Jeffrey (<i>Note 3</i>)	1,800,000	0.13%	1,800,000	0.12%
Mr. Wu Lun Cheung Allen (<i>Note 3</i>)	1,800,000	0.13%	1,800,000	0.12%
Subtotal	<u>836,688,000</u>	<u>59.23%</u>	<u>836,688,000</u>	<u>57.49%</u>
In Public Hands				
Other existing grantees under the RSU Scheme — vested Shares (<i>Note 4</i>)	38,794,849	2.75%	38,794,849	2.67%
Other public shareholders	<u>510,645,232</u>	<u>36.15%</u>	<u>510,645,232</u>	<u>35.09%</u>
Subtotal	<u>549,440,081</u>	<u>38.89%</u>	<u>549,440,081</u>	<u>37.76%</u>
Others				
Returned Shares (<i>Note 5</i>)	11,256,651	0.80%	11,256,651	0.77%
Unallocated Shares (<i>Note 6</i>)	15,194,000	1.08%	15,194,000	1.04%
Repurchased Shares (<i>Note 7</i>)	188,000	0.01%	188,000	0.01%
Other existing grantees under the RSU Scheme — unvested Shares (<i>Note 4</i>)	—	—	42,383,001	2.91%
Grantees under the RSU Specific Mandate	<u>—</u>	<u>—</u>	<u>42,383,001</u>	<u>2.91%</u>
Subtotal	<u>26,638,651</u>	<u>1.89%</u>	<u>69,021,652</u>	<u>4.74%</u>
Total	<u><u>1,412,766,732</u></u>	<u><u>100%</u></u>	<u><u>1,455,149,733</u></u>	<u><u>100%</u></u>

Notes:

1. Envision Global is owned by Mr. Kang Jingwei, Jeffrey, an executive Director, as to 100%.
2. Total Dynamic Holdings Limited is owned by Ms. Yao as to 100%.

LETTER FROM THE BOARD

3. Each of Mr. Kang Jingwei, Jeffrey and Mr. Wu Lun Cheung Allen is a Director. 1,800,000 Shares were granted to each of Mr. Kang Jingwei, Jeffrey and Mr. Wu Lun Cheung Allen, under the RSU Scheme on March 1, 2014 (i.e. before the Listing Date). All of the Shares granted to each of Mr. Kang and Mr. Wu have been vested in 2016.
4. As at the Latest Practicable Date, excluding the forfeited Shares, 60,342,849 Shares were awarded to employees of the Company who are not connected persons of the Company under the RSU Scheme, which include (i) 58,392,859 Shares were vested with 36,844,859 Shares currently undisposed or held under a nominee account for and on behalf of the beneficiaries; and (ii) 1,949,990 Shares have not yet vested under the RSU Scheme and are held for and on behalf of the beneficiaries by Computershare Hong Kong Trustees Limited, which is not a connected person of the Company. The 38,794,849 Shares beneficially owned by other existing grantees under the RSU Scheme include the 36,844,859 vested but undisposed Shares and the 1,949,990 unvested Shares.
5. Returned Shares refer to the unvested Shares previously granted to employees but were forfeited voluntarily or forfeited at the date of their resignation. Returned Shares are held by Computershare Hong Kong Trustees Limited on trust and are expected to be utilized to satisfy future grant of RSUs, if any.
6. Unallocated Shares refer to the 395,100 Shares issued to Computershare Hong Kong Trustees Limited on March 1, 2014 but unallocated pursuant to the July 2014 grant of RSUs and the 14,798,900 Shares previously purchased by Computershare Hong Kong Trustees Limited on trust to be utilized to satisfy future grant of award.
7. Repurchased Shares refer to the Shares that have been repurchased by the Company, which will be cancelled but have not yet been cancelled as at the Latest Practicable Date.

The cost attributable to the grant of any awards under the RSU Scheme will be accounted for by reference to the market value of the Shares at the time of the grant, taking into account the terms and conditions upon which Shares were granted. The fair value of the RSUs granted to employees is recognized as an employee cost with a corresponding increase in a capital reserve within equity. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the RSUs, the total estimated fair value of the RSUs as of the grant date is spread over the vesting period, taking into account the probability that the RSUs will vest. The Company will give due consideration to any financial impact arising from the grant of awards under the RSU Scheme before exercising the RSU Specific Mandate.

For the avoidance of doubt, any Shares issued pursuant to the RSU Specific Mandate will not count towards the Shares to be issued (if any) pursuant to the Issuance Mandate proposed under the ordinary resolution contained in item 7 of the notice of the Annual General Meeting.

Once the Company has identified specific grantees and decide to utilise the RSU Specific Mandate for any grants, the Company will issue an announcement disclosing the relevant details, including but not limited to the identities of the grantees and their respective numbers of RSUs. For any grant of Shares to connected persons of the Company, the Company will comply with the relevant requirements under Chapter 14A of the Listing Rules, including obtaining the Independent Shareholders' approval. As at the Latest Practicable Date, save for the 1,800,000 Shares granted to each of Mr. Kang Jingwei, Jeffrey and Mr. Wu Lun Cheung Allen, no Shares have been granted to connected persons of the Company.

LETTER FROM THE BOARD

The Company has two trustees for the RSU Scheme, Computershare Hong Kong Trustees Limited (“**Computershare**”) and The Core Trust Company Limited (“**Core Trust**”, and together with Computershare, the “**Trustees**”), which are third parties independent of the Company. The Directors do not have any interest in the Trustees. As at the Latest Practicable Date, the Group had approximately 532 employees, of which 159 are currently participants of the RSU Scheme. Core Trust holds the Shares under the RSU Scheme for beneficiaries who are connected persons of the Company and Computershare holds the Shares under the RSU Scheme for beneficiaries who are not connected persons of the Company. Core Trust is an associate of the connected persons of the Company. If the Company issues any new Shares to Core Trust, it will constitute a connected transaction under Chapter 14A of the Listing Rules and the Company will comply with the relevant requirements accordingly. If the Company purchases Shares in the open market to satisfy any grant to its connected persons (including Core Trust), it will not constitute a connected transaction under Chapter 14A of the Listing Rules. Computershare will not be a connected person of the Company under Chapter 14A of the Listing Rules because it does not hold the Shares under the RSU Scheme for and on behalf of the Directors and is therefore not a “close associate” of the Directors for the purpose of Rule 1.01 of the Listing Rules. As at the Latest Practicable Date, (i) Core Trust does not hold any Shares for and on behalf of the connected persons of the Company; and (ii) Computershare holds 28,400,641 Shares for and on behalf of independent third parties prior to them being vested and these Shares are counted towards the public float for the purpose of Rules 8.08 and 8.24 of the Listing Rules.

The Trustees who collectively hold 28,400,641 Shares, representing approximately 2.01% of the total number of Shares in issue on the date of passing of the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting, on the assumption that no Shares are issued to the Trustees during the period between the Latest Practicable Date and the date of the Annual General Meeting, shall not exercise the voting rights in respect of any Shares held under trust and will therefore abstain from voting on the proposed resolution contained in item 9 of the notice of the Annual General Meeting. Save as disclosed above, to the best of the Directors’ knowledge, information and belief, no other Shareholder is required to abstain from voting at the Annual General Meeting in respect of the RSU Scheme.

Further information in connection with the RSU Scheme is set out in Appendix III to this circular.

7. RE-APPOINTMENT OF SHINEWING (HK) CPA LIMITED AS AUDITOR OF THE COMPANY

The Board proposes to re-appoint SHINEWING (HK) CPA Limited as auditor of the Company to hold office until the conclusion of the next annual general meeting. A resolution will also be proposed to authorize the Board to fix the auditor’s remuneration. SHINEWING (HK) CPA Limited has indicated its willingness to be re-appointed as the Company’s auditor for the said period.

LETTER FROM THE BOARD

8. PROPOSED CHANGE OF COMPANY NAME

The Board proposed to change the English name of the Company from “Cogobuy Group” to “Ingdan, Inc.” and the dual foreign name in Chinese of the Company from “科通芯城集團” to “硬蛋創新”.

Conditions of the Proposed Change of Name

The Proposed Change of Name is conditional upon the following conditions having been satisfied:

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

Subject to the satisfaction of the conditions set out above, which have not yet been met as at the Latest Practicable Date and cannot be waived, the Proposed Change of Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and dual foreign name in Chinese of the Company on the register of companies in place of the former English name and dual foreign name in Chinese of the Company and issues a certificate of incorporation on change of name. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Effect of the Proposed Change of Name

The Proposed Change of Name will not affect any of the rights of the Shareholders. Once the Proposed Change of Name has become effective, new share certificates for new Shares will be issued in the new name of the Company. All existing share certificates in issue bearing the Company’s present name shall continue to be valid evidence of title to the Shares and continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for the free exchange of the existing share certificates for new share certificates bearing the new name of the Company. In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange will also be changed after the Proposed Change of Name becoming effective.

Further announcement(s) will be made by the Company in due course to inform the Shareholders of the effective date of the Proposed Change of Name and the new English and Chinese stock short names of the Company.

LETTER FROM THE BOARD

Reasons for the Proposed Change of Name

Upon completion of the restructuring of the Group, the COMTECH business have been conducted through Comtech Group as separate and distinct lines of business. Following the completion of the proposed spin-off and separate listing of the shares of Comtech on the Mainland China Stock Exchange, the COMTECH business will continue to be operated by Comtech Group and the Remaining Group will continue to operate the ING DAN business.

The Board considers that the Proposed Change of Name will help build a unified brand image of the Company externally, strengthen the recognition of the Company and differentiate the Remaining Group, which focuses on ING DAN businesses, namely, research and development and sales of proprietary products, as well as customized application design, which include related support services for modules, devices, and cloud, to further develop AIoT module customized solutions, from Comtech Group, which focuses on the COMTECH businesses, namely, IC chip distribution and application design for AIoT enterprises in China.

9. PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposed to seek the approval from the Shareholders at the Annual General Meeting for the Proposed Amendments for the purposes of, among others, (1) reflect the Proposed Change of Name; (2) bringing the Memorandum and Articles of Association in line with the amendments made to Appendix 3 to the Listing Rules which took effect on January 1, 2022 and applicable laws of the Cayman Islands; (3) providing flexibility to the Company in relation to the conduct of general meetings; and (4) making other consequential and housekeeping amendments. In view of the Proposed Amendments, the Board proposes to adopt the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the Memorandum and Articles of Association.

Details of the Proposed Amendments are set out in Appendix IV to this circular.

The proposed adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting, and will become effective upon the approval by the Shareholders at the Annual General Meeting.

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

The Proposed Amendments and the New Memorandum and Articles of Association are prepared in the English language. The Chinese translation thereof is for reference only and in case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.

LETTER FROM THE BOARD

10. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting, which contains, *inter alia*, ordinary resolutions to approve the re-election of the retiring Directors, the proposed appointment of executive Director, the Share Repurchase Mandate, the Issuance Mandate, the extension of the Issuance Mandate, the RSU Specific Mandate, the re-appointment of the Company's auditor, the Proposed Change of Name and the proposed adoption of the New Memorandum and Articles of Association, is set out on pages 47 to 52 of this circular.

Pursuant to the Listing Rules and Article 66(1) of the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll, except where the chairman decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.cogobuygroup.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 2:30 p.m. on Wednesday, June 8, 2022 or not less than 48 hours before the time appointed for holding any adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

11. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, June 7, 2022 to Friday, June 10, 2022, both dates inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, June 6, 2022. In the event that the Annual General Meeting is adjourned to a date later than June 10, 2022 due to the bad weather or other reasons, the book closure period and record date for determination of entitlement to attend and vote at the Annual General Meeting will remain the same as aforementioned.

LETTER FROM THE BOARD

12. 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.

13. RECOMMENDATION

The Directors consider that the proposed re-election of the retiring Directors, the proposed appointment of executive Director, the grant of the Share Repurchase Mandate, the Issuance Mandate, the extension of the Issuance Mandate, the RSU Specific Mandate, the re-appointment of the Company's auditor, the Proposed Change of Name and the proposed adoption of the New Memorandum and Articles of Association are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
On behalf of the Board
COGOBUY GROUP

KANG Jingwei, Jeffrey

Chairman, Executive Director and Chief Executive Officer

The following are details of the Director who will retire at the Annual General meeting according to the Articles of Association, and being eligible, offer himself for re-election at the Annual General Meeting.

MR. WU LUN CHEUNG ALLEN

Mr. WU Lun Cheung Allen (“**Mr. Wu**”), aged 47, is the chief financial officer and company secretary of the Group and has been appointed as an executive Director of the Company since March 2014. Mr. Wu is also a director of the following companies of the Group:

- Silver Ray Group Limited; and
- Cogobuy Worldwide Limited (科通芯城環球有限公司).

Mr. Wu received his bachelor of business administration degree in accounting from The Hong Kong University of Science and Technology in Hong Kong in 1997. Mr. Wu is a member of the Hong Kong Institute of Certified Public Accountants and a certified public accountant in Hong Kong. Mr. Wu is also a member and a chartered global management accountant of the American Institute of Certified Public Accountants. Mr. Wu has over 20 years of experience in auditing and commercial consulting. He worked at PricewaterhouseCoopers from 1997 to 2003, before becoming the vice president of finance at Viewtran Group, Inc. (OTCMKTS: VIEWF), formerly known as Comtech Group, from 2003 to 2013, where he was in charge of corporate finance, compliance and investment.

Mr. Wu has entered into a director service agreement with the Company for a term of 3 years commencing from June 2, 2020 and his appointment will continue thereafter unless and until terminated by either party giving 3 months’ written notice in accordance with his director service agreement. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the service agreement, Mr. Wu is entitled to a fixed salary of RMB1,000,000 per annum payable in 12 monthly instalments, for holding his office as an executive Director, Chief Financial Officer and Company Secretary of the Company, and a discretionary year-end bonus of an amount which may be recommended by the Board or the Remuneration Committee. Mr. Wu’s remuneration is determined in accordance with the policy reviewed by the Remuneration Committee, based on appropriate criteria including but not limited to meritocracy and common market practice for comparable board compensations of other listed issuers. Mr. Wu has not received any remuneration for acting as a director of Silver Ray Group Limited and Cogobuy Worldwide Limited.

As at the Latest Practicable Date, Mr. Wu personally owns 1,800,000 Shares which were granted to him under the RSU Scheme and have vested.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wu (i) does not hold any other position with the Company and other members of the Company and its subsidiaries; (ii) is not related to any Directors, senior management, substantial or controlling shareholders of the

Company; and (iii) has not held other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or other major appointments and professional qualifications.

Save as disclosed, there are no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Wu's re-election and there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

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

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,412,766,732 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged between the Latest Practicable Date and the date of the Annual General Meeting, i.e. being 1,412,766,732 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, up to a total of 141,276,673 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting during the period up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the date of revocation or variation of the Share Repurchase Mandate by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

2. REASONS FOR SHARE REPURCHASES

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

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

3. FUNDING OF REPURCHASES

The Company may only apply funds legally available for share repurchase in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

It is presently proposed that any repurchase of Shares would be made out of capital paid up on the repurchased Shares, funds of the Company which would otherwise be available for dividend or distribution or out of proceeds of a fresh issue of Shares made for the purpose and, in the case of any premium payable on such repurchase, from funds of the Company otherwise available for dividend or distribution or from the Company's share premium account.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2021) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate 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.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange in each of the twelve months immediately prior to the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2021		
April	2.300	1.950
May	2.270	1.860
June	2.900	2.010
July	3.120	2.110
August	3.340	2.280
September	3.230	2.420
October	3.110	2.340
November	3.930	2.790
December	3.140	2.560
2022		
January	2.720	2.250
February	2.500	2.150
March	2.360	1.600
April (<i>up to the Latest Practicable Date</i>)	2.190	1.930

6. GENERAL

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

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

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

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

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the substantial Shareholders who were interested in 5% or more of the issued share capital of the Company were as follows:

Name of Shareholder	Current percentage interest in the issued share capital of the Company	Percentage interest in the issued share capital of the Company in the event the Repurchase Mandate is exercised in full	Number of shares beneficially held
Envision Global	46.02%	51.14%	650,200,000
Mr. Kang Jingwei, Jeffrey ⁽²⁾	46.15%	51.28%	652,000,000
Total Dynamic Holdings Limited	12.95%	14.38%	182,888,000
Ms. Yao ⁽³⁾	12.95%	14.38%	182,888,000

Notes:

- (1) All the Shares are held in long position (as defined under Part XV of the SFO).
- (2) Mr. Kang Jingwei, Jeffrey owns Envision Global as to 100%, which in turn owns 650,200,000 Shares. Therefore, Mr. Kang is deemed to be interested in the 650,200,000 Shares held by Envision Global.
- (3) Ms. Yao owns Total Dynamic Holdings Limited as to 100%, which in turn owns 182,888,000 Shares. Therefore, Ms. Yao is deemed to be interested in these Shares held by Total Dynamic Holdings Limited.
- (4) The percentage in this table is for illustrative purpose only, subject to rounding errors and is calculated based on the number of Shares in issue as at the Latest Practicable Date.

In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the interests of the substantial shareholders in the Company will be increased to approximately the percentages as set out in the table above. The Directors believe that such increases in shareholding may give rise to an obligation on Envision Global and Mr. Kang Jingwei, Jeffrey to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Share Repurchase Mandate (if granted to the Directors at the Annual General Meeting) to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange. As at the Latest Practicable Date, the public float of the Company is approximately 40.77%. If the proposed Share Repurchase Mandate is fully exercised by the Directors, the public float of the Company will be decreased to approximately 34.20%.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company has purchased a total of 3,606,000 Shares on the Stock Exchange and the details are set out below:

Date of purchase	No. of Shares repurchased	Purchase price per Share	
		Highest	Lowest
January 26, 2022	1,892,000	2.45	2.29
January 27, 2022	756,000	2.40	2.33
January 28, 2022	770,000	2.40	2.34
April 21, 2022	<u>188,000*</u>	2.00	1.97
Total	<u><u>3,606,000</u></u>		

* Not yet cancelled

Save as disclosed above, the Company has not purchased, sold or redeemed any of the Shares (whether on the Stock Exchange or otherwise) in the previous six months preceding the Latest Practicable Date.

THE RSU SCHEME AND THE RSU SPECIFIC MANDATE

Subject to the passing of the resolution as contained in item 9 of the notice convening the Annual General Meeting, the RSU Specific Mandate will be granted to the Directors to issue and allot not more than 3% of the total number of Shares in issue on the date of passing of the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting as set out on pages 47 to 52 of this circular (i.e. a total of 42,383,001 Shares on the basis that the issued share capital of the Company remains unchanged between the Latest Practicable Date and the date of the Annual General Meeting), and to procure the transfer of, and otherwise deal with, the Shares granted under the Scheme. The RSU Specific Mandate will remain in effect during the period from the passing of the ordinary resolution granting the RSU Specific Mandate until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and
- (iii) the date of revocation or variation of RSU Specific Mandate by an ordinary resolution of the Shareholders in a general meeting.

The following is a summary of the principal terms of the RSU Scheme:

(a) Purpose of the RSU Scheme

The purpose of the RSU Scheme is to reward the fidelity of the directors, executive officers, senior managers and employees of the Company and of its subsidiaries including Shenzhen Cogobuy Information Technologies Limited (collectively, “**Scheme Companies**” and each, a “**Scheme Company**”) and align their interests with those of the Shareholders.

The RSU Scheme became effective upon the Listing Date and was amended and restated on December 21, 2014. The grant of the RSUs under the RSU Scheme is recognition of the contribution of the Scheme Companies’ directors, executive officers, senior managers and employees to the historical achievements of the Company.

The Company has the intention to continue exploring ways to incentivize, retain and reward Scheme Companies’ directors, executive officers, senior management and employees and may implement other RSU schemes or other share-based remuneration schemes in the future.

(b) Restricted Share Units

Each RSU is a right to receive a Share at the end of the vesting period, subject to vesting conditions provided for under the RSU Scheme. For each RSU, the Eligible Participants (as defined below) may receive, subject to vesting, one Share. RSUs cannot be sold, pledged or transferred by the Eligible Participants by any means, except by inheritance.

(c) Grant of RSUs

The RSU Scheme provides for the grant of RSUs by the Company to beneficiaries (the “**Beneficiaries**”) selected at the discretion of the Board from among the directors, executive officers, senior management and employees of the Scheme Companies (the “**Eligible Participants**”).

The Beneficiaries will be informed of the grants made under the RSU Scheme by a letter specifying the number of granted RSUs and the applicable terms and conditions relating to the grant.

Shares will not be released under the RSUs until the applicable vesting conditions have been satisfied.

(d) Vesting of RSUs

Vesting of RSUs is subject to continued employment of the Beneficiaries with a Scheme Company over the vesting period.

In the event of termination of the employment or corporate officer’s mandate of a Beneficiary with a Scheme Company, his or her RSUs will be forfeited: (i) in the case of employment contracts, such forfeiture shall take effect on the date of receipt of the dismissal letter or the submission of the resignation letter (as the case may be), notwithstanding any period of notice (regardless of whether it has been given or satisfied), or on the date of the termination of the employment agreement for other circumstances; and (ii) in the case of corporate officer’s mandate, such forfeiture shall take effect on the date of the expiration of the term of office, or on the date of the dismissal or notification of such dismissal.

Exceptions apply in the case of the Beneficiary’s death and disability. In such events, RSUs are not forfeited and Shares are released to the Beneficiaries or his or her heirs upon their request in accordance with the rules of the RSU Scheme.

In the case of retirement or early retirement of the Beneficiary, RSUs are not forfeited. However, the Shares are not released until they vest on the Beneficiary.

If a Beneficiary’s employer ceases to be a Scheme Company during the vesting period, the continued employment condition will be deemed not to have been satisfied.

Upon vesting, the Company instructs the Scheme Trustees to release Scheme Shares to the Beneficiary on its behalf. No consideration is paid or payable by the Beneficiaries for the Shares to be issued under the RSU Scheme.

(e) Duration

The RSU Scheme shall be effective from the date it took effect (i.e. March 1, 2014) and shall continue in full force and effect for a term of 10 years unless terminated earlier by the Board.

(f) Maximum Number of Shares to be Granted

The aggregate number of Shares underlying all grants made pursuant to the RSU Scheme (excluding Shares which have been forfeited in accordance with the RSU Scheme) will not exceed 10% of the issued capital of the Company (i.e. 137,400,000 Shares) on July 18, 2014, being the date on which the Shares were listed on the Main Board of the Stock Exchange. As at the Latest Practicable Date, excluding Shares which have been forfeited in accordance with the RSU Scheme, the Company has granted 63,942,849 Shares, representing approximately 4.65% of the issued capital of the Company on July 18, 2014, under the RSU Scheme.

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

THE MEMORANDUM OF ASSOCIATION

General amendments

- (i) Replacing all references to the words “the Companies Law (Revised)” and “Companies Law” with “the Companies Act (As Revised)” wherever they appear in the Memorandum.

Specific amendments

Memorandum No.	Proposed amendments showing changes to the existing Memorandum
1.	The name of the Company is Cogobuy Group <u>Ingdan, Inc.</u> , and its dual foreign name is 科通芯城集團硬蛋創新 .

THE ARTICLES OF ASSOCIATION

General amendments

- (i) Replacing all references to the defined term “Law” with “Act” wherever they appear in the Articles.
- (ii) Replacing all references to the words “rules of the Designated Stock Exchange”, “rules of any Designated Stock Exchange” and “rules and regulations of the Designated Stock Exchange” with the words “Listing Rules” wherever they respectively appear in the Articles.

Specific amendments

Article No.	Proposed amendments showing changes to the existing Articles	
1.	The regulations in Table A in the Schedule to the Companies Law <u>Act</u> (As Revised) do not apply to the Company.	
2.	(1)	In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.
	<u>“Act”</u>	<u>the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands.</u>
	<u>“announcement”</u>	<u>an official publication of a Notice or document of the Company, including a publication, subject to and to such extent permitted by the Listing Rules, by electronic communication or by advertisement published in the newspapers or in such manner or means ascribed and permitted by the Listing Rules and applicable laws.</u>
	<u>“business day”</u>	<u>shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a Number 8 or higher Typhoon Signal, Black Rainstorm Warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.</u>

Article No.	Proposed amendments showing changes to the existing Articles	
	"close associate"	in relation to any Director, (i) before 1 July, 2014 shall have the same meaning as that ascribed to "associate" in the rules of the Designated Stock Exchange; and (ii) on or after 1 July, 2014, shall have the same meaning as defined in the <u>rules of the Designated Stock Exchange effective from 1 July, 2014 Listing Rules</u> as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to "associate" in the Listing Rules.
	"Company"	Cogobuy Group 科通芯城集團 Ingdan, Inc. 硬蛋創新.
	"dollars" and "\$"	dollars, the legal currency of Hong Kong.
	"electronic communication"	a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other electron magnetic means in any form through any medium.
	"electronic meeting"	a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members and/or proxies by means of electronic facilities.
	"Law"	The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.
	"hybrid meeting"	a general meeting convened for the (i) physical attendance by Members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Members and/or proxies by means of electronic facilities.
	"Listing Rules"	rules of the Designated Stock Exchange.
	"Meeting Location"	has the meaning given to it in Article 64A.
	"physical meeting"	a general meeting held and conducted by physical attendance and participation by Members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations.
	"Principal Meeting Place"	shall have the meaning given to it in Article 59(2).
	"Subsidiary and Holding Company"	has the meanings attributed to them in the rules of the Designated Stock Exchange.
	"US\$"	United States dollar(s), the lawful currency of The United States of America.
(2)	(e)	expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing <u>or reproducing</u> words or figures in a <u>legible and non-transitory form</u> or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or a Notice and the Member's election comply with all applicable Statutes, rules and regulations;
	(h)	references to a document <u>(including, but without limitation, a resolution in writing)</u> being <u>signed or</u> executed include references to it being <u>signed or</u> executed under hand or under seal or by electronic signature or by <u>electronic communication or by</u> any other method and references to a a Notice or document include a a Notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;

Article No.	Proposed amendments showing changes to the existing Articles		
	(i)	Section 8 and Section 19 of the Electronic Transactions Law Act (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;	
	(j)	<u>a reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;</u>	
	(k)	<u>references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;</u>	
	(l)	<u>references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); and</u>	
	(m)	<u>where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member.</u>	
3.	(1)	The share capital of the Company at the date on which these Articles come into effect shall be divided into shares of a par value of US\$ United States dollars 0.0000001 each.	
	(2)	Subject to the Law Act, the Company's Memorandum and Articles of Association and, where applicable, the <u>Listing Rules and/or the rules of any Designated Stock Exchange</u> and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Law Act. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law Act.	
	(3)	Subject to compliance with the rules and regulations of the Designated Stock Exchange <u>Listing Rules</u> and any other relevant <u>competent</u> regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.	
	(4)	<u>The Board may accept the surrender for no consideration of any fully paid share.</u>	
	(5)	No share shall be issued to bearer.	
8-9.	(2)	Subject to the provisions of the Law Act, the rules of any Designated Stock Exchange <u>Listing Rules</u> and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.	
9.	Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.		

Article No.	Proposed amendments showing changes to the existing Articles	
10.	(a)	the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum; and
12.	(1)	Subject to the Law Act , these Articles, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange Listing Rules and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount to their nominal value. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of Members for any purpose whatsoever.
16.	Every share certificate shall be issued under the Seal or a facsimile thereof or with the Seal printed thereon and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. <u>The seal of the Company may only be affixed or imprinted to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors.</u> No certificate shall be issued representing shares of more than one class. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon.	
17.	(2)	Where a share stands in the names of two or more persons, the person first named in the Register shall as regards service of the Notices and, subject to the provisions of these Articles, all or any other matters connected with the Company, except the transfer of the shares, be deemed the sole holder thereof.
22.	The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien on every share (not being a fully paid share) registered in the name of a Member (whether or not jointly with other Members) for all amounts of money presently payable by such Member or his estate to the Company whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such the Member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such Member or his estate and any other person, whether a Member or not. The Company's lien on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The Board may at any time, generally or in any particular case, waive any lien that has arisen or declare any share exempt in whole or in part, from the provisions of this Article.	
23.	Subject to these Articles, the Company may sell in such manner as the Board determines any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged nor until the expiration of fourteen (14) clear days after a the Notice in writing, stating and demanding payment of the sum presently payable, or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving the Notice of the intention to sell in default, has been served on the registered holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.	

Article No.	Proposed amendments showing changes to the existing Articles	
25.	Subject to these Articles and to the terms of allotment, the Board may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium), and each Member shall (subject to being given at least fourteen (14) clear days' Notice specifying the time and place of payment) pay to the Company as required by such an Notice the amount called on his shares. A call may be extended, postponed or revoked in whole or in part as the Board determines but no Member shall be entitled to any such extension, postponement or revocation except as a matter of grace and favour.	
35.	When any share has been forfeited, an Notice of the forfeiture shall be served upon the person who was before forfeiture the holder of the share. No forfeiture shall be invalidated by any omission or neglect to give such Notice.	
44.	The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of <u>\$Hong Kong dollars 2.50</u> or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law <u>Act</u> or, if appropriate, upon a maximum payment of <u>\$Hong Kong dollars 1.00</u> or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.	
45.	Notwithstanding Subject to the Listing Rules, notwithstanding any other provision of these Articles the Company or the Directors may fix any date as the record date for:	
	(a)	determining the Members entitled to receive any dividend, distribution, allotment or issue and such record date may be on, or at any time not more than thirty (30) days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made;
	(b)	determining the Members entitled to receive an Notice of and to vote at any general meeting of the Company.
46.	(1)	Subject to these Articles, any Member may transfer all or any of his shares by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.
	(2)	<u>Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares.</u>
51.	The registration of transfers of shares or of any class of shares may, after notice has been given by <u>announcement or by electronic communication or by</u> advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. <u>The period of thirty (30) days may be extended in respect of any year if approved by the Members by ordinary resolution.</u>	

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

Article No.	Proposed amendments showing changes to the existing Articles	
59.	(1)	An annual general meeting shall must be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty one (21) clear days and not less than ten (10) clear business days. All other extraordinary general meetings may. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange Listing Rules, a general meeting may be called by shorter notice, subject to the Law Act, if it is so agreed:
	(a)	in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
	(b)	in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding representing not less than ninety-five per cent. (95%) in nominal value of the total voting rights at the meeting of all the issued shares giving that right Members.
	(2)	The the Notice shall specify (a) the time and place date of the meeting and , (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 64A, the principal place of the meeting (the “Principal Meeting Place”), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the Notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (d) particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The the Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such the Notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.
61.	(1)	(d) appointment of Auditors (where special notice of the intention for such appointment is not required by the Law Act) and other officers; and
		(f) the granting of any mandate or authority to the Directors to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than twenty per cent. (20%) in nominal value of its existing issued share capital; and
		(g) the granting of any mandate or authority to the Directors to repurchase securities of the Company.
	(2)	No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person or by proxy or (in the case of a Member being a corporation) by its duly , for quorum purposes only, two persons <u>appointed by the clearing house as authorised representative or proxy</u> shall form a quorum for all purposes.

Article No.	Proposed amendments showing changes to the existing Articles	
62.	If within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and <u>(where applicable) same place(s) or to such time and (where applicable) such place-as(s) and in such form and manner referred to in Article 57 as the chairman of the meeting (or in default, the Board) may absolutely determine.</u> If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.	
63.	The chairman of the Company <u>or if there is more than one chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at every a general meeting.</u> If at any meeting then <u>no</u> chairman, is not <u>not</u> present within fifteen (15) minutes after the time appointed for holding the meeting, or is not <u>not</u> willing to act as chairman, <u>the deputy chairman of the Company or if there is more than one deputy chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman.</u> If no chairman or deputy chairman is present or is willing to act as chairman of the <u>meeting</u> , the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.	
64.	The <u>Subject to Article 64C, the chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice <u>Notice</u> of the adjourned meeting shall be given specifying the time and place of the adjourned meeting details set out in Article 59(2) but it shall not be necessary to specify in such Notice <u>Notice</u> the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give Notice <u>Notice</u> of an adjournment.</u>	
64A.	(1)	<u>The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations ("Meeting Location(s)") determined by the Board at its absolute discretion. Any Member or any proxy attending and participating in such way or any Member or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u>
	(2)	<u>All general meetings are subject to the following and, where appropriate, all references to a "Member" or "Members" in this sub-paragraph (2) shall include a proxy or proxies respectively:</u>
	(a)	<u>where a Member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;</u>

Article No.	Proposed amendments showing changes to the existing Articles	
	(b)	<u>Members present in person or by proxy at a Meeting Location and/or Members attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations and Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;</u>
	(c)	<u>where Members attend a meeting by being present at one of the Meeting Locations and/or where Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting;</u>
	(d)	<u>if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.</u>
64B.	<u>The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.</u>	
64C.	<u>If it appears to the chairman of the general meeting that:</u>	
	(a)	<u>the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 64A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or</u>
	(b)	<u>in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or</u>
	(c)	<u>it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</u>
	(d)	<u>there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;</u>
	<u>then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.</u>	

Article No.	Proposed amendments showing changes to the existing Articles								
64D.	<u>The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.</u>								
64E.	<p><u>If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the Notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:</u></p> <table border="1"> <tr> <td><u>(a)</u></td><td><u>when a meeting is so postponed, the Company shall endeavour to post a Notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a Notice shall not affect the automatic postponement of a meeting);</u></td></tr> <tr> <td><u>(b)</u></td><td><u>when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board shall notify the Members of details of such change in such manner as the Board may determine;</u></td></tr> <tr> <td><u>(c)</u></td><td><u>when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 64, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and</u></td></tr> <tr> <td><u>(d)</u></td><td><u>Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the Members.</u></td></tr> </table>	<u>(a)</u>	<u>when a meeting is so postponed, the Company shall endeavour to post a Notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a Notice shall not affect the automatic postponement of a meeting);</u>	<u>(b)</u>	<u>when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board shall notify the Members of details of such change in such manner as the Board may determine;</u>	<u>(c)</u>	<u>when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 64, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and</u>	<u>(d)</u>	<u>Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the Members.</u>
<u>(a)</u>	<u>when a meeting is so postponed, the Company shall endeavour to post a Notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a Notice shall not affect the automatic postponement of a meeting);</u>								
<u>(b)</u>	<u>when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board shall notify the Members of details of such change in such manner as the Board may determine;</u>								
<u>(c)</u>	<u>when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 64, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and</u>								
<u>(d)</u>	<u>Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the Members.</u>								
64F.	<u>All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 64C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.</u>								
64G.	<u>Without prejudice to other provisions in Article 64, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u>								

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

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

Article No.	Proposed amendments showing changes to the existing Articles	
77.	(1)	<p>The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting <u>(including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy)</u>. If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.</p>
	(2)	<p>The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the the Notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate), <u>or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified,</u> not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned <u>meeting or postponed</u> meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting <u>or postponed meeting</u> in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>
78.	<p>Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the the Notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment <u>or postponement</u> of the meeting as for the meeting to which it relates. <u>The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Articles has not been received in accordance with the requirements of these Articles. Subject to aforesaid, if the proxy appointment and any of the information required under these Articles is not received in the manner set out in these Articles, the appointee shall not be entitled to vote in respect of the shares in question.</u></p>	
79.	<p>A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the the Notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement of the meeting or adjourned <u>meeting or postponed</u> meeting, at which the instrument of proxy is used.</p>	

Article No.	Proposed amendments showing changes to the existing Articles	
81.	(2)	If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, <u>the right to speak, and</u> where a show of hands is allowed, the right to vote individually on a show of hands.
82.	A resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all persons for the time being entitled to receive a Notice of and to attend and vote at general meetings of the Company shall, for the purposes of these Articles, be treated as a resolution duly passed at a general meeting of the Company and, where relevant, as a special resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last Member to sign, and where the resolution states a date as being the date of his signature thereof by any Member the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant Members.	
83.	(3)	The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board <u>so appointed</u> shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.
	(4)	Neither a Director nor an alternate Director shall be required to hold any shares of the Company by way of qualification and a Director or alternate Director (as the case may be) who is not a Member shall be entitled to receive a Notice of and to attend and speak at any general meeting of the Company and of all classes of shares of the Company.
	(5)	The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director <u>(including a managing or other executive director)</u> at any time before the expiration of his period term of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).
	(6)	A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (5) above may be filled by the election or appointment by ordinary resolution <u>of</u> the Members at the meeting at which such Director is removed.

Article No.	Proposed amendments showing changes to the existing Articles	
100.	(1)	A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:
	(i)	any contract or arrangement for the giving of any security or indemnity either: (a) to such the Director or his close associate(s) any security or indemnity in respect of money lent by him or any of his close associate(s) or obligations incurred or undertaken by him or any of his close associate(s) <u>them</u> at the request of or for the benefit of the Company or any of its subsidiaries; <u>or</u> (b) (ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part <u>and</u> whether alone or jointly under a guarantee or indemnity or by the giving of security;
	(iii)	any contract or arrangement <u>proposal</u> concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
	(iv)	any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or
	(viii)	any proposal or arrangement concerning the <u>benefit of employees of the Company or its subsidiaries including:</u> (a) <u>the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme; under which the Director or his close associate(s) may benefit; or</u> (b) <u>the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors or the Director, his close associate(s) and to employees/employee(s) of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not</u> accorded <u>generally accorded</u> to the class of persons to which such scheme or fund relates;
	(iv)	<u>any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.</u>
101.	(4)	The Company shall not make any loan, directly or indirectly, to a Director or his close associate(s) if and to the extent it would be prohibited by the Companies Ordinance (Chapter 622 of the laws of Hong Kong) <u>as</u> if the Company were a company incorporated in Hong Kong.
111.	The Board may meet for the despatch of business, adjourn <u>or postpone</u> and otherwise regulate its meetings as it considers appropriate. Questions arising at any meeting shall be determined by a majority of votes. In the case of any equality of votes the chairman of the meeting shall have an additional or casting vote.	

Article No.	Proposed amendments showing changes to the existing Articles	
112.	A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board <u>whenever he shall be required so to do by any Director</u> . Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via <u>by electronic mail means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website</u> or by telephone or in such other manner as the Board may from time to time determine whenever he shall be required so to do by any Director .	
113.	(2)	Directors may participate in any meeting of the Board by means of a conference telephone, <u>electronic</u> or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.
115.	The Board may elect one or more chairman and one or more deputy chairman of its meetings and determine the period for which they are respectively to hold such office. If no chairman or deputy chairman is elected, or if at any meeting neither the <u>no</u> chairman nor any <u>or</u> deputy chairman is present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.	
119.	A resolution in writing signed by all the Directors except such as are temporarily unable to act through ill-health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid shall (provided that such number is sufficient to constitute a quorum and further provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Articles) be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held. <u>A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of this Article.</u> Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid. Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.	
124.	(1)	The officers of the Company shall consist of at least one chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Law <u>Act</u> and these Articles.
	(2)	The Directors shall, as soon as may be after each appointment or election of Directors, elect amongst the Directors a chairman and if more than one (1) Director is proposed for this office, the election to such office shall take place <u>Directors may elect more than one chairman in such manner as the Directors may determine.</u>

Article No.	Proposed amendments showing changes to the existing Articles	
144.	(1)	The Company may, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and capital redemption reserve and the profit and loss account) whether or not the same is available for distribution and accordingly that such amount be set free for distribution among the Members or any class of Members who would be entitled thereto if it were distributed by way of dividend and in the same proportions, on the footing that the same is not paid in cash but is applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such Members respectively or in paying up in full unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such Members, or partly in one way and partly in the other, and the Board shall give effect to such resolution provided that, for the purposes of this Article, a share premium account and any capital redemption reserve or fund representing unrealised profits, may be applied only in paying up in full unissued shares of the Company to be allotted to such Members credited as fully paid.
	(2)	<u>Notwithstanding any provisions in these Articles, the Board may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and the profit and loss account) whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees (including directors) of the Company and/or its affiliates (meaning any individual, corporation, partnership, association, joint-stock company, trust, unincorporated association or other entity (other than the Company) that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company) upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Members at a general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Members at a general meeting.</u>
152.	(2)	The Members may, at any general meeting convened and held in accordance with these Articles, by special <u>ordinary</u> resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.
155.	<p>If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.</p> <p><u>The Directors 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 Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154.</u></p>	

Article No.	Proposed amendments showing changes to the existing Articles	
158.	(1)	Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange Listing Rules), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of <u>electronic transmission or electronic communication</u> and any such Notice and document may be <u>served</u> given or <u>delivered</u> issued by the Company on or to any Member <u>either</u> following means:
	(a)	by <u>serving it personally</u> or on the relevant person ;
	(b)	by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting ;
	(c)	by <u>delivering or leaving it to any</u> at such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by as aforesaid;
	(d)	by <u>placing an advertisement</u> in appropriate newspapers or other publication and where <u>applicable</u> , in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing ;
	(e)	by <u>sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person</u> ;
	(f)	by <u>publishing it on the Company’s website or to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to the member a notice</u> any such person stating that the notice or other , document or publication is available thereon the Company’s computer network website (a “notice of availability”); or
	(g)	by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.
	(2)	The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website.
	(3)	In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
	(4)	Every person who, by operation of law, transfer, transmission, or other means <u>whatsoever</u> , shall become entitled to any share, shall be bound by every notice in respect of such share, which, <u>previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.</u>
	(5)	Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which notices can be served upon him.
	(6)	Subject to any applicable laws, rules and regulations and the terms of these Articles, <u>any notice, document or publication, including but not limited to the documents referred to in Articles 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language.</u>

Article No.	Proposed amendments showing changes to the existing Articles	
159.	(c)	if published on the Company's website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company's website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;
	(ed)	if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and
	(d)	may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.
	(e)	if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.
162.	(1)	The Subject to Article 162(2), the Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.
163.	(1)	Subject to any special rights, privileges or restrictions as to the distribution of available surplus assets on liquidation for the time being attached to any class or classes of shares (i) if the Company shall be wound up and 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 <i>pari passu</i> amongst such members Members in proportion to the amount paid up on the shares held by them respectively and (ii) 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.
	(3)	In the event of winding up of the Company in Hong Kong, every Member who is not for the time being in Hong Kong shall be bound, within fourteen (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 judgements 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.

Article No.	Proposed amendments showing changes to the existing Articles	
164.	(1)	The Directors, Secretary and other officers and every Auditor for the time being of the Company at any time, whether at present or in the past, and the liquidator or trustees (if any) for the time being acting or who have acted in relation to any of the affairs of the Company and everyone of them, and everyone of their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts; and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto; PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of said persons.
<u>FINANCIAL YEAR</u>		
<u>165.</u>	<u>Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 of December in each year.</u>	
<u>165</u> 6.	No Article shall be rescinded, altered or amended and no new Article shall be made until the same has been approved by a special resolution of the Members. A special resolution shall be required to alter the provisions of the memorandum of association or to change the name of the Company.	
<u>166</u> 7.	No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the members of the Company Members to communicate to the public.	

NOTICE OF ANNUAL GENERAL MEETING



COGOBUY GROUP

科 通 芯 城 集 團

(a company incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 0400)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of Cogobuy Group (the “Company”) will be held at IngDan Innovation Center, 1st Floor Microsoft Comtech Tower, No. 55 Gaoxin South 9th Road, Nanshan District, Shenzhen, China on Friday, June 10, 2022 at 2:30 p.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor of the Company for the year ended December 31, 2021.
2. To re-elect Mr. Wu Lun Cheung Allen as an executive director of the Company.
3. To authorize the board of directors of the Company to fix the respective remuneration of the directors of the Company.
4.
 - (a) To appoint Ms. Guo Lihua as an executive director of the Company.
 - (b) To authorize the board of directors of the Company to fix the remuneration of Ms. Guo Lihua.
 - (c) To authorize the chairman of the board of directors or any executive director of the Company to execute a service agreement with Ms. Guo Lihua on behalf of the Company.
5. To re-appoint SHINEWING (HK) CPA Limited as the Company’s auditor to hold office until the conclusion of the next annual general meeting of the Company and to authorize the board of directors of the Company to fix their remuneration.
6. To consider and, if thought fit, pass the following resolution, with or without amendments, as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined in paragraph (d) below) all the powers of the Company to repurchase its own shares subject to and in accordance with all applicable laws, rules and regulations;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total number of shares of the Company which may be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same;
- (c) the approval in paragraph (a) of this resolution shall be in addition to any other authorization given to the directors of the Company and shall authorize the directors of the Company on behalf of the Company during the Relevant Period (as defined in paragraph (d) below) to procure the Company to purchase its shares at a price determined by the directors of the Company; and
- (d) for the purposes of this resolution:

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

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

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

“**THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined in paragraph (d) below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall be in addition to any other authorization given to the directors of the Company and shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period (as defined in paragraph (d) below) which would or might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) below);

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined in paragraph (d) below);
- (ii) the exercise of subscription rights under a share option scheme of the Company;
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; and
- (iv) the vesting of share awards granted or to be granted pursuant to the share award scheme of the Company,

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

- (d) for the purposes of this resolution:

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

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

“Rights Issue” means an offer of shares in the Company, open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors 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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** conditional upon the passing of the resolutions set out in items 6 and 7 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 6 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the shares of the Company into a smaller or larger number of shares of the Company respectively after the passing of this resolution).”

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

“**THAT:**

- (a) a specific mandate be and is hereby granted to the directors of the Company during the Relevant Period (as defined in paragraph (b) below) to exercise all the powers of the Company to grant restricted share units in connection with the restricted share unit scheme of the Company and to issue, allot, procure the transfer of, and otherwise deal with, not more than 3% of the total number of shares in the Company in issue as at the date of passing this resolution;

- (b) for the purposes of this resolution:

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

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

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands having been obtained by way of issue of a certificate of incorporation on change of name, (i) the existing English name of the Company be changed from “Cogobuy Group” to “Ingdan, Inc.”, and (ii) the dual foreign name in Chinese of the Company from “科通芯城集團” to “硬蛋創新” (the “**Change of Company Name**”), with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands, and that any one or more of the Directors or the company secretary of the Company be and is/are hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the proposed change of company name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

“**THAT** subject to the Change of Company Name under the resolution number 10 taking effect, the amended and restated memorandum and articles of association of the Company (incorporating the proposed amendments to the existing amended and restated memorandum and articles of association of the Company, the details of which are set out in Appendix IV to the circular of the Company dated April 28, 2022) (“**New Memorandum and Articles of Association**”), a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the memorandum of association and articles of association of the Company respectively in substitution for, and to the exclusion of, the existing amended and restated memorandum of association and articles of association of the Company with effect upon the Change of Company Name becoming effective, and any one director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he shall, in his absolute discretion, deem necessary or expedient to implement the adoption of the New Memorandum and Articles of Association.”

By Order of the Board

COGOBUY GROUP

KANG Jingwei, Jeffrey

Chairman, Executive Director and Chief Executive Officer

Hong Kong, April 28, 2022

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the AGM will be taken by poll (except where the chairman decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Company’s articles of association. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy. A proxy need not be a shareholder of the Company.

If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder of the Company present in person or by proxy shall be entitled to one vote for each share held by him.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 2:30 p.m. on Wednesday, June 8, 2022 or not less than 48 hours before the time appointed for holding any adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For the purpose of determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed during which period no transfer of shares will be registered. Details of such closure are set out below:

Latest time to lodge transfer documents for registration	4:30 p.m. on Monday, June 6, 2022
Closure of register of members	Tuesday, June 7, 2022 to Friday, June 10, 2022, both dates inclusive
Record date	Friday, June 10, 2022

In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than the aforementioned latest time.

In the event that the AGM is adjourned to a date later than June 10, 2022 because of bad weather or other reasons, the book closure period and record date for determination of entitlement to attend and vote at the AGM will remain the same as stated above.

5. Where there are joint holders of any share of the Company, any one of such persons may vote at the AGM either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the AGM personally or by proxy, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. A circular containing further details concerning items 2 to 11 set out in the above notice will be sent to all shareholders of the Company together with this notice.
7. References to time and dates in this notice are to Hong Kong time and dates.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In light of the continuing risks posed by COVID-19, the Company is adopting the following precautionary measures at the Annual General Meeting in order to safeguard the health and safety of the Shareholders who might be attending the Annual General Meeting in person:

1. compulsory temperature checks will be carried out on every attendee at the entrance of the Annual General Meeting venue. Any person with a body temperature above 37.4 degrees Celsius or the reference point announced by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the Annual General Meeting venue and requested to leave the Annual General Meeting venue;
2. every attendee will be required to wear a surgical face mask at the Annual General Meeting venue and throughout the Annual General Meeting. **Please note that no surgical face masks will be provided at the Annual General Meeting venue and attendees should bring and wear their own masks;**
3. every attendee will be required to sit at a distance from the other attendees at the Annual General Meeting venue and throughout the Annual General Meeting; and
4. no refreshment or drinks, or corporate gifts or gift coupons will be provided to the attendees at the Annual General Meeting.

To the extent permitted under the 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 so as to ensure the health and safety of the other attendees at the Annual General Meeting.

Due to the constantly evolving COVID-19 pandemic situation in Shenzhen, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the websites of the Company (www.cogobuygroup.com) and the Stock Exchange (www.hkexnews.hk) for further announcements and updates on the Annual General Meeting arrangements.

Voting by proxy in advance of the Annual General Meeting: The Company does not in any way wish to diminish the opportunity available to the Shareholders to exercise their rights to vote, but is conscious of the pressing need to protect the Shareholders from possible exposure to the COVID-19 pandemic. For the health and safety of the Shareholders, the Company encourages Shareholders to exercise their right to vote at the Annual General Meeting by appointing the chairman of the Annual General Meeting as their proxy instead of attending the Annual General Meeting in person. Physical attendance is not necessary for the purpose of exercising the voting rights of the Shareholders.

The deadline for submission of completed proxy forms is not less than 48 hours before the time appointed for the holding of the Annual General Meeting, which is 2:30 p.m. on Wednesday, June 8, 2022 (Hong Kong time). In order to be valid, the completed proxy forms must be returned to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, in accordance with the instructions printed on it at or before the deadline.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Appointment of proxy by non-registered Shareholders: Non-registered Shareholders whose Shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) for assistance in the appointment of proxies.

If Shareholders have any questions relating to the Annual General Meeting, please contact the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, whose details are as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong
Tel: +852 2862 8555
Fax: +852 2865 0990
Website: www.computershare.com/hk/contact