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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

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

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**CONFIDENCE INTELLIGENCE HOLDINGS LIMITED**

**信懇智能控股有限公司**

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

**(Stock Code: 1967)**

**PROPOSALS FOR**

- (1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS,**  
**(2) RE-ELECTION OF RETIRING DIRECTORS,**  
**(3) RE-APPOINTMENT OF AUDITORS,**  
**(4) GENERAL MANDATES TO ISSUE SHARES, BUY-BACK SHARES AND EXTENSION MANDATE,**  
**(5) PROPOSED AMENDMENTS TO THE CURRENT MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION AND NOTICE OF 2023 ANNUAL GENERAL MEETING**

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A notice convening the 2023 annual general meeting of the Company (the “**2023 AGM**”) to be held at No. 7 Building, New Development Zone, Baishixia, Fuyong Street, Bao’an District, Shenzhen, PRC on Monday, 29 May 2023 at 11:00 a.m. is set out on pages 41 to 45 of this circular. Such form of proxy is also published on the websites of The Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.szxinken.com](http://www.szxinken.com).

Whether or not you are able to attend the 2023 AGM in person, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours (i.e. 11:00 a.m. on Saturday, 27 May 2023) before the time appointed for holding the 2023 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2023 AGM or any adjournment thereof should you so wish.

24 April 2023

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## DEFINITIONS

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

“2022 Annual Report”	the annual report of the Company for the financial year ended 31 December 2022 despatched to the Shareholders on 24 April 2023
“2023 AGM”	the 2023 annual general meeting of the Company to be held at No. 7 Building, New Development Zone, Baishixia, Fuyong Street, Bao’an District, Shenzhen, PRC on Monday, 29 May 2023 at 11:00 a.m. or any adjournment thereof
“Articles” or “Articles of Association”	the articles of association of the Company as amended and restated, supplemented or modified from time to time
“associate(s)”	has the same meaning defined in the Listing Rules
“Audit Committee”	the audit committee of the Board
“Auditors”	the auditors of the Company
“Board”	the board of Directors
“close associate(s)”	has the meaning defined in the Listing Rules
“Company”	Confidence Intelligence Holdings Limited (信懋智能控股有限公司), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1967)
“connected person(s)”	has the meaning defined in the Listing Rules
“controlling shareholder”	has the meaning defined in the Listing Rules
“core connected person(s)”	has the meaning defined in the Listing Rules
“Core Shareholder Protection Standards”	the core shareholder protection standards set out in Appendix 3 to the Listing Rules
“Current Memorandum and Articles of Association”	the current amended and restated memorandum of association of the Company and articles of association adopted by a special resolution passed on 20 September 2019 and effective on 18 October 2019

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## DEFINITIONS

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“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted at the 2023 AGM to Directors to exercise all the powers of the Company to allot, issue and deal with Shares up to 20% of the number of issued Shares as at the date of passing such resolution
“Latest Practicable Date”	Monday, 17 April 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	18 October 2019
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Memorandum and Articles of Association”	the second amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments to be considered and approved for adoption by way of special resolution at the 2023 AGM
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China

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## DEFINITIONS

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“Proposed Amendments”	the proposed amendments to the Current Memorandum and Articles of Association
“Repurchase Mandate”	a general and unconditional repurchase mandate proposed to be granted at the 2023 AGM to the Directors to exercise all the powers of the Company to repurchase Shares up to 10% of the number of issued Shares as at the date of passing such resolution
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Shenzhen Confidence”	Shenzhen Confidence Intelligence Electronic Co., Ltd.* (深圳信懇智能電子有限公司) (formerly known as Shenzhen Confidence Industries Co. Ltd.* (深圳市信懇實業有限公司)), a company established under the laws of the PRC with limited liability on 23 March 2000 and an indirect wholly-owned subsidiary of the Company which was converted to Shenzhen Confidence Intelligence Electronic Co., Ltd. (a joint stock company with limited liability)* (深圳市信懇智能電子股份有限公司) on 2 December 2015 and listed on NEEQ on 10 May 2016. It was subsequently delisted on 4 December 2018 and converted to a limited liability company on 18 December 2018
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning defined in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent

\* For identification purpose only

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LETTER FROM THE BOARD

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**CONFIDENCE INTELLIGENCE HOLDINGS LIMITED**

**信懋智能控股有限公司**

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

**(Stock Code: 1967)**

*Executive Directors:*

Mr. Li Hao (*Chairman and Chief Executive Officer*)

Mr. Zhang Bizhong

Mr. Xu Shizhen

Ms. Li Biqiong

Mr. Hao Xiangjun

*Registered office in Cayman Islands:*

Windward 3

Regatta Office Park

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Non-executive Director:*

Mr. Yuan Shuntang

*Principal place of*

*business in Hong Kong:*

Unit 702, 7th Floor

Greenfield Tower

Concordia Plaza

1 Science Museum Road

Tsim Sha Tsui East

Kowloon, Hong Kong

*Independent Non-executive Directors:*

Mr. Wong Chun Sek Edmund

Ms. Mu Lingxia

Mr. Huang Jianfei

24 April 2023

*To the Shareholders*

*Dear Sir or Madam,*

**PROPOSALS FOR**

**(1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS  
AND REPORTS OF DIRECTORS AND AUDITORS,**

**(2) RE-ELECTION OF RETIRING DIRECTORS,**

**(3) RE-APPOINTMENT OF AUDITORS,**

**(4) GENERAL MANDATES TO ISSUE SHARES,  
BUY-BACK SHARES AND EXTENSION MANDATE,**

**(5) PROPOSED AMENDMENTS TO THE CURRENT**

**MEMORANDUM AND ARTICLES OF ASSOCIATION AND**

**ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

**AND**

**NOTICE OF 2023 ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to give you notice of the 2023 AGM and to provide you with details of the resolutions to be proposed at the 2023 AGM relating to:

- (a) the adoption of the audited consolidated financial statements and the Reports of the Directors and the Auditors for the year ended 31 December 2022;
- (b) the proposed re-election of the retiring Directors;
- (c) the proposed re-appointment of the Auditors;
- (d) the granting of the Issue Mandate to the Directors;
- (e) the granting of the Repurchase Mandate to the Directors;
- (f) the granting of the Extension Mandate to the Directors; and
- (g) the proposed amendments to the Current Memorandum and Articles of Association and adoption of the New Memorandum and Articles of Association.

### 2. ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS FOR THE YEAR ENDED 31 DECEMBER 2022

The audited consolidated financial statements of the Company for the year ended 31 December 2022 together with the Reports of the Directors and the Auditors, are set out in the 2022 Annual Report which will be sent to the Shareholders together with this circular. The 2022 Annual Report may be viewed and downloaded from the Company's website ([www.szxinken.com](http://www.szxinken.com)) and the Hong Kong Exchanges and Clearing Limited's website ([www.hkexnews.hk](http://www.hkexnews.hk)). The audited consolidated financial statements have been reviewed by the Audit Committee.

### 3. RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises five Executive Directors, namely Mr. Li Hao (chairman of the Board and chief executive officer of the Company), Mr. Zhang Bizhong, Mr. Xu Shizhen, Ms. Li Biqiong and Mr. Hao Xiangjun; one Non-executive Director, namely Mr. Yuan Shuntang; and three Independent Non-executive Directors, namely Mr. Wong Chun Sek Edmund, Ms. Mu Lingxia and Mr. Huang Jianfei.

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## LETTER FROM THE BOARD

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Pursuant to Article 108(a) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to the retirement by rotation at least once every three years. Accordingly, Mr. Xu Shizhen, Mr. Yuan Shuntang and Mr. Wong Chun Sek Edmund will retire from office as Directors by rotation at the 2023 AGM and being eligible, offer themselves for re-election at the 2023 AGM.

Articles 112 of the Articles of Association provides that the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. Huang Jianfei (who was appointed as an Independent Non-executive Director of the Company on 19 October 2022) will retire and, being eligible, offer himself for re-election at the 2023 AGM.

The re-election of Directors has been reviewed by the Nomination Committee which recommended to the Board that the re-election be proposed for Shareholders' approval at the 2023 AGM. The nominations were made in accordance with the Nomination Policy of the Company and the objective criteria for the nominations including but not limited to, race, gender, age, cultural and educational background, professional qualification, skills, knowledge, industry experience and length of service, with due regard for the benefits of diversity as set out under the Board Diversity Policy of the Company.

In recommending Mr. Xu Shizhen to stand for re-election as an Executive Director, Mr. Yuan Shuntang to stand for re-election as a Non-executive Director and Mr. Wong Chun Sek Edmund and Mr. Huang Jianfei to stand for re-election as Independent Non-executive Directors, the Nomination Committee has considered the following backgrounds and attributes of the nominees concerned:

- (a) Mr. Xu Shizhen has substantial experience in corporate finance and accounting. He obtained a Diploma in Finance and Accounting from the Wuhan University of Technology (formerly known as Wuhan Automotive Polytechnic University) in July 1996;
- (b) Mr. Yuan Shuntang has substantial experience in strategic planning of the Group. He obtained a Diploma in Industrial Electrical Automation from the Wuhan University of Science and Technology (formerly known as Wuhan Institute of Metallurgy) in July 1993;
- (c) Mr. Wong Chun Sek Edmund has more than 15 years of experience in accounting, taxation and auditing. He is a member of the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Accountants in England and Wales, the Association of Chartered Certified Accountants of the United Kingdom, the Hong Kong Chartered Governance Institute and the Chartered Governance Institute; and

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## LETTER FROM THE BOARD

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- (d) Mr. Huang Jianfei has more than 10 years of experience in the technology industry and business management. He graduated in July 1991 from the Tiangong University (天津工業大學) in the PRC majoring in chemistry. He later obtained a Master of Business Administration from the Hong Kong Polytechnic University in April 1994.

The Nomination Committee considered that in view of their diverse and different educational backgrounds and professional knowledge and experience in the respective fields of business management, finance, accounting and corporate governance as mentioned above and as set out in Appendix I to this circular, the appointment of Mr. Xu Shizhen, Mr. Yuan Shuntang, Mr. Wong Chun Sek Edmund and Mr. Huang Jianfei as Directors will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board which is appropriate to the requirements of the Company's business.

The Nomination Committee has also assessed the independence of all the Independent Non-executive Directors. All the Independent Non-executive Directors satisfy the Independence Guidelines set out in the Listing Rules and has provided to the Company annual written confirmation of their independence.

At the 2023 AGM, an ordinary resolution will be proposed to re-elect Mr. Xu Shizhen as Executive Director, Mr. Yuan Shuntang as Non-executive Director and Mr. Wong Chun Sek Edmund and Mr. Huang Jianfei as Independent Non-executive Directors.

Details of the above mentioned retiring Directors who are subject to re-election at the 2023 AGM are set out in Appendix I to this circular.

#### **4. RE-APPOINTMENT OF THE AUDITORS**

Mazars CPA Limited will retire as the Auditors at the 2023 AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the Audit Committee, proposed to re-appoint Mazars CPA Limited as the Auditors and to hold office until the conclusion of the 2024 annual general meeting of the Company.

#### **5. PROPOSED ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE**

At the 2022 annual general of the Company, a general mandate was given to the Directors to exercise the powers of the Company to:

- (a) allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue immediately following the completion of the public offer and placing of the Company's shares (the "Share Offer") and the capitalisation issue;

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## LETTER FROM THE BOARD

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- (b) repurchase Shares up to 10% of the total number of Shares in issue immediately following the completion of the Share Offer and the capitalisation issue; and
- (c) extend to the general mandate to allot, issue and deal with Shares pursuant to paragraph (a) above to include the aggregate number of Shares which may be repurchased pursuant to paragraph (b) above.

The above general mandates will expire at the conclusion of the 2023 AGM and the purpose of this circular is to request the approval of the Shareholders to renew the general mandate as referred to in paragraphs (a), (b) and (c) above in the 2023 AGM to be held on 29 May 2023.

### **Issue Mandate**

At the 2023 AGM, an ordinary resolution will be proposed to grant to the Directors a new general and unconditional mandate to allot, issue and otherwise deal with the aggregate number of Shares up to 20% of the issued Shares as at the date of the passing of the proposed resolution (the “**Issue Mandate**”).

As at the Latest Practicable Date, the Company had 250,000,000 Shares in issue. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares will be allotted and issued or repurchased prior to the date of the 2023 AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 50,000,000 Shares under the Issue Mandate.

### **Repurchase Mandate**

At the 2023 AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares on the Stock Exchange of an aggregate number of Shares up to 10% of the issued Shares as at the date of granting of the Repurchase Mandate (the “**Repurchase Mandate**”).

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are allotted, issued or repurchased between the Latest Practicable Date and the date of the 2023 AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 25,000,000 Shares.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

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## LETTER FROM THE BOARD

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### **Extension Mandate**

In addition, subject to the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2023 AGM to authorise the Directors to extend the Issue Mandate to allot and issue Shares by an amount of Shares representing the aggregate number of Shares of the Company purchased or repurchased by the Company pursuant to the authority granted to the Directors under the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares of the Company as at the date of passing the resolution for approving the Repurchase Mandate (the “**Extension Mandate**”).

The Issue Mandate and the Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the 2023 AGM; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or the applicable laws of the Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Directors have no present intention to exercise the Issue Mandate, the Repurchase Mandate and the Extension Mandate (if granted to the Directors at the 2023 AGM).

### **6. PROPOSED AMENDMENTS TO THE CURRENT MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended to require listed issuers to adopt the Core Shareholder Protection Standards set out in Appendix 3 to the Listing Rules (“**Core Shareholder Protection Standards**”).

To conform with the Core Shareholder Protection Standards, the Board proposes that the Company adopts the New Memorandum and Articles of Association incorporating the Proposed Amendments in substitution for, and to the exclusion of, the Current Memorandum and Articles of Association. Details of the Proposed Amendments are set out in Appendix III to this circular.

The legal advisers to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the Proposed Amendments comply with the applicable requirements of the Listing Rules and are not inconsistent with the Cayman Islands laws. The Company also confirms that there is nothing unusual in the Proposed Amendments from the perspective of a company listed on the Stock Exchange.

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

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## LETTER FROM THE BOARD

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### **7. CLOSURE OF THE REGISTER OF MEMBERS**

The 2023 AGM will be held on Monday, 29 May 2023 at 11:00 a.m. For determining the entitlement to attend and vote at the 2023 AGM, the register of members of the Company will be closed from Tuesday, 23 May 2023 to Monday, 29 May 2023, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the 2023 AGM, unregistered holders of the Shares should ensure that all share transfer forms accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited, the branch share registrar and transfer office of the company in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 22 May 2023.

### **8. 2023 AGM**

A notice convening the 2023 AGM is set out on pages 41 to 45 of this circular. The 2023 AGM will be held at No. 7 Building, New Development Zone, Baishixia, Fuyong Street, Bao'an District, Shenzhen, PRC on Monday, 29 May 2023 at 11:00 a.m., for the purpose of considering and, if thought fit, approving the resolutions as set out therein.

Article 79 of the Articles of Association provides that on a poll, every Shareholder present in person or by proxy shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid. An announcement on the poll vote results will be made by the Company after the 2023 AGM, in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the 2023 AGM is also enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, and in any event not later than 48 hours (i.e. 11:00 a.m. on Saturday, 27 May 2023) before the time appointed for holding the 2023 AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the 2023 AGM or any adjournment thereof should you so wish.

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## LETTER FROM THE BOARD

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### 9. RESPONSIBILITY OF THE DIRECTORS

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.

### 10. RECOMMENDATION

At the 2023 AGM, ordinary resolutions will be proposed to approve, among other matters, the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; the re-election of retiring Directors and the re-appointment of Auditors. Special resolutions will be proposed to approve the adoption of the New Memorandum and Articles of Association.

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of retiring Directors, the re-appointment of the Auditors and the adoption of the New Memorandum and Articles of Association are in the best interests of the Company and the Shareholders. The Directors believe that an exercise of the Issue Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company. The Repurchase Mandate may, depending on 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 exercised when the Directors believe that such buy-back of Shares will benefit the Company and the Shareholders. An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and/or gearing position of the Company. The Directors do not, however, intend to make any buy-back in circumstances that would have a material adverse impact on the working capital requirements or the gearing levels of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of all resolutions to be proposed at the 2023 AGM.

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## LETTER FROM THE BOARD

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### 11. GENERAL INFORMATION

In the event of inconsistency, the English version of this circular shall prevail over the Chinese.

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,  
By order of the Board  
**Confidence Intelligence Holdings Limited**  
**Li Hao**  
*Chairman*

*The biographical details of the retiring Directors eligible for re-election at the 2023 AGM are set out as follows:*

### EXECUTIVE DIRECTOR

**Mr. Xu Shizhen (許世真)**, aged 49, is an Executive Director and the Chief Financial Officer of the Company and the cousin of Mr. Li Hao (the Chairman of the Company). Mr. Xu joined the Group in March 2000 and is primarily responsible for the overall financial, accounting and secretarial affairs of the Group. Mr. Xu obtained his Diploma in Finance and Accounting from the Wuhan University of Technology (formerly known as Wuhan Automotive Polytechnic University) in July 1996. From September 1996 to December 1998, Mr. Xu worked as a sales manager in Shenzhen Tefa Songli Electronic Industry Co., Ltd\* (深圳市特發松立電子實業有限公司), an electronic products manufacturer. He then joined Shenzhen Suzhu Co., Ltd.\* (深圳市塑住有限公司) as a purchasing manager from January 1999 to January 2000. He has been the chief financial officer of Shenzhen Confidence since March 2000 and has been appointed as a director, financial controller and secretary of the board since December 2015. He also has been the supervisor of Xinzhi (Shenzhen) Electronic Co., Ltd.\* (信智(深圳)電子有限公司) since March 2019. He also has been the executive director of Chongqing Xinken Technology Company Limited\* (重慶信懇科技有限公司), a non-wholly owned subsidiary of the Group, since October 2020. He also has been the executive director of Anhui Xinken Information Technology Company Limited\* (安徽信懇信息科技有限公司), a wholly owned subsidiary of the Group, since October 2022.

Mr. Xu Shizhen has entered into a service agreement with the Company as Executive Director for a period of three years commencing from the Listing Date and will continue thereafter. Mr. Xu Shizhen is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Mr. Xu Shizhen is entitled to an annual remuneration of RMB703,711 (excluding payment pursuant to any discretionary benefits or bonus, granting of share options or other fringe benefits) payable by the Company. Mr. Xu's remuneration is recommended by the Remuneration Committee and approved by the Board at its absolute discretion, a discretionary bonus, the amount of which is determined with reference to the operating results of the Group and his performance. His appointment is subject to the provisions of retirement by rotation of Directors under the Articles of Association.

Saved as disclosed above, (i) Mr. Xu Shizhen has not held any other directorships in any public companies which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) Mr. Xu Shizhen has not held any other positions in the Company and other members of the Group; and (iii) Mr. Xu Shizhen does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date and according to the information received by the Company pursuant to Part XV of the SFO, Mr. Xu Shizhen did not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

\* For identification purpose only

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Mr. Xu Shizhen's re-election.

#### NON-EXECUTIVE DIRECTOR

**Mr. Yuan Shuntang (袁順唐)**, aged 50, is a Non-executive Director of the Company. He is primarily responsible for providing strategic advice to the business development of the Group. Mr. Yuan obtained his Diploma in Industrial Electrical Automation from the Wuhan University of Science and Technology (formerly known as Wuhan Institute of Metallurgy) in July 1993. Mr. Yuan worked as a sales engineer in Shenzhen Tianyuan Finance Electronics Co., Ltd\* (深圳天元金融電子有限公司), an electronic products wholesaler, from September 1993 to June 1995 and joined Yantian International Container Terminals Limited\* (鹽田國際集裝箱碼頭有限公司), a logistic company, as an operation manager from August 1995 to October 2002. He then worked in Shenzhen Haoyang Logistics Co., Ltd.\* (深圳市浩洋貨運有限公司), a logistics company, as a sales manager from November 2002 to August 2005. Since September 2005, Mr. Yuan served as the general manager of Shenzhen Highway Sender International Transport Co., Ltd.\* (深圳市海威順達國際貨運代理有限公司), a logistics agency, where he was responsible for strategic planning and overseeing the overall operation management of the company.

Mr. Yuan Shuntang has entered into a letter of appointment with the Company as Non-executive Director for a period of two years commencing from the Listing Date and will continue thereafter. Mr. Yuan Shuntang is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Mr. Yuan Shuntang is entitled to an annual Director's fee of HK\$120,000. The amount of emoluments is determined by arm's length negotiation between the parties with reference to the prevailing market rate and the Company's policy.

Other than disclosed above, Mr. Yuan Shuntang has not held any directorships in any other public companies in the past three years. Save as disclosed in this circular, Mr. Yuan Shuntang does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed on page 19 of this circular, as at the Latest Practicable Date and according to the information received by the Company pursuant to Part XV of the SFO, Mr. Yuan Shuntang not have any interests in the Shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Mr. Yuan Shuntang's re-election.

\* For identification purpose only

**INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. Wong Chun Sek Edmond (黃俊碩)**, aged 38 was appointed as an Independent Non-executive Director of the Company on 20 September 2019. He is the chairman of the Audit Committee, a member of the Remuneration Committee and the Nomination Committee of the Company. He is responsible for providing independent advice to the Board. Mr. Wong obtained his Bachelor's Degree in Accountancy and a Master of Science in Applied Accounting from the Hong Kong Baptist University in November 2007 and November 2013 respectively. He also obtained a Master of Business Administration and a Master of Corporate Governance from the Hong Kong Metropolitan University (formerly known as The Open University of Hong Kong) in October 2016 and in August 2017 respectively. Mr. Wong is a member of the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Accountants in England and Wales, the Association of Chartered Certified Accountants of the United Kingdom, the Hong Kong Chartered Governance Institute and the Chartered Governance Institute. Mr. Wong has more than 15 years of experience in accounting, taxation and auditing. He joined Deloitte Touche Tohmatsu as an audit associate in September 2007 and left as an audit senior in November 2011. Mr. Wong joined Patrick Wong C.P.A. Limited as an audit manager in February 2012 and has been its practicing director since March 2013. From June 2017 to May 2021, Mr. Wong was the independent non-executive director of InvesTech Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1087) which is principally engaged in the provision of network system integration. Mr. Wong was also the independent non-executive director of Deyun Holding Ltd., a company listed on the Main Board of the Stock Exchange (stock code: 1440) which is principally engaged in lace manufacturing and dyeing service from December 2020 to September 2022. Mr. Wong is currently a member of the Legislative Council of Hong Kong.

Mr. Wong Chun Sek Edmund has entered into a letter of appointment with the company as Independent Non-executive Director for a period of one year commencing from the Listing Date and continued thereafter. Mr. Wong is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Mr. Wong Chun Sek Edmund is entitled to an annual Director's fee of HK\$120,000. The amount of emoluments is determined by arm's length negotiation between the parties with reference to the prevailing market rate and the Company's policy.

Other than disclosed above, Mr. Wong Chun Sek Edmund has not held any directorships in any other public companies in the past three years. Save as disclosed in this circular, Mr. Wong Chun Sek Edmund does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date and according to the information received by the Company pursuant to Part XV of the SFO, Mr. Wong Chun Sek Edmund does not have any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

The Company has received from Mr. Wong Chun Sek Edmund a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers Mr. Wong Chun Sek Edmund is independent.

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Mr. Wong Chun Sek Edmund's re-election

**Mr. Huang Jianfei (黃劍非)**, aged 53, was appointed as an Independent Non-executive Director of the Company on 19 October 2022. He is the chairman of the Nomination Committee, a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Huang has more than 10 years of experience in the technology industry and business management. From January 2000 to July 2005, Mr. Huang worked as a marketing manager at Shenzhen Hengpeng Technology Development Company Limited\* (深圳市恒朋科技開發有限公司) (“**Shenzhen Hengpeng**”). In April 2015, Mr. Huang rejoined Shenzhen Hengpeng as a vice general manager responsible for business planning and marketing management. He subsequently left the company in July 2018. In November 2019, Mr. Huang took the position of director of Guangdong BeiDou Mobile IOT Industry Institute (廣東省北斗移動物聯網產業研究院). Mr. Huang graduated in July 1991 from the Tiangong University (天津工業大學) in the PRC majoring in chemistry. He later obtained a Master of Business Administration from the Hong Kong Polytechnic University in April 1994.

Mr. Huang Jianfei has entered into a letter of appointment with the Company as Independent Non-executive Director for an initial term of one year commencing from 19 October 2022. Mr. Huang Jianfei is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Mr. Huang Jianfei is entitled to an annual Director's fee of HK\$120,000. The amount of emoluments is determined by arm's length negotiation between the parties with reference to the prevailing market rate and the Company's policy.

Other than disclosed above, Mr. Huang Jianfei has not held any directorships in any other public companies in the past three years. Save as disclosed in this circular, Mr. Huang Jianfei does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date and according to the information received by the Company pursuant to Part XV of the SFO, Mr. Huang Jianfei does not have any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

The Company has received from Mr. Huang Jianfei a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers Mr. Huang Jianfei is independent.

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Mr. Huang Jianfei's re-election.

\* For identification purpose only

This appendix serves as an explanatory statement, as required under the Listing Rules to provide the requisite information to you for your consideration of the Repurchase Mandate.

## **SHARE CAPITAL**

As at the Latest Practicable Date, the number of Shares in issue was 250,000,000. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are allotted, issued or repurchased prior to the 2023 AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 25,000,000 Shares, representing 10% of the number of issued Shares as at the date of passing the resolution.

## **REASONS FOR REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Company to have general authority from the Shareholders to enable the Directors to repurchase the Shares in the market. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

## **FUNDING OF REPURCHASE**

Repurchase by the Company must be funded out of funds legally available for such purpose in accordance with the Articles of Association, the applicable laws and regulations of the Cayman Islands and the Listing Rules. It is envisaged that the funds required for any repurchase would be derived from the distributable profits of the Company.

## **IMPACT OF REPURCHASE**

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Group as compared with the position as at 31 December 2022, being the date of the Company's latest published audited consolidated financial statements. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Group.

## **DIRECTORS' INTENTION TO SELL SHARES**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates currently intends to sell Shares to the Company or its subsidiaries.

**DIRECTORS' UNDERTAKING**

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

**CONNECTED PARTIES**

The Listing Rules prohibit a company from knowingly purchasing its securities on the Stock Exchange from a “core connected person”, that is, a Director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates, and a core connected person (as defined in the Listing Rules) is prohibited from knowingly selling his/her/its securities of the Company to the Company.

As at the Latest Practicable Date, no core connected person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

**EFFECT OF THE TAKEOVERS CODE**

If, as a result of a securities repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code and the provision may apply as a result of any such increase.

## APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

As at the Latest Practicable Date, the following Shareholders had interests representing 5% or more of the Shares then in issue:

Name of Shareholder	Nature of interest	Number of Shares held/interested <sup>(1)</sup>	Approximate % of the total number of Shares in issue	Approximate % of the total number of Shares in issue should the Repurchase Mandate be exercised in full
Skyflying Company Limited	Beneficial owner	99,881,250 (L)	39.95%	44.39%
Mr. Li Hao	Interest in a controlled corporation <sup>(2)</sup>	99,881,250 (L)	39.95%	44.39%
Central Wealth Limited	Beneficial owner	31,250,000 (L)	12.50%	13.89%
Mr. Yuan Shuntang	Interest in a controlled corporation <sup>(3)</sup>	31,250,000 (L)	12.50%	13.89%
Ms. Zhang Juan	Interest of spouse <sup>(4)</sup>	31,250,000 (L)	12.50%	13.89%
Realtime Limited	Beneficial owner	27,543,750 (L)	11.02%	12.24%
Mr. Zhang Bizhong	Interest in a controlled corporation <sup>(5)</sup>	27,543,750 (L)	11.02%	12.24%
Ms. Chen Juan	Interest of spouse <sup>(6)</sup>	27,543,750 (L)	11.02%	12.24%
Regan Fund Management Company Limited ("Regan Fund")	Beneficial owner <sup>(7)</sup>	16,468,000 (L)	6.59%	7.32%
Regan International Growth Fund SPC (the "IGF")	Beneficial owner	12,590,800 (L)	5.04%	5.6%

*Notes:*

- (1) The letter "L" denotes the person's long position in the Shares.
- (2) Skyflying Company Limited is a company incorporated in the British Virgin Islands and is wholly-owned by Mr. Li Hao. Mr. Li Hao is also the sole director of Skyflying Company Limited. Therefore, Mr. Li Hao is deemed or taken to be interested in all the Shares held by Skyflying Company Limited under the SFO.

- (3) Central Wealth Limited is a company incorporated in the British Virgin Islands and is wholly-owned by Mr. Yuan Shuntang. Mr. Yuan Shuntang is also the sole director of Central Wealth Limited. Therefore, Mr. Yuan Shuntang is deemed or taken to be interested in all the Shares held by Central Wealth Limited under the SFO.
- (4) Ms. Zhang Juan is the spouse of Mr. Yuan Shuntang. Accordingly, Ms. Zhang Juan is deemed or taken to be interested in all the Shares held by Mr. Yuan Shuntang under the SFO.
- (5) Realtime Limited is a company incorporated in the British Virgin Islands and is wholly-owned by Mr. Zhang Bizhong. Mr. Zhang Bizhong the sole director of Realtime Limited. Therefore, Mr. Zhang Bizhong is deemed or taken to be interested in all the Shares held by Realtime Limited under the SFO.
- (6) Ms. Chen Juan is the spouse of Mr. Zhang Bizhong. Accordingly, Ms. Chen Juan is deemed or taken to be interested in all the Shares held by Mr. Zhang Bizhong under the SFO.
- (7) These Shares are held by IGF and Regan Global All Weather Strategy Fund SPC (“AWS”) with 12,736,000 Shares and 3,732,000 Shares, respectively. Regan Fund is the Investment Manager for IGF and AWS. Therefore, Regan Fund is deemed or taken to be interested in the Shares held by IGF and AWS.

On the basis of the shareholding held by the Shareholders named above, an exercise of the Repurchase Mandate in full will result in Mr. Li Hao and Skyflying Company Limited becoming obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Directors will not repurchase the Shares on the Stock Exchange if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25% of the total issued share capital of the Company, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

**SHARE PRICE**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during in each of the 12 months immediately preceding the Latest Practicable Date were as follows:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
2022		
April	29.40	25.10
May	28.00	25.40
June	33.20	25.70
July	39.00	25.75
August	39.00	34.95
September	39.00	33.30
October	45.70	35.00
November	48.50	35.00
December	37.50	30.95
2023		
January	36.00	28.70
February	32.00	24.80
March	27.40	21.85
April ( <i>up to the Latest Practicable Date</i> )	27.10	22.05

**SHARE REPURCHASE MADE BY THE COMPANY**

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

The following are the changes to the Current Memorandum and Articles of Association introduced by the New Memorandum and Articles of Association. Unless otherwise specified, clauses and articles referred to herein are clauses and articles of the New Memorandum and Articles of Association.

All capitalised terms in the clauses and articles contained in this Appendix are terms defined in the Current Memorandum and Articles of Association which shall have the corresponding meanings ascribed to them in the Current Memorandum and Articles of Association.

<b>Clause</b>	<b>Provisions in the New Memorandum and Articles of Association (showing changes to the current Memorandum of Association)</b>	<b>Remarks</b>
2	The registered office will be <del>situatesituated</del> at the offices of <del>EsteraOcorian</del> Trust (Cayman) Limited, <del>PO Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands</del> <u>Windward 3, Regatta Office, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands</u> or at such other place in the Cayman Islands as the Directors may from time to time decide.	
5	If the Company is registered as an exempted company as defined in the Cayman Islands Companies <del>Law</del> <u>Act</u> (as revised), it shall have the power, subject to the provisions of the Cayman Islands Companies <del>Law</del> <u>Act</u> (as revised) and with the approval of a special resolution, to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de-registered in the Cayman Islands	

<b>Article</b>	<b>Provisions in the New Memorandum and Articles of Association (showing changes to the current Articles of Association)</b>	<b>Remarks</b>
1(a)	Table "A" of the Companies <del>Law</del> <u>Act</u> (as revised) shall not apply to the Company.	

Article	Provisions in the New Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
1(b)	<p><b>Companies Law Act:</b> means the Companies Law Act (as revised) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;</p> <p><b>Registered Office:</b> means the registered office of the Company for the time being as required by the Companies Law Act;</p> <p><b>Relevant Period:</b> means the period commencing from the date on which any of the securities of the Company first become listed on the HK Stock Exchange to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time <del>listing</del>trading of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed);</p>	
1(c)(iii)	subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Law Act (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; and	
1(e)	A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such Shareholders as, being entitled so to do, vote in person or, by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting held in accordance with these Articles <del>and of which not less than 14 days’ notice has been duly given.</del>	

Article	Provisions in the New Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
5(a)	<p>If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law Act, be varied or abrogated either (i) with the consent in writing of the holders of not less than <del>¾</del> <u>three-fourths</u> in nominal value of the issued Shares of that class or (ii) with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall <i>mutatis mutandis</i> apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.</p>	
8	<p>Any new Shares shall be issued upon such terms and conditions and with such rights, privileges or restrictions attached thereto as the general meeting resolving upon the creation thereof shall direct, and if no direction be given, subject to the provisions of the Companies Law Act and of these Articles, as the Board shall determine; and in particular such Shares may be issued with a preferential or qualified right to participate in Dividends and in the distribution of assets of the Company and with a special right or without any right of voting.</p>	

Article	Provisions in the New Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
11(a)	All unissued Shares and other securities of the Company shall be at the disposal of the Board and it may offer, allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times, for such consideration and generally on such terms (subject to Article 9) as it in its absolute discretion thinks fit, but so that no Shares shall be issued at a discount. The Board shall, as regards any offer or allotment of Shares, comply with the provisions of the Companies <del>Law</del> Act, if and so far as such provisions may be applicable thereto.	
12(a)	The Company may at any time pay commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any Shares, but so that the conditions and requirements of the Companies <del>Law</del> Act shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the Shares are issued.	
12(b)	If any Shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable within a period of one year, the Company may pay interest on so much of that share capital as is for the time being paid up for the period and, subject to any conditions and restrictions mentioned in the Companies <del>Law</del> Act, may charge the sum so paid by way of interest to capital as part of the cost of construction of the works or buildings, or the provisions of the plant.	

<b>Article</b>	<b>Provisions in the New Memorandum and Articles of Association (showing changes to the current Articles of Association)</b>	<b>Remarks</b>
13	<p>The Company may from time to time by Ordinary Resolution:</p> <ul style="list-style-type: none"><li data-bbox="331 438 1177 470">(a) increase its share capital as provided by Article 7;</li><li data-bbox="331 519 1177 1285">(b) consolidate or divide all or any of its share capital into Shares of larger or smaller amount than its existing Shares; and on any consolidation of fully paid Shares into Shares of larger amount, the Board may settle any difficulty which may arise as it thinks expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of Shares to be consolidated determine which particular Shares are to be consolidated into a consolidated Share, and if it shall happen that any person shall become entitled to fractions of a consolidated Share or Shares, such fractions may be sold by some person appointed by the Board for that purpose and the person so appointed may transfer the Shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) may either be distributed among the persons who would otherwise be entitled to a fraction or fractions of a consolidated Share or Shares rateably in accordance with their rights and interest or may be paid to the Company for the Company’s benefit;</li><li data-bbox="331 1334 1177 1440">(c) divide its unissued Shares into several classes and attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions</li><li data-bbox="331 1489 1177 1866">(d) sub-divide its Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Companies <del>Law</del>Act, and so that the resolution whereby any Share is sub-divided may determine that, as between the holders of the Shares resulting from such sub-division, one or more of the Shares may have any such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new Shares;</li></ul>	

Article	Provisions in the New Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
15(a)	<p>Subject to the Companies <del>Law</del>Act, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of Shares, the Company shall have the power to purchase or otherwise acquire all or any of its own Shares (which expression as used in this Article includes redeemable Shares) provided that the manner and terms of purchase have first been authorised by an Ordinary Resolution of the Shareholders, and to purchase or otherwise acquire warrants and other securities for the subscription or purchase of its own Shares, and shares and warrants and other securities for the subscription or purchase of any shares in any company which is its Holding Company and may make payment therefor in any manner and terms authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any Shares or warrants or other securities in the Company or any company which is a Holding Company of the Company and should the Company purchase or otherwise acquire its own Shares or warrants or other securities neither the Company nor the Board shall be required to select the Shares or warrants or other securities to be purchased or otherwise acquired rateably or in any other manner and terms as between the holders of Shares or warrants or other securities of the same class or as between them and the holders of Shares or warrants or other securities of any other class or in accordance with the rights as to Dividends or capital conferred by any class of Shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with the relevant code, rules or regulations issued from time to time by the HK Stock Exchange and/or the Securities and Futures Commission of Hong Kong from time to time in force.</p>	
15(b)	<p>Subject to the provisions of the Companies <del>Law</del>Act and the Memorandum 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, at the option of the Company or the holders thereof, be liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.</p>	

Article	Provisions in the New Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
17(a)	The Board shall cause to be kept the Register and there shall be entered therein the particulars required under the Companies <del>Law</del> <u>Act</u> .	
17(b)	Subject to the provisions of the Companies <del>Law</del> <u>Act</u> , if the Board considers it necessary or appropriate, the Company may establish and maintain a principal or branch register of Shareholders at such location as the Board thinks fit and, during the Relevant Period, the Company shall keep its principal or a branch register of Shareholders in Hong Kong.	
17(c)	During the Relevant Period (except when the Register is closed <u>in accordance to the Companies Ordinance</u> ), any Shareholder may inspect during business hours any Register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance.	
17(d)	The Register may be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine <u>(or such longer period as the Shareholders may by Ordinary Resolution determine, provided that such period shall not be extended beyond 60 days in any year)</u> .	

Article	Provisions in the New Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
18(a)	<p>Every person whose name is entered as a Shareholder in the Register shall be entitled to receive within the relevant time limit as prescribed in the Companies <del>Law</del><u>Act</u> or as the HK Stock Exchange may from time to time determine, whichever is shorter, after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide or is required by the applicable rules of the stock exchange of the Relevant Territory) one certificate for all his Shares, or, if he shall so request, in a case where the allotment or transfer is of a number of Shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange of the Relevant Territory on which the Shares are listed upon payment of such sum (in the case of a transfer, not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, HK\$2.50 or such other sum as may from time to time be allowed or not prohibited under the Listing Rules, and in the case of any other Shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for Shares in stock exchange board lots or whole multiples thereof as he shall request and one for the balance (if any) of the Shares in question, provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders.</p>	
39	<p>Subject to the Companies <del>Law</del><u>Act</u>, all transfers of Shares shall be effected by transfer in writing in the usual or common form or in such other form as the Board may accept provided always that it shall be in such a form prescribed by the HK Stock Exchange and may be under hand only or, if the transferor or transferee is a Clearing House (or its nominee(s)), under hand or by machine imprinted signature or by such other means of execution as the Board may approve from time to time.</p>	

Article	Provisions in the New Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
41(c)	Notwithstanding anything contained in these Articles, the Company shall as soon as practicable and on a regular basis record in the principal Register all removals of Shares effected on any branch Register and shall at all times maintain the principal Register and all branch Registers in all respects in accordance with the Companies Law Act.	
62	At all times during the Relevant Period <del>other than the year of the Company's adoption of these Articles</del> , the Company shall in each <u>financial year</u> hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; <del>and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next.</del> The annual general meeting shall be held <u>within six Months after the end of the Company's financial year</u> and in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may 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 at such meetings.	
64	The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the <del>paid-up</del> <u>voting rights (on a one vote per share basis) in the capital of the Company</u> <del>having the right of voting at general meetings</del> . Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board <u>and adding resolutions to the agenda of the meeting</u> for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.	

Article	Provisions in the New Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
65	<p>An annual general meeting of the Company shall be called by at least 21 days' notice in writing, and a general meeting of the Company, other than an annual general meeting, shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:</p> <p>(a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat; and</p> <p>(b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% of the total voting rights at the meeting of all <del>members</del>Shareholders of the Company.</p>	
67	<p><del>(a)</del> All business shall be deemed special that is transacted at an extraordinary general meeting and also all business shall be deemed special that is transacted at an annual general meeting with the exception of the following, which shall be deemed ordinary business:</p>	<p>Renumber Article 67(a) as Article 67</p>
67A	<p><u>All Shareholders have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Shareholder is required by the Listing Rules, to abstain from voting to approve the matter under consideration.</u></p>	<p>New Article</p>

Article	Provisions in the New Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
92(b)	Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders <u>or any creditors' meeting</u> provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to 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)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote <u>individually</u> <del>on a show of hands</del> <u>and the right to speak</u> .	
96	The number of Directors shall not be less than two (2). The Company shall keep at its Registered Office a register of its directors and officers in accordance with the Companies <del>Law</del> <u>Act</u> .	
104(b)	Except as would, if the Company were a company incorporated in Hong Kong, be permitted by the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies <del>Law</del> <u>Act</u> , the Company shall not directly or indirectly:	
112	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy <u>or as an addition to the existing Board</u> shall hold office only until the first <u>annual</u> general meeting of the Company after his appointment and be subject to re-election at such meeting. <del>Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</del> Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.	

Article	Provisions in the New Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
113	No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director <u>signed by a Shareholder</u> and notice in writing <u>signed by that person</u> of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office. <u>The Company shall include the particulars of such proposed person for election as a Director in an announcement or a supplementary circular, and shall give the Shareholders at least seven days to consider the relevant information disclosed in such announcement or supplementary circular prior to the date of the meeting of the election.</u> The period for lodgment of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.	
116	The Board may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular but subject to the provisions of the Companies <del>Law</del> Act, by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.	
119	The Directors shall cause a proper register to be kept, in accordance with the provisions of the Companies <del>Law</del> Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with such provisions of the Companies <del>Law</del> Act with regard to the registration of mortgages and charges as may be specified or required.	

Article	Provisions in the New Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
127	The business of the Company shall be managed by the Board who, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the Companies <del>Law</del> Act expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Companies <del>Law</del> Act and of these Articles and to any regulations from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.	
144	The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may, without prejudice to his right under any contract with the Company, be removed by the Board. Anything by the Companies <del>Law</del> Act or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically on behalf of the Board.	
145	The Secretary shall attend all meetings of the Shareholders and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Companies <del>Law</del> Act and these Articles, together with such other duties as may from time to time be prescribed by the Board.	
146	A provision of the Companies <del>Law</del> Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of the Secretary.	

<b>Article</b>	<b>Provisions in the New Memorandum and Articles of Association (showing changes to the current Articles of Association)</b>	<b>Remarks</b>
147(a)	Subject to the Companies Law Act, the Company shall have one or more Seals as the Board may determine, and may have a Seal for use outside the Cayman Islands. The Board shall provide for the safe custody of each Seal, and no Seal shall be used without the authority of the Board or a committee authorised by the Board in that behalf.	
153(a)	The Company in general meeting may, upon the recommendation of the Board, resolve to capitalise any sum standing to the credit of any of the Company's reserve accounts which are available for distribution (including its share premium account and capital redemption reserve fund, subject to the Companies Law Act) and to appropriate such sums to the holders of Shares on the Register at the close of business on the date of the relevant resolution (or such other date as may be specified therein or determined as provided therein) in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of Dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid.	

Article	Provisions in the New Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
153(b)	Subject to the Companies <del>Law</del> Act, whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the reserves or profits and undivided profits resolved to be capitalised thereby, and attend to all allotments and issues of fully paid Shares, debentures, or other securities and generally shall do all acts and things required to give effect thereto. For the purpose of giving effect to any resolution under this Article, the Board may settle any difficulty which may arise in regard to a capitalisation issue as it thinks fit, and in particular may disregard fractional entitlements or round the same up or down and may determine that cash payments shall be made to any Shareholders in lieu of fractional entitlements or that fractions of such value as the Board may determine may be disregarded in order to adjust the rights of all parties or that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the Shareholders concerned, and no Shareholders who are affected thereby shall be deemed to be, and they shall be deemed not to be, a separate class of Shareholders by reason only of the exercise of this power. The Board may authorise any person to enter on behalf of all Shareholders interested in a capitalisation issue any agreement with the Company or other(s) providing for such capitalisation and matters in connection therewith and any agreement made under such authority shall be effective and binding upon all concerned. Without limiting the generality of the foregoing, any such agreement may provide for the acceptance by such persons of the Shares, debentures or other securities to be allotted and distributed to them respectively in satisfaction of their claims in respect of the sum so capitalised.	
154	Subject to the Companies <del>Law</del> Act and these Articles, the Company in general meeting may declare Dividends in any currency but no Dividends shall exceed the amount recommended by the Board.	
156(a)	No Dividend shall be declared or paid or shall be made otherwise than in accordance with the Companies <del>Law</del> Act.	

Article	Provisions in the New Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
156(b)	Subject to the provisions of the Companies <del>Law</del> Act but without prejudice to paragraph (a) of this Article, where any asset, business or property is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) the profits and losses thereof as from such date may at the discretion of the Board in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company, and be available for Dividend accordingly. Subject as aforesaid, if any Shares or securities are purchased cum Dividend or interest, such Dividend or interest may at the discretion of the Board be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof or to apply the same towards reduction of or writing down the book cost of the asset, business or property acquired.	
171	The Board shall make or cause to be made such annual or other returns or filings as may be required to be made in accordance with the Companies <del>Law</del> Act.	
172	The Board shall cause proper books of account to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place; and of the assets and liabilities of the Company and of all other matters required by the Companies <del>Law</del> Act necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions. <u>The financial year end of the Company shall be 31 December in each calendar year or as otherwise determined by the Board.</u>	
174	No Shareholder (not being a Director) or other person shall have any right of inspecting any account or book or document of the Company except as conferred by the Companies <del>Law</del> Act or ordered by a court of competent jurisdiction or authorised by the Board or the Company in general meeting.	

Article	Provisions in the New Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
176(a)	<p>The Company shall at each annual general meeting <del>Shareholders</del> <u>may by Ordinary Resolution</u> appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by <del>or on the authority of the Company</del> <u>the Shareholders in the annual a general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board by Ordinary Resolution in such manner as the Shareholders may determine.</u></p>	
176(b)	<p>The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by <del>Special</del> <u>Ordinary</u> Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.</p>	
180(a)	<p>Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the Companies <del>Law</del> <u>Act</u> and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.</p>	

Article	Provisions in the New Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
180(b)	<p>Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In 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 sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Law Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.</p>	
183	<p>A notice or document may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, <del>mental</del> mental disorder, bankruptcy or winding up had not occurred.</p>	
188	<p>Subject to the Companies Law Act, a resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution.</p>	

Article	Provisions in the New Memorandum and Articles of Association (showing changes to the current Articles of Association)	Remarks
190	If the Company shall be wound up (in whatever manner) the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Companies <del>Law</del> <u>Act</u> , divide among the Shareholders in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different classes of Shareholders and the Shareholders within each class. The liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of Shareholders as the liquidator, with the like sanction, shall think fit, but so that no Shareholder shall be compelled to accept any Shares or other assets upon which there is a liability.	
195	The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the Companies <del>Law</del> <u>Act</u> :	
196	The following provisions shall have effect at any time and from time to time provided that they are not prohibited by or inconsistent with the Companies <del>Law</del> <u>Act</u> :	

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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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# CONFIDENCE INTELLIGENCE HOLDINGS LIMITED

## 信懋智能控股有限公司

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

**(Stock Code: 1967)**

**NOTICE IS HEREBY GIVEN** that the 2023 annual general meeting (the “**2023 AGM**”) of Confidence Intelligence Holdings Limited (the “**Company**”) will be held at No. 7 Building, New Development Zone, Baishixia, Fuyong Street, Bao’an District, Shenzhen, PRC on Monday, 29 May 2023 at 11:00 a.m. for the following purposes:

### ORDINARY RESOLUTIONS

As ordinary business:

1. To receive, consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2022 and the Reports of the Directors (the “**Directors**”) and Auditors of the Company for the year ended 31 December 2022.
2.
  - (a) To re-elect Mr. Xu Shizhen as an Executive Director;
  - (b) To re-elect Mr. Yuan Shuntang as a Non-executive Director;
  - (c) To re-elect Mr. Wong Chun Sek Edmund as an Independent Non-Executive Director;
  - (d) To re-elect Mr. Huang Jianfei as an Independent Non-executive Director; and
  - (e) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint Mazars CPA Limited as the Auditors of the Company and to authorise the Board to fix its remuneration.

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

4. “**THAT:**
  - (a) subject to paragraph (c) of this resolution, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company

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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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(“Shares”) or securities convertible into the Shares, options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements or options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval given in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into the Shares) which might require the exercise of aforesaid powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval given in paragraph (a) and (b) of this resolution, otherwise than pursuant to:
  - i. a Rights Issue (as hereinafter defined); or
  - ii. any issue of Shares upon exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into the Shares; or
  - iii. the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or
  - iv. any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares pursuant to the articles of association of the Company in force from time to time,

shall not in total exceed 20% of the aggregate number of Shares in issue on the date of the passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of 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 of the Cayman Islands to be held; or

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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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- iii. the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, renewing or varying of the authority set out in this resolution.

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the articles of association of the Company and all applicable laws of the Cayman Islands and/or other applicable laws in this regards, be and the same is hereby generally and unconditional approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (c) the aggregate number of the Shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of issued Shares as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:
  - i. the conclusion of the next annual general meeting of the Company;

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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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- 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; or
  - iii. the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, renewing and varying the authority set out in this resolution.”
6. “**THAT** conditional upon the passing of Resolutions numbered 4 and 5 set out in the notice of the annual general meeting at which this resolution is considered, the general mandate granted to the Directors to allot, issue or otherwise deal with additional Shares pursuant to Resolution numbered 4 above of which this resolution forms part be and is hereby extended by the addition thereto of the aggregate number of Shares which may be repurchased or agreed to be repurchased by the Company under the authority granted pursuant to the Resolution numbered 5 above, provided that such number of Shares so repurchased by the Company shall not exceed 10% of aggregate number of issued Shares as at the date of passing of this resolution.”

### SPECIAL RESOLUTION

7. As special business, to consider and, if though fit, pass with or without modifications, the following resolution as a special resolution:

“**THAT** the second amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”), a copy of which has been produced to this meeting marked “A” for identification purpose and signed by the Chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the current memorandum and articles of association of the Company with effect from the close of this meeting and that the directors of the Company be and are hereby authorized to do all things necessary to implement the adoption of the New Memorandum and Articles of Association.”

By order of the Board  
**Confidence Intelligence Holdings Limited**  
**Li Hao**  
*Chairman*

Hong Kong, 24 April 2023

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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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*Notes:*

- (1) Any member of the Company entitled to attend and vote at the 2023 AGM shall be entitled to appoint another person as its/his/her proxy to attend and vote instead of it/him/her and so appointed shall have the same right as the member to speak at the meeting. A member who is the holder of two or more Shares may appoint one or more proxies to attend and vote instead of it/him/her. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the 2023 AGM is enclosed herewith.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged with Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 48 hours (i.e. 11:00 a.m. on Saturday, 27 May 2023) before the time appointed for holding the 2023 AGM or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the 2023 AGM or at any adjourned meeting (as the case may be) should they so wish.
- (5) Where there are joint registered holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such Share shall be accepted to exclusion of the votes of the other joint holders.
- (6) The register of members of the Company will be closed from Tuesday, 23 May 2023 to Monday, 29 May 2023, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the 2023 AGM, all transfers accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited, the branch share registrar and transfer office of the company in Hong Kong at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 22 May 2023.
- (7) As at the date of this notice, the Executive Directors are Mr. Li Hao, Mr. Zhang Bizhong, Mr. Xu Shizhen, Ms. Li Biqiong and Mr. Hao Xiangjun, the Non-executive Director is Mr. Yuan Shuntang, and the Independent Non-executive Directors are Mr. Wong Chun Sek Edmund, Ms. Mu Lingxia and Mr. Huang Jianfei.