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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 registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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**国药集团**  
SINOPHARM

**CHINA TRADITIONAL CHINESE MEDICINE HOLDINGS CO. LIMITED**  
**中國中藥控股有限公司**

*(Incorporated in Hong Kong with limited liability)*  
**(Stock Code: 570)**

**PROPOSED RE-ELECTION OF DIRECTORS,  
PROPOSED RE-APPOINTMENT OF AUDITOR,  
PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “AGM”) of China Traditional Chinese Medicine Holdings Co. Limited (the “Company”) to be held at Conference Room, 4th Floor, Winteam Plaza, 6 Kuiqi Second Road, Chancheng District, Foshan City, Guangdong Province, China on Tuesday, 30 May 2023 at 2:30 p.m. is set out on pages 63 to 65 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.china-tcm.com.cn](http://www.china-tcm.com.cn).

If you do not intend or are unable to attend the AGM and wish to appoint a proxy/proxies to attend and to speak and vote on your behalf, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the AGM (i.e. before 2:30 p.m. on Thursday, 25 May 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish and in such event, the form of proxy will be deemed to be so revoked.

8 May 2023

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## DEFINITIONS

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

“AGM”	means the annual general meeting of the Company to be held at Conference Room, 4th Floor, Winteam Plaza, 6 Kuiqi Second Road, Chancheng District, Foshan City, Guangdong Province, China on Tuesday, 30 May 2023 at 2:30 p.m., or any adjournment thereof
“AGM Notice”	means the notice convening the AGM as set out on pages 63 to 65 of this circular
“Board”	means the board of Directors
“CNPGC”	means China National Pharmaceutical Group Co., Ltd. (中國醫藥集團有限公司), a state-owned enterprise established in the PRC
“Companies Ordinance”	means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, as amended or supplemented from time to time
“Company”	means China Traditional Chinese Medicine Holdings Co. Limited (中國中藥控股有限公司), a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 570)
“Corporate Governance Code”	means the Corporate Governance Code contained in Appendix 14 to the Listing Rules
“Director(s)”	means the director(s) of the Company
“Existing Articles of Association”	means the existing articles of association of the Company
“Group”	means the Company and its subsidiaries
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	means 28 April 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“New Articles of Association”	means the amended and restated articles of association of the Company incorporating the Proposed Amendments
“Nomination Committee”	means the nomination committee of the Board
“PRC”	means the People’s Republic of China, and for the purpose of this circular only excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“Proposed Amendments”	means the proposed amendments to the Existing Articles of Association as set out in Appendix II to this circular
“RMB”	means Renminbi, the lawful currency of the PRC
“SFO”	means the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended or supplemented from time to time
“Share(s)”	means share(s) of the Company
“Shareholder(s)”	means holder(s) of the Share(s)
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“TCM”	means traditional Chinese medicine

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LETTER FROM THE BOARD

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国药集团  
SINOPHARM

CHINA TRADITIONAL CHINESE MEDICINE HOLDINGS CO. LIMITED

中國中藥控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 570)

*Executive Directors:*

Mr. CHEN Yinglong (*Chairman*)  
Mr. CHENG Xueren (*Managing Director*)  
Mr. YANG Wenming

*Non-Executive Directors:*

Ms. LI Ru  
Mr. YANG Binghua  
Mr. WANG Kan  
Mr. MENG Qingxin  
Mr. KUI Kaipin

*Independent Non-Executive Directors:*

Mr. XIE Rong  
Mr. YU Tze Shan Hailson  
Mr. QIN Ling  
Mr. LI Weidong

*Registered Office:*

Room 1601  
Emperor Group Centre  
288 Hennessy Road  
Wanchai  
Hong Kong

8 May 2023

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTORS,  
PROPOSED RE-APPOINTMENT OF AUDITOR,  
PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to give you notice of the AGM and the information relating to the proposals for (i) the re-election of Directors; (ii) the re-appointment of auditor of the Company; and (iii) the Proposed Amendments and adoption of the New Articles of Association.

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF DIRECTORS

The Board currently comprises twelve Directors, of which Mr. CHEN Yinglong, Mr. CHENG Xueren and Mr. YANG Wenming are executive Directors; Ms. LI Ru, Mr. YANG Binghua, Mr. WANG Kan, Mr. MENG Qingxin and Mr. KUI Kaipin are non-executive Directors; and Mr. XIE Rong, Mr. YU Tze Shan Hailson, Mr. QIN Ling and Mr. LI Weidong are independent non-executive Directors.

Pursuant to the Article 92 of the Existing Articles of Association, Mr. MENG Qingxin shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.

Pursuant to the Article 101 of the Existing Articles of Association, Mr. YANG Wenming, Mr. WANG Kan, Mr. YU Tze Shan Hailson and Mr. QIN Ling will retire by rotation at the AGM. The retiring Directors, being eligible, offer themselves for re-election.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the Directors and the independence of all independent non-executive Directors with reference to the nomination principles and criteria set out in the Board Diversity Policy and Director Nomination Policy. The Nomination Committee has recommended to the Board on re-election of all the above-mentioned Directors including the aforesaid independent non-executive Directors who are due to retire at the AGM.

The independent non-executive Directors, Mr. YU Tze Shan Hailson and Mr. QIN Ling, who have offered themselves for re-election at the AGM, have demonstrated their abilities to provide an independent view to the Company's matters during their years of appointment. The Nomination Committee has reviewed the independence of Mr. YU Tze Shan Hailson and Mr. QIN Ling and has formed the view that each of them has met the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines, taking into account, among others, their abilities to exercise independent judgment in relation to the Company's affairs by scrutinising and monitoring the operation of the Board during their tenure of office and their annual confirmation of independence to the Company. In addition, the Board is of the view that they have provided valuable contributions to the Company and have demonstrated their abilities to provide independent, balanced and objective views on the Company's affairs. The Board is satisfied that notwithstanding that Mr. YU Tze Shan Hailson would have served as an independent non-executive Director for nine years by the Latest Practicable Date (if his re-election is approved by the Shareholders at the AGM), his independence is not affected by his tenure with the Company and his professional knowledge and business experience will continue to offer valuable contributions to the Board, the Company and the Shareholders as a whole.

In proposing Mr. YU Tze Shan Hailson and Mr. QIN Ling to be re-elected as independent non-executive Directors at the AGM, the Board has considered, among other things, the valuable business experience, knowledge and professionalism of Mr. YU Tze Shan Hailson and Mr. QIN Ling, as further described in Appendix I to this circular.

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## LETTER FROM THE BOARD

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With their unique background, the Board considers that Mr. YU Tze Shan Hailson and Mr. QIN Ling to be highly valued and respected members of the Board, and can contribute to the diversity of the Board, in particular, with Mr. YU Tze Shan Hailson's expertise in investment management, Hong Kong laws and TCM, as well as rich experience in supervision, venture capital operation and pharmaceutical business, and with Mr. QIN Ling's expertise in TCM research experience for many years and in-depth understanding on the pharmaceutical industry.

Therefore, the Board is of the view that the re-election of Mr. YU Tze Shan Hailson and Mr. QIN Ling as independent non-executive Directors is in the interest of the Company and Shareholders as a whole and recommends their re-election at the AGM.

In compliance with the requirements of code provision B.2.3 and F.2.1 of the Corporate Governance Code, a separate resolution will be proposed at the AGM for the re-election of each individual director whether such Director is an executive Director, a non-executive Director or an independent non-executive Director.

Brief biographical details of the Directors who are proposed to be re-elected are set out in Appendix I to this circular.

### **3. PROPOSED RE-APPOINTMENT OF AUDITOR**

The Board proposes to re-appoint Ernst & Young as the auditor of the Company for the year ending 31 December 2023 and hold the office until the conclusion of the next annual general meeting of the Company. A resolution will also be proposed to authorise the Board to fix the auditor's remuneration for the ensuing year. Ernst & Young has indicated its willingness to be re-appointed as the auditor of the Company for the said period.

### **4. PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION**

As disclosed in the announcement of the Company dated 21 April 2023, the Board proposes to amend the Existing Articles of Association by way of adoption of the New Articles of Association for the purpose of, among others, (i) conforming to the core shareholder protection standards as set out in Appendix 3 to the Listing Rules; (ii) allowing a general meeting to be held as an electronic meeting or a hybrid meeting; (iii) bringing the Existing Articles of Association in line with the applicable laws of Hong Kong and the Listing Rules; and (iv) making other consequential and housekeeping amendments to the Existing Articles of Association. As such, the Board proposes to adopt the New Articles of Association in substitution for, and to the exclusion of, the Existing Articles of Association.

Details of the Proposed Amendments are set out in Appendix II to this circular. Shareholders are advised that the New Articles of Association are prepared in the English language only, and the Chinese translation of the New Articles of Association is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

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## LETTER FROM THE BOARD

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The Proposed Amendments and proposed adoption of the New Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the AGM and shall take effect upon passing of the special resolution at the AGM.

The legal advisers to the Company as to Hong Kong laws have confirmed to the Company that the Proposed Amendments and the New Articles of Association conform with the requirements of the Listing Rules and are not inconsistent with the applicable laws of Hong Kong. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

### **5. ANNUAL GENERAL MEETING**

AGM Notice is set out on pages 63 to 65 of this circular to consider and approve the resolutions relating to, inter alia, the re-election of Directors, re-appointment of auditor of the Company and the Proposed Amendments and adoption of the New Articles of Association.

### **6. ACTIONS TO BE TAKEN**

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.china-tcm.com.cn](http://www.china-tcm.com.cn). If you do not intend or are unable to attend the AGM and wish to appoint a proxy/proxies to attend and to speak and vote on your behalf, you are requested to complete the form of proxy and return it to the share registrar of the Company in accordance with the instructions printed thereon not less than 48 hours (excluding any part of a day that is a public holiday) before the time fixed for holding the AGM (i.e. before 2:30 p.m. on Thursday, 25 May 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

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

To ascertain the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 24 May 2023 to Tuesday, 30 May 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 23 May 2023.

The Board has recommended the payment of a final dividend of RMB4.55 cents (i.e. HK5.18 cents) per share for the year ended 31 December 2022. To ascertain the shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from Tuesday, 6 June 2023 to Thursday, 8 June 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the

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## LETTER FROM THE BOARD

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Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 5 June 2023.

### 8. VOTING BY WAY OF POLL

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

### 9. RECOMMENDATION

The Directors believe that the re-election of Directors, the re-appointment of auditor of the Company, the Proposed Amendments and the adoption of the New Articles of Association are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### 10. RESPONSIBILITY STATEMENT

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

Yours faithfully,  
By order of the Board  
**China Traditional Chinese Medicine Holdings Co. Limited**  
**CHEN Yinglong**  
*Chairman*

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## APPENDIX I            DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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The biographical details of five Directors proposed to be re-elected at the AGM are set out as follows:

**Mr. YANG Wenming**, aged 59, was appointed to the Board on 24 December 2018. Mr. YANG graduated from Zhejiang University majoring in Biological and Medical Instruments and obtained a bachelor degree of Engineering in 1985. Mr. YANG also has the senior engineer professional qualification. He was previously a staff member of the quality standard department, a senior staff member, a principal staff member, the deputy department head of the external cooperation department, the assistant of general manager and the department head of the external cooperation department and the assistant of general manager of China National Medical Equipment Industry Corporation from August 1985 to March 1999 and the assistant of the department head of the Medical Equipment Administration Department and the deputy director of the Medical Equipment Products Examination and Registration Centre of the State Medicine Administrative Bureau of China from January 1997 to January 1998. He was previously an office manager, manager of the information department, manager of the discipline inspection and supervision office, manager of the audit department, deputy secretary of discipline inspection committee, vice president of labour union and the staff supervisor of CNPGC (previously known as China National Pharmaceutical Group Corporation (中國醫藥集團總公司)), and deputy general manager, deputy secretary of the Party Committee and secretary of discipline inspection committee, president of labour union of China National Pharmaceutical Industry Company Limited from March 1999 to April 2017; the deputy secretary of the Party Committee, secretary of discipline inspection committee and president of labour union of Shanghai Shyndec Pharmaceutical Co., Ltd. from November 2016 to December 2018. He is currently the secretary of the Party Committee and vice president of the Company.

Save as disclosed above, Mr. YANG has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. YANG does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. YANG does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

Mr. YANG entered into an employment agreement with the Company for an initial term of three years commencing from 24 December 2018. He accepted and signed a renewed employment agreement with the Company on 24 December 2021, which shall automatically be effective thereafter. Mr. YANG is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Existing Articles of Association. Mr. YANG is entitled to receive director's fee, basic salary, discretionary bonuses or other benefits based on his performances and duties, profitability of the Group and the prevailing market condition. For the year ended 31 December 2022, the aggregate remuneration of Mr. YANG as the executive Director is RMB2,641,000.

Save as disclosed above, Mr. YANG is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to his re-election as a Director and any other information in relation to Mr. YANG required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

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## APPENDIX I            DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Mr. WANG Kan**, aged 38, was appointed to the Board on 24 December 2018. Mr. WANG obtained a bachelor degree in Pharmacy from the School of Pharmacy of Peking University Health Science Center in 2007, a master degree in Pharmacy from the School of Pharmacy of Peking University Health Science Center and double bachelor degree of Economics from China Center for Economic Research of Peking University in 2009. Mr. WANG worked at the planning development and industrial management department of China National Pharmaceutical Industry Company Limited and investment management department and securities department of China National Biotech Group Company Limited from August 2009 to November 2014. Mr. WANG has worked in the CNPGC since November 2014, and served as director assistant and deputy director of the investment management department. Mr. WANG has been the director of the investment management department and deputy director of the policy research department in China National Pharmaceutical Group Co., Ltd. Mr. WANG also serves as a director of Sinopharm Group Co. Ltd., China National Biotech Group Company Limited, Chongqing Taiji Industry (Group) Co., Ltd., and Fresenius Kabi SSPC.

Save as disclosed above, Mr. WANG has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. WANG does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. WANG does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

Mr. WANG entered into an appointment letter with the Company for an initial term of three years commencing from 24 December 2018. He accepted and signed a renewed appointment letter with the Company on 24 December 2021, which shall automatically be effective thereafter. Mr. WANG is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Existing Articles of Association. Mr. WANG is entitled to receive director's fee, basic salary, discretionary bonuses or other benefits based on his performances and duties, profitability of the Group and the prevailing market condition. For the year ended 31 December 2022, Mr. WANG did not receive any director's fees.

Save as disclosed above, Mr. WANG is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to his re-election as a Director and any other information in relation to Mr. WANG required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

**Mr. MENG Qingxin**, aged 43, was appointed to the Board on 19 November 2022. Mr. MENG was graduated from Northwest Minzu University in environmental engineering in 2003. Mr. MENG has a senior engineering qualification. From August 2003 to August 2007, Mr. MENG served as the technical safety specialist in equipment department of the 200 National Factory; from August 2007 to February 2009, he served as a technical safety specialist in equipment department of Beijing Aerospace Guanghua Electronics Technology Co., Ltd.; from February 2009 to December 2012, he served as a deputy director of equipment department and a deputy director of safety and security department of Beijing Aerospace Guanghua Electronics Technology Co., Ltd.; from December 2012 to October 2013, he served as a deputy director of the Ninth Standardization Research Office of China Aerospace Science and Technology Corporation. Since

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## APPENDIX I            DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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October 2013, he has successively served as a senior supervisor, a director assistant and a deputy director of the safety, environmental protection and quality management department of CNPGC. Mr. MENG is currently the director of safety, environmental protection and quality management department of China National Pharmaceutical Group Co., Ltd. Mr. MENG also serves as a non-executive director of Chongqing Taiji Industry (Group) Co., Ltd.

Save as disclosed above, Mr. MENG has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. MENG does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. MENG does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

Mr. MENG entered into an appointment letter with the Company for an initial term of three years commencing from 19 November 2022. Mr. MENG is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Existing Articles of Association. Mr. MENG is entitled to receive director's fee, basic salary, discretionary bonuses or other benefits based on his performances and duties, profitability of the Group and the prevailing market condition. For the year ended 31 December 2022, Mr. MENG did not receive any director's fees.

Save as disclosed above, Mr. MENG is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to his re-election as a Director and any other information in relation to Mr. MENG required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

**Mr. YU Tze Shan Hailson**, aged 66, was appointed to the Board on 25 November 2013. Mr. YU possesses bachelor's and master's degree in Electrical Engineering and a master of arts degree in Arbitration and Dispute Resolution. He completed the Postgraduate Diploma in Investment Management and Graduate Certificates in Hong Kong Laws and Chinese Medicine. He is a chartered engineer and a fellow of the Institution of Engineering and Technology, Hong Kong Institution of Engineers, the Institute of Arbitrators of the United Kingdom and Hong Kong Institute of Arbitrators. Upon completing the Electrical Engineering Degree in 1979, Mr. YU worked as an assistant engineer in Ampex Ferrotec Limited (安培泛達有限公司). After three years, he became the manager of equipment maintenance and testing laboratory and subsequently managed the computer engineering and system engineering team for product and system design, product development plan and the establishment of CAD center. In 1987, Mr. YU joined China International Trust and Investment Corporation Hong Kong (Holdings) Limited (中國國際信託投資(香港集團)有限公司) as a general manager of engineering research and development department. During such period, he improved the business of subsidiaries engaged in technology sector and monitored the venture capital operation in respect of the high-technology business of the U.S. company. He also made contribution to the successful listing of two subsidiaries in the U.S. and the asset trading of several subsidiaries and later became the consultant for oil development and LPG terminal project. Since 1998, Mr. YU has been a deputy managing director of Versitech Limited (港大科橋有限公司) and deputy director in charge of transfer of colleague scientific technology achievement at Technology Transfer Office of The University of Hong Kong. In 2021, he was the chief operation officer of HKU Innovation Holdings Limited in charge of its 9 AI, robot and biological

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## APPENDIX I                      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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pharmaceutical scientific research centre. Mr. YU has retired from The University of Hong Kong in 2022, and served as the director of scientific results transfer and entrepreneurship in Macau University of Science and Technology since 2023. Mr. YU was an independent non-executive director of Sinopharm Group Co., Ltd. (a company listed on the Stock Exchange, stock code: 01099) from September 2014 to September 2020. He has served as an independent non-executive director of China NT Pharma Group Company Limited (a company listed on the Stock Exchange, stock code: 01011) since June 2017. He also serves as an independent non-executive director of Shanghai Fosun Pharmaceutical (Group) Co., Ltd (a company listed on the Stock Exchange and the Shanghai Stock Exchange) since June 2021.

Save as disclosed above, Mr. YU has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. YU does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. YU does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

Mr. YU entered into an appointment letter with the Company for an initial term of three years commencing from 25 November 2019. He accepted and signed a renewed appointment letter with the Company on 25 November 2022, with a term of 3 years. Mr. YU is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Existing Articles of Association. Mr. YU is entitled to receive director's fee, basic salary, discretionary bonuses or other benefits based on his performances and duties, profitability of the Group and the prevailing market condition. For the year ended 31 December 2022, Mr. YU has received a director's fee of HK\$250,000 and the special allowance of HK\$60,000 for attending board meeting in person.

Save as disclosed above, Mr. YU is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to his re-election as a Director and any other information in relation to Mr. YU required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

**Mr. QIN Ling**, aged 64, was appointed to the Board on 18 February 2019. He graduated from the Basic Medical and Life Sciences in Physical Education Faculty of the Beijing Sport University in 1982 and received his PhD in Exercise Science from the German Sports University, Cologne, Germany in 1992. He completed a post-doctoral research relating to osteoporosis in the AO Research Institute in 1992. He was the laboratory director of the Department of Trauma & Reconstructive Surgery, School of Medicine, Free University of Berlin, Germany from July 1993 to August 1994, and director of the research laboratory in the Department of Orthopaedics & Traumatology, director of the Bone Quality and Health Centre and director of Innovative Orthopaedic Biomaterial and Drug Translational Research Laboratory, Li Ka Shing Institute of Health Sciences, Faculty of Medicine, the Chinese University of Hong Kong (CUHK) from September 1994 until the present. Mr. QIN is currently a professor of Orthopaedics and director of laboratory of CUHK, head of the CUHK Hong Kong – Shenzhen Innovation and Technology Research Institute (Futian), and doctorate and post-doctorate supervisor.

Save as disclosed above, Mr. QIN has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Group.

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**APPENDIX I            DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION**

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As at the Latest Practicable Date, Mr. QIN does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. QIN does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

Mr. QIN entered into an appointment letter with the Company for an initial term of three years commencing from 18 February 2019. He accepted and signed a renewed appointment letter with the Company on 18 February 2022, with a term of 3 years. Mr. QIN is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Existing Articles of Association. Mr. QIN is entitled to receive director's fee, basic salary, discretionary bonuses or other benefits based on his performances and duties, profitability of the Group and the prevailing market condition. For the year ended 31 December 2022, Mr. QIN has received a director's fee of HK\$250,000 and the special allowance of HK\$60,000 for attending board meeting in person.

Save as disclosed above, Mr. QIN is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to his re-election as a Director and any other information in relation to Mr. QIN required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

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APPENDIX II      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION

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

~~NEW ARTICLES OF ASSOCIATION~~  
(~~As adopted by Special Resolutions~~ *special resolution* passed on ~~5 June 2014~~ [•••] 2023)  
OF  
CHINA TRADITIONAL CHINESE MEDICINE HOLDINGS CO. LIMITED  
中國中藥控股有限公司

Preliminary

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|-----|--|--|
| 1A. | The name of the Company is “CHINA TRADITIONAL CHINESE MEDICINE HOLDINGS CO. LIMITED 中國中藥控股有限公司”.   | Company name.  |
| 1C. | The liability of the <del>Members</del> members is limited.  | Liability of members.  |
| 1D. | The shares in the capital of the Company may be divided into different classes of shares and/or issued with such preferred, deferred or other special rights or privileges or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of the Companies Ordinance, the rights and privileges attached to any of the shares or classes of shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of <del>the</del> these Articles. | Division of shares into different classes.                                   |
| 2.  | .....<br><del>“the Board” or “the Directors”</del> shall mean the Directors <del>from time to time of the Company</del> or (as the context may require) <u>more than half of the majority of</u> Directors present and voting at a meeting of the Directors;<br>.....<br><del>“the Chairman”</del> shall mean the chairman presiding at any meeting of members or of the Board; <u>(as the case may be)</u> ;<br>.....<br><del>“the Company” or “this Company”</del> shall mean <del>China Traditional Chinese Medicine Co. Limited</del> 中國中藥有限公司;<br>.....   | Board. <del>Directors.</del><br><br>Chairman.<br><br><del>the Company.</del> |

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APPENDIX II      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION

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“Company” shall mean China Traditional Chinese Medicine Holdings Co. Limited中國中藥控股有限公司;      Company.

“Directors” shall mean the directors of the Company for the time being, or (as the case may be) the directors constituting a Board or a committee of the Board;      Directors.

.....

“electronic communication” shall mean a communication ~~sent transmitted~~ (whether from one person to another, from one device to another or from a person to a device or vice versa) by means of a telecommunications system (within the meaning of the Telecommunications Ordinance (Chapter 106 of the Laws of Hong Kong)) or by other means but while in an electronic ~~transmission in any form through any medium;~~      electronic communication.

~~“the Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and any amendments thereto for the time being in force;~~      Listing Rules.

“electronic facilities” shall include, with limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise);      electronic facilities.

“electronic meeting” shall mean a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by means of electronic facilities;      electronic meeting.

“Hong Kong” means Hong Kong Special Administrative Region of the People’s Republic of China;      Hong Kong.

“Hong Kong dollars” or “HK\$” means the lawful currency of Hong Kong;      Hong Kong dollars. HK\$.

“hybrid meeting” shall mean a general meeting convened for (i) physical attendance by members and/or proxies at the Principal Meeting Place and, where applicable, one or more satellite meeting places; and (ii) virtual attendance and participation by members and/or proxies by means of electronic facilities;~~“month” shall mean a calendar month;~~      hybrid meeting.  
~~month.~~

“Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and any amendments thereto for the time being in force;      Listing Rules.

“month” shall mean a calendar month;      month.

“physical meeting” shall mean a general meeting held and conducted by physical attendance by members and/or proxies at the Principal Meeting Place and, where applicable, one or more satellite meeting places; physical meeting.

“Principal Meeting Place” shall have the meaning given to it in Article 66; Principal Meeting Place.

“newspaper” shall mean a newspaper published daily and circulating generally in Hong Kong and specified from time to time in the list of newspapers issued and published in the Hong Kong gazette; newspaper.

.....

“special resolution” shall have the meaning ascribed thereto in Section 564 of the Companies Ordinance; special resolution.

.....

words denoting the singular shall include the plural and words denoting the plural shall include the singular; singular and plural.

.....

References to the right of a member to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the Chairman, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the Chairman) in which event the Chairman shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities.

A reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Articles and any member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Ordinance and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly, and (b) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to these Articles.

References to a member's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Ordinance or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly.

Where a member is a corporation, any reference in these Articles to a member shall, where the context requires, refer to a duly authorised representative of such member.

3. (a) Without prejudice to any special rights previously conferred on the holders of existing shares, any share may be issued with such preferred, deferred, or other special rights or privileges, or such restrictions, whether in regard to dividend, voting, return of share capital, or otherwise, as the Company may from time to time by ordinary resolution determine (or, in the absence of any such determination, as the Directors may determine), and any preference share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company is liable, to be redeemed. Issue of shares.
- (b) ~~The~~Subject to the provisions of the Companies Ordinance and the Listing Rules, the Directors may issue warrants to subscribe for any class of shares or securities of the Company on such terms as they may from time to time determine. Warrants.
4. If at any time the share capital is divided into different classes of shares, the rights attached to any class ~~(unless otherwise provided by the terms of issue of the shares of that class)~~ may be varied with the ~~consent in writing of the holders representing at least 75 per cent. of the total voting rights of holders of shares of that class, or with the~~ sanction of a special resolution passed by members holding shares in that class present and voting in person or by proxy at a separate general meeting of the holders of the shares members of the class. To every such separate general meeting the provisions of these regulations relating to general meetings shall ~~mutatis mutandis~~ *mutatis mutandis* apply, but so that the necessary quorum shall be 2 persons at least holding or representing by proxy or by authorised representative one-third of the ~~total voting rights of holders of~~ issued shares of the class, that every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him, that any holder of shares of the class present in person or by proxy or by authorised representative may demand a poll and that at any adjourned meeting or postponed meeting of such holders one holder present in person or by proxy or by authorised representative (whatever the number of shares held by him) shall be a quorum. How rights of shares may be modified.

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APPENDIX II      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION

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5.            The Company may exercise any powers conferred or permitted by the Ordinance, the Listing Rules or any other applicable ordinance from time to time to buy-back its own shares or to give directly or indirectly, by means of a loan, guarantee, the provision of security or otherwise, financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company and should the Company buy-back its own shares neither the Company nor the Board shall be required to select the shares to be bought-back rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares 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 buy-back or financial assistance shall only be made or given in accordance with any relevant rules or regulations issued by The Stock Exchange of Hong Kong Limited, the Securities and Futures Commission of Hong Kong or any other relevant regulatory authorities from time to time.            Company to finance purchase of its own shares.
8.            Subject to the provisions of the Companies Ordinance and the Listing Rules, the Company may, before the issue of any new shares, determine that the same, or any of them, shall be offered in the first instance to all the existing holders of any class of shares in proportions as nearly as may be to the number of shares of such class held by them respectively, or make any other provisions as to the issue and allotment of the new shares, but in default of any such determination, or so far as the same shall not extend, the new shares may be dealt with as if they formed part of the shares in the capital of the Company existing prior to the issue of the new shares.            When to be offered to existing members.
9.            Except so far as otherwise provided by the conditions of issue, or by these Articles, any capital raised by the creation of new shares shall be treated as if it formed part of the original capital of the Company, and such shares shall be subject to the provisions contained in these Articles with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, cancellation, surrender, voting, distribution and otherwise.            New shares treated as forming part of original capital.
10.          Subject to the provisions of the Companies Ordinance and of these Articles relating to new shares, ~~all unissued shares in the Company shall be at the disposal of the Board~~ the Board may exercise any power of the Board, which may Company to offer, allot (with or without conferring a right of renunciation), grant options over, grant rights to subscribe for, or convert any security into, shares in the Company or otherwise dispose of them to such persons, at such times, for such consideration and generally on such terms as the Board shall in its absolute discretion think fit.            Shares at the disposal of the Board.

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APPENDIX II      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION

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13. Except as otherwise expressly provided by these Articles or as required by law or as ordered by a court of competent jurisdiction, no person shall be recognised by the Company as holding any share upon any trust, and except as aforesaid, the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder. Company not to recognise trusts in respect of shares.
17. Every share certificate hereafter issued shall specify the number and class of shares in respect of which it is issued, and may otherwise be in such form as the Directors may from time to time prescribe. If at any time the share capital of the Company is divided into different classes of shares, every share certificate shall comply with Section 179 of the Companies Ordinance. A share certificate shall relate to only one class of shares. Particulars to be specified in certificate.
19. ~~Subject to the provisions in the Ordinance, if~~ a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding ~~HK\$2 (or such higher~~ the maximum amount as shall for the time being be approved ~~permitted by the Listing Rules The Stock Exchange of Hong Kong Limited)~~ and on such terms and conditions, if any, as to publication of notices, evidence and indemnity as the Board thinks fit and in the case of wearing out or defacement, after delivery up of the old certificate. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company any exceptional costs and the reasonable out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity. As regards the loss of share certificate, application for a replacement certificate shall be made in accordance with Section 163 of the Companies Ordinance. Replacement of share certificates.
21. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving notice of intention to sell in default shall have been given to the registered holder for the time being of the shares or the person entitled by reason of ~~his~~ the holder's death or bankruptcy or winding-up to the shares. Sale of shares subject to lien.
26. Every member upon whom a call is made shall pay the amount of every call so made on him to the person and at the time or times and place or places as the Directors shall appoint. The non-receipt of a notice of any call by, or the accidental omission to give notice of a call to, any of the members shall not invalidate the call. Every member liable to pay call at appointed time and place.

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APPENDIX II      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION

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27. Notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members by notice to be inserted once in The Hongkong Government Gazette and once at least in both an English language newspaper in English and a Chinese language newspaper in Chinese, or by publication on the Company's website in accordance with the Listing Rules or in such manner as permitted under the Listing Rules. Notice of call may be advertised.
36. All transfers of shares may be effected by transfer in writing in the usual common form or in such other form as the Directors may accept ~~and may be under hand only~~. All instruments of transfer must be left at the registered office or at such other place as the Directors may appoint. Form of transfer.
39. The Board may also decline to recognise any instrument of transfer unless:- Requirements as to transfer.
- (a) a fee of ~~HK\$2 (or such higher amount of not more than the maximum amount as shall for the may from time being to time be approved by The Stock Exchange of Hong Kong Limited)~~ permitted under the Listing Rules or such lesser sum as the Board may from time to time require is paid to the Company for registering any transfer or other document relating to or affecting the title to the shares involved or for otherwise making an entry in the register relating to such shares;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;
- (c) the instrument of transfer is in respect of only one class of share;
- (d) the shares concerned are free of any lien in favour of the Company; and
- (e) the instrument of transfer is properly stamped.
43. ~~The~~ Subject to Section 632 of the Ordinance, the registration of transfers may be suspended and the register closed at such times and for such periods as the Board may from time to time determine and either generally or in respect of any class of shares, provided always that such registration shall not be suspended or the register closed for more than thirty days in any year or, with the approval of the Company in general meeting, sixty days in any year. When transfer books and register may be closed.
- 43A. Except when the register is closed, the register shall during business hours be open to the inspection of any member in accordance with Section 631 of the Ordinance. Inspection of register.

45.      ~~Any~~Subject to the Ordinance, any person becoming entitled to a share in consequence of the death or bankruptcy or winding-up of a member may, upon such evidence as to his title being produced as may from time to time be required by the Directors, and subject as hereinafter provided either be registered himself as holder of the share or elect to have some person nominated by him registered as the transferee thereof.      Registration of personal representatives and trustees in bankruptcy.
46.      If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered, he shall testify his election by executing to his nominee a transfer of such share. All the limitations, restrictions and provisions of these presents relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy or winding-up of the member had not occurred and the notice or transfer were a transfer executed by such member.      Notice of election to be registered.  
Registration of nominee.

#### Alteration of Capital

62.      (a) Subject to the provisions of the Ordinance, the Company may from time to time alter its share capital in any one or more of the ways set out below:-      Alteration of capital.
- (i)      increase its share capital by allotting and issuing new shares;
  - (ii)      increase its share capital without allotting and issuing new shares, if the funds or other assets for the increase are provided by the members of the Company;
  - (iii)      capitalise its profits, with or without allotting and issuing new shares;
  - (iv)      allot and issue bonus shares with or without increasing its share capital;
  - (v)      convert all or any of its shares into a larger or smaller number of shares;
  - (vi)      cancel shares:
    - (1)      that, at the date the resolution for cancellation is passed, have not been taken or agreed to be taken by any person; or
    - (2)      that have been forfeited.

(b) ~~On any consolidation of fully paid shares into shares of larger amount~~Where any difficulty arises in regard to any permitted alteration under this Article, the Board may settle any difficulty which may arise as it thinks expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of shares to be consolidated determine which particular shares are to be consolidated into each consolidated share, and if it shall happen that any persons shall become entitled to fractions of a consolidated share or shares, such fractions may be sold by some person appointed by the Board for that purpose, and the person so appointed may transfer the shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) may either be distributed among the persons who would otherwise be entitled to a fraction or fractions of a consolidated share or shares rateably in accordance with their rights and interests or may be paid to the Company for the Company’s benefit.

(c) Subject to the provisions of the Ordinance, the Company may by special resolution reduce its share capital in any manner authorised and subject to any conditions prescribed by law.

Reduction of capital.

63. Subject to the Ordinance, the Company shall, in respect of each of its financial year, hold a general meeting as its annual general meeting in addition to any other meeting and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held within six months after the end of each financial year. The annual general meeting shall be held at such time and place~~(s)~~ as the ~~Directors~~Board shall appoint.

When annual general meeting to be held.

65. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on requisition as provided by the Companies Ordinance, or, in default, may be convened by the requisitionists. The Directors may, whenever they think fit, convene an extraordinary general meeting, and an extraordinary general meeting shall also be convened upon a members’ requisition, as provided by the Companies Ordinance, or in default, any such meeting may be convened by the request maker in accordance with the Companies Ordinance.

Convening of extraordinary general meetings.

66.      ~~An annual general meeting shall be called by 21 clear days' notice in writing at the least, and a meeting of the Company other than an annual general meeting shall be called by 14 clear days' notice in writing at the least. 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 (and if the meeting is to be held in two or more places, the principal place of the meeting and the other place or places of the meeting), the day and the hour of meeting and the general nature of the business to be dealt with at the meeting, and in the case of a notice calling an annual general meeting, shall state that the meeting is an annual general meeting, and shall be given, in the 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, and also to the auditors of the Company for the time being.~~ An annual general meeting shall be called by 21 clear days' notice in writing at the least, and a meeting of the Company other than an annual general meeting shall be called by 14 clear days' notice in writing at the least. The Board shall determine whether a general meeting, including an annual general meeting, is to be held (i) as a physical meeting; (ii) as a hybrid meeting; or (iii) as an electronic meeting (only to the extent permitted by and subject to compliance with the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations). All general meetings shall be held at such times and places as the Board may determine. Every notice shall specify:      Notices of meetings.
- (a) the day and the hour of the meeting;
  - (b) the physical place of the meeting (if any);
  - (c) where there is any satellite meeting place as determined by the Board pursuant to Article 66A, the principal place of the meeting (the "Principal Meeting Place");
  - (d) if the meeting is to be a hybrid meeting, details of the electronic facilities for attendance and participation by electronic means at the meeting;
  - (e) if the meeting is to be an electronic meeting (where permitted by the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations), subject to compliance with the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations from time to time with regard to electronic meetings, a statement to that effect and with details of the electronic facilities or electronic platform for the meeting (which electronic facilities or electronic platform may vary from time to time and from meeting to meeting as the Board, in its sole discretion, may see fit); and

(f) the general nature of the business to be dealt with at the meeting, and in the case of a notice calling an annual general meeting, shall state that the meeting is an annual general meeting,

and shall be given, in the 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, and also to the auditors of the Company for the time being.

66A.      The Board may resolve to enable persons entitled to attend a general meeting to do so by simultaneous participation at another place or places anywhere in the world designated by the Board as a satellite meeting place. Subject to compliance with the requirements in the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations from time to time with regard to the determination of the presence of a quorum for an electronic meeting, the members present in person or by proxy at satellite meeting places is deemed to be present and shall be counted in the quorum for, and entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the Chairman is satisfied that adequate facilities are available throughout the general meeting to ensure that members attending at all meeting places are able to:      Holding of general meeting at two or more locations.

(i) participate in the business for which the meeting has been convened;

(ii) hear all persons who speak (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise) in the Principal Meeting Place and any satellite meeting place; and

(iii) be heard by all other persons present at the meeting.

If members or their proxies attend a general meeting at any satellite meeting place by means of electronic facilities or communication equipment, a malfunction, delay or failure (for any reason) of such electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a satellite meeting place other than the Principal Meeting Place to participate in the business for which the meeting has been convened or the inability of one or more members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the general meeting, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the general meeting.

- 66B.      Without prejudice to Article 66A, the Board may resolve to enable persons entitled to attend a hybrid meeting or an electronic meeting (subject to compliance with the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations from time to time with regard to electronic meetings) to do so by simultaneous attendance by means of electronic facilities pursuant to the arrangements specified in the notice of general meeting and/or made available by the Company prior to the meeting by any means determined by the Board. To the extent permitted by and subject to compliance with the Companies Ordinance, the Listing Rules and any other applicable laws, rules and regulations, the members or their proxies present is deemed to be present and shall be counted in the quorum for, and entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the Chairman is satisfied that adequate facilities are available throughout the hybrid meeting or the electronic meeting to ensure that members attending the hybrid meeting or the electronic meeting who are not present together in the same place may, by means of electronic facilities, attend and listen and speak and vote at it. The Board may make arrangements for any documents which are required to be made available to the meeting to be accessible electronically to members or their proxies. All persons seeking to attend and participate in a hybrid meeting or an electronic meeting by means of electronic facilities shall be responsible for maintaining adequate facilities for enabling them to do so. Subject to the right of the Chairman to adjourn a general meeting under these Articles, any inability of a person or persons to attend or participate in a general meeting by means of electronic facilities shall not invalidate the proceedings of that meeting.
- Holding of hybrid meeting/electronic meeting.
- 66C.      The Board may make arrangements for persons entitled to attend a general meeting or an adjourned general meeting to be able to view and hear the proceedings of the general meeting or adjourned general meeting and to speak at the meeting (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise) by attending at a venue anywhere in the world not being a satellite meeting place. Those attending any such venue shall, unless the general meeting is being held as a hybrid meeting or an electronic meeting and they are properly attending such hybrid meeting or electronic meeting by means of electronic facilities in accordance with Article 66B, not be regarded as present at the general meeting or adjourned general meeting and shall not be entitled to vote at the meeting at or from that venue. The inability for any reason of any member present in person or by proxy at such venue to view and hear all or any of the proceedings of the general meeting or to speak at the meeting shall not in any way affect the validity of the meeting. Notices of general meetings or any notice sent prior to the meeting shall include details of any arrangements made for the purpose of this Article 66C (making clear that participation in those arrangements will not amount to attendance at the meeting to which the meeting relates).
- Attendance at a venue not being a satellite meeting place.

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APPENDIX II      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION

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- 66D. If any satellite meeting place is outside Hong Kong and/or in the case of a hybrid meeting or an electronic meeting being conducted by means of electronic facilities, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall be applied by reference to the Principal Meeting Place.      Notice of general meeting held at two or more locations.
70. ~~Subject to Article 72, if~~ within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place and, if applicable, by means of such electronic facilities as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the member or members present in person shall be a quorum and may transact the business for which the meeting was called.      When if quorum not present meeting to be dissolved and when to be adjourned.
- 70A. The Chairman shall be present at, and the meeting shall be deemed to take place at, the Principal Meeting Place. Where a member or proxy is attending a general meeting at a satellite meeting place and/or attending by means of electronic facilities in the case of a hybrid meeting or an electronic meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place, and the meeting shall be treated as having adjourned or concluded if it has adjourned or concluded respectively at the Principal Meeting Place.      General meeting to be treated as concluded at Principal Meeting Place.
71. The Chairman (if any) of the Board or, if he is absent or declines to take the chair at such meeting, the Deputy Chairman (if any) shall take the chair at every general meeting, or, ~~if~~ there ~~be~~is no such Chairman or Deputy Chairman or, if at any general meeting neither of such Chairman or Deputy Chairman is present within fifteen minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number to act as Chairman, or if one Director only is present he shall take the chair if he is willing to act as Chairman, and if no Director is present or if all the Directors present decline to take the chair or if the Chairman chosen shall retire from the chair, then the members present shall choose one of their number to be Chairman.      Chairman of general meeting.

**APPENDIX II      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION**

- 71A. Any Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Companies Ordinance and other applicable laws, rules and regulations and these Articles.      Directors attending by electronic facilities.
  
- 72. ~~The Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for fourteen days or more, at least seven clear days' notice, specifying the place(s), the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.~~The Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and/or from place to place and/or change the form of the meeting (to a physical meeting, a hybrid meeting or an electronic meeting to the extent permitted by and subject to compliance with the requirements in the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations from time to time with regard to electronic meeting) as the meeting shall determine. In addition, to the extent permitted by and subject to compliance with the requirements in the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations from time to time with regard to electronic meeting, if it appears to the Chairman that:      Power to adjourn general meeting, business of adjourned meeting.

- (i) the facilities at the Principal Meeting Place or at any satellite meeting place at which the meeting may be attended have become inadequate for the purposes referred to in Article 66A;
- (ii) in the case of a hybrid meeting or an electronic meeting, the electronic facilities have become inadequate for the purposes referred to in Article 66B or the security of the electronic facilities, as specified in accordance with Article 72G have become inadequate;
- (iii) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting;
- (iv) there has ceased to be a quorum; or
- (v) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

then the Chairman may, without prejudice to any other power which the Chairman may have under these Articles or the Ordinance, without the consent of the meeting, and before or after the meeting has started, interrupt or adjourn the meeting and/or, in the case of a hybrid meeting, change the electronic facilities. All business conducted at the meeting up to the time of such adjournment shall be valid. The provisions of Article 72A shall apply to any adjournment under this Article 72.

72A. Whenever a meeting is adjourned for 14 days or more, at least 7 clear days' notice, specifying the place(s), the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

Business of adjourned meeting.

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APPENDIX II      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION

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- 72B.      To the extent permitted by and subject to compliance with the provisions in the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations from time to time with regard to electronic meetings, the Board and, at any general meeting, the Chairman, may from time to time make arrangements for managing attendance and/or participation and/or voting at any place at which the meeting will take place and/or participation and/or voting in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets (or the imposition of some other means of selection), means of identification, passcodes, seat reservations, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements. If a member, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any particular meeting place, such member shall be entitled to attend at one of the other meeting places (including by means of electronic facilities, if available); and the entitlement of any member to attend the meeting or adjourned meeting at such meeting place or meeting places shall be subject to any such arrangement as may be for the time being in force and as specified from time to time in the notice of meeting or adjourned meeting or any other notice or communication of such arrangements given at any time before the meeting or adjourned meeting by any of the means specified in Article 168.
- 72C.      The Board or, at any general meeting, the Chairman, may make any arrangements for managing attendance at any venue for which arrangements have been made pursuant to Article 66C (including without limitation the issue of tickets or the imposition of some other means of selection) which it in its absolute discretion considers appropriate, and may from time to time change those arrangements.
- 72D.      If a member, pursuant to such arrangements, is not entitled to attend in person or by proxy at a particular venue, he shall be entitled to attend at any other venue for which arrangements have been made pursuant to Article 66C. The entitlement of any member to be present at such venue in person or by proxy shall be subject to any such arrangement then in force and as specified from time to time in the notice of meeting or adjourned meeting or any other notice or communication of such arrangements given before the meeting by any of the means specified in Article 168.
- 72E.      For the purposes of these Articles, except where a member is required under the Listing Rules to abstain from voting to approve the matter under consideration, the right of a member (including, in the case of a corporation, through a duly authorised representative) to participate in the business of any general meeting shall include the right to listen, speak or communicate, to vote, be represented by a proxy and have access to in hard copy or electronic form all documents which are required by the Companies Ordinance, the Listing Rules or these Articles to be made available at the meeting.
- Participation and voting at general meeting held at two or more locations.
- Management of attendance at a venue not being a satellite meeting place.
- Entitlement to attend general meeting at another venue not being a satellite meeting place.
- Members' rights at general meeting.

- 72F.      Subject to Article 72I, a person is able to exercise the right to speak (and shall be presumed to be heard) at a general meeting when the person is in a position to communicate (including, in the case of hybrid meetings and electronic meetings (to the extent permitted by and subject to compliance with the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations), the ability to communicate in near real-time via electronic facilities, such as text or chat messaging services) to all those attending the meeting, during the meeting, any questions, information or opinions that the person has on the business of the meeting.
- 72G.      The Board or, at any general meeting, the Chairman, may make any arrangement and impose any requirement or restriction it or he considers appropriate to ensure the security and orderly conduct of a meeting including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, obeying any precautionary measures and regulations in relation to prevention and control of spread of disease, determining the number and frequency of and the time allowed for and manner of raising questions at a meeting, and muting those who participate in a hybrid meeting by means of electronic facilities. Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. A person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to or ejected (physically or electronically) from the meeting. In the case of hybrid meetings or electronic meetings, the Board or the Chairman may make any arrangement and impose any requirement or restriction as is necessary to ensure the identification of those taking part and the security of the electronic facilities. Any decision made under this Article shall be final and conclusive.
- Right to speak to all attendees at general meeting.
- Arrangements of general meeting.

72H.      If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place and/or by means of the electronic facilities specified in the notice calling the meeting, it may (a) postpone the meeting to another date and/or time and/ or (b) change the place and/or electronic facilities and/or the form of the meeting (physical meeting, hybrid meeting or (to the extent permitted by and subject to compliance with the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations) electronic meeting), without prior approval from the members. Without prejudice to the generality of the foregoing but subject to compliance with the provisions in the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations in force from time to time with regard to electronic meetings, the Board shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement or change of the relevant general meeting may occur automatically without further notice, including, without limitation, where a tropical cyclone warning signal No. 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time prior to or at the time of the meeting on the day of the meeting. This Article shall be subject to the following, provided that where reference is made to electronic meeting(s), the following shall be subject to the provisions in the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations in force from time to time:

Postponement of  
general meetings.

(a) when either (1) a meeting is so postponed or (2) there is a change in the place and/or electronic facilities and/or (to the extent permitted by and subject to compliance with the provisions in the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations from time to time) form of the meeting or any of the arrangements applicable to the meeting, no new notice of the general meeting need be sent but the Company shall:

(1) endeavour to post notice of such change or postponement on the Company's website as soon as practicable (provided that failure to post such a notice shall not affect the automatic change or automatic postponement of such meeting); and

(2) subject to and without prejudice to Articles 72 and 72A, unless already specified in the original notice of the meeting or included in the notice posted on the Company's website pursuant to Article 72H(a)(1), the Board shall fix the date, time and place (if applicable) and electronic facilities (if applicable), for the changed or postponed meeting, specify the date and time by which proxies shall be submitted in order to be valid at such changed or postponed meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the changed or postponed meeting unless revoked or replaced by a new proxy), and shall give the members reasonable notice (given the circumstances) of such details in such manner as the Board may determine;

(b) notice of the business to be transacted at the changed or postponed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the changed or postponed meeting is the same as that set out in the original notice of general meeting circulated to the members of the Company; and

(c) when only the electronic facilities specified in the notice are changed, the Directors shall notify the members of details of such change in such manner as the Directors may determine.

72L. The Chairman may, for the purpose of promoting the orderly conduct of the business of a general meeting, impose any rules including, without limitation, on the number, frequency, time allowed and point at which questions (including questions submitted by electronic means) may be raised at a meeting and any member who fails to abide by such rules may be asked to desist by the Chairman and if he persists asked to leave the meeting (whether physically or electronically).

Promotion of orderly conduct at general meeting.

73. ~~At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is taken as may from time to time be required under the Listing Rules or any other applicable laws, rules or regulations or unless a poll is (before or on the declaration of the result of the show of hands) demanded: —At any general meeting a resolution put to the vote of the meeting shall be decided by poll, save that and without prejudice to other provisions of these Articles, the Chairman of the meeting may in good faith, decide to allow a resolution which relates purely to a procedural or administrative matter as permitted under the Listing Rules to be voted on at any general meeting by a show of hands.~~

How questions to be decided.

~~(a) by the Chairman; or~~

~~(b) by at least three members present in person or by proxy for the time being entitled to vote at the meeting; or~~

~~(c) by any member or members present in person or by proxy and representing not less than 5 per cent. of the total voting rights of all the members having the right to vote at the meeting.~~

~~Unless a poll is so taken as required under the Listing Rules or any other applicable laws, rules or regulations or unless a poll be so demanded and the demand is not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution. The demand for a poll may be withdrawn.~~

73A. Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Show of hands.

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- 74.      ~~If a poll is demanded as aforesaid, it shall (subject as provided in Article 75) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was demanded, as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting or the taking of the poll, whichever is the earlier.~~A poll shall (subject as provided in Article 75) be taken in such manner (including the use of ballot or voting papers or tickets or electronic facilities) and at such time and place, not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was taken, as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken and shall be announced in such manner as required by the Listing Rules.

Poll.
  
- 75.      Any poll ~~duly demanded~~ on the election of a chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.

In what case poll taken without adjournment.
  
- 77.      ~~The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.~~Subject to the provisions of the Companies Ordinance, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. A written notice of confirmation of such resolution in writing signed by or on behalf of a member shall be deemed to be his signature to such resolution in writing for the purposes of this Article. Such resolution in writing may consist of several documents each signed by or on behalf of one or more members.

~~Business may proceed notwithstanding demand for poll.~~  
Resolution in writing.

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APPENDIX II      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION

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78. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting ~~on a show of hands~~ every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, under Section 606 of the Companies Ordinance, (a) shall have one vote, and the right to speak, (b) on a poll every member present in person or by proxy or by duly authorised representative shall have one vote for every fully paid share of which he is the holder and have for every partly paid share of which he is the holder the fraction of one vote equal to the proportion which the amount due and paid up thereon bears to the subscription price of the share, (but no amount paid or credited as paid up on a share in advance of calls shall be treated for the purposes of this Article as paid up on the share-), and (c) on a show of hands every member present in such manner shall have one vote. Votes (whether on a show of hands or a poll) may be cast by such means, electronic or otherwise, as the Chairman may determine. On a poll a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. Votes of members.
80. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share, shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for the purpose of this Article be deemed joint holders thereof. Joint holders.
81. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in cases of mental disorders, may vote, whether on a show of hands or on a poll, by his committee, receiver, *curator bonis*, or other person in the nature of a committee, receiver or *curator bonis* appointed by that court, and any such committee, receiver, *curator bonis* or other person may, on a poll, vote by proxy, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the registered office of the Company or at such other place as is specified in the notice of meeting not less than forty eight hours before the last time for holding the meeting, or adjourned meeting or poll, as the case may be at which a valid instrument of proxy could be so delivered. Votes of member of unsound mind.

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APPENDIX II      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION

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82.      (a)      Save as herein expressly provided, no person other than a member duly registered and who shall have paid everything for the time being due from him and payable to the Company in respect of his shares and is entitled to attend and vote shall be entitled to be present or to vote (save as proxy for another member) either personally (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy, or to be reckoned in a quorum (save as proxy for another member), at any general meeting.      Qualification for voting.
- (b)      No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive.      Objections to votes.
- (c)      Where ~~the Company has knowledge that~~ any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.      Voting in contravention to Listing Rules.
83.      Any member of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holder of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and to speak and vote instead of him. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. ~~A member may appoint more than one proxy to attend on the same occasion.~~A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise. If a member appoints more than one proxy, the proxies so appointed are not entitled to vote on the resolution by a show of hands.      Proxies.

**APPENDIX II      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION**

87. The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to ~~demand or join in demanding a poll and to~~ vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit provided that any form issued to a member for use by him for appointing a proxy to attend and vote at an extraordinary general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the member, according to his intention, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business; and (ii) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

Authority under instrument appointing proxy.

88. A vote given in accordance with the terms of an instrument of proxy or power of attorney or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, unsoundness of mind, revocation or transfer as aforesaid shall have been received by the Company at the registered office, or at such other place as is referred to in Article 85 of these Articles, prior to two hours before the commencement of the meeting, adjourned meeting or poll, as the case may be, at which the proxy is used, or, in the case of a poll taken more than forty-eight hours after it was demanded, at least twenty-four hours before the time appointed for the taking of the poll. In calculating the notice period set out above, no account is to be taken of any part of a day that is a public holiday.

When vote by proxy valid though authority revoked.

89. (a) Any corporation which is a member of the Company may by resolution of its directors or other governing body ~~authorise~~appoint such person as it thinks fit to act as its representative to attend and vote at any meeting of the Company or of any class of members of the Company, and the person so ~~authorised~~appointed shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company, including the right to attend and vote at any general meeting of the Company. Where a corporation is so represented, it shall be treated as being present at any meeting in person. References in these Articles to a member present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a member represented at the meeting by such duly authorised representative.

Corporation acting by representatives at meetings.

(b) If a recognised clearing house (or its nominee) is a member of the Company, it may, by resolution of its directors or other governing body or by power of attorney, ~~authorise~~appoint such person or persons as it thinks fit to act as its representative(s) or ~~representatives at proxy(ies) to attend~~ any general meeting and creditors meeting of the Company or ~~at~~ any meeting of any class of members of the Company provided that, if more than one person is so ~~authorised~~appointed, the ~~authorisation~~appointment shall specify the number and class of shares in respect of which each such person is so ~~authorised~~appointed. A person so ~~authorised~~appointed shall be entitled to exercise the same ~~powers~~rights on behalf of the recognised clearing house (or its nominee) which he represents as that clearing house (or its nominee) could exercise in respect of such number and class of shares so specified if it were an individual shareholder of the Company, including the right to speak and vote.

92. The Directors shall have power from time to time, and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the ~~next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following~~first annual general meeting of the Company ~~(in the case of an addition to the existing Board),~~ after his appointment, and shall then be eligible for re-election. Directors may fill vacancies.

99. (a) A Director shall vacate his office:-  
(i) ~~If~~if he becomes bankrupt or has a receiving order made against him or suspends payment, or compounds with his creditors;  
(ii) ~~If~~if he becomes of unsound mind;  
(iii) ~~If~~if he absents himself from the meetings of the Board during a continuous period of six months without special leave of absence from the Board, and his alternate Director (if any) shall not during such period have attended in his stead, and the Board passes a resolution that he has by reason of such absence vacated his office;  
(iv) ~~If~~if he ceases to be a Director or becomes prohibited from being a Director by reason of any provision of the Companies Ordinance or any other ordinance or ~~rule~~ of applicable law;  
(v) ~~If~~if by notice in writing delivered to the Company at its registered office he resigns his office;

When office of Director to be vacated.

(vi) ~~If~~ he shall be removed from office by notice in writing served upon him signed by all his co-Directors; or

(vii) ~~If~~, having been appointed to an office under Article 114 hereof, he is dismissed or removed therefrom by the Board under Article 115.

(b) Subject to the provisions of the Companies Ordinance, no Director shall be ineligible for re-election or re-appointment as a Director, and no person shall be ineligible for appointment as a Director by reason only of his having attained any particular age.

100. Subject to the provisions of the Companies Ordinance:

Directors may contract with Company.

(a) ~~A~~ Director may hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his office of Director for such period and upon such terms as the Board may determine, and may be paid such extra remuneration therefor (whether by way of salary, commission, participation in profits or otherwise) as the Board may determine and such extra remuneration shall be in addition to any remuneration provided for by or pursuant to any other Article.

(b) ~~A~~ Director may act by himself or his firm in a professional capacity for the Company (otherwise than as Auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

(c) ~~A~~ Director ~~of the Company~~ may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or any other company in which the Company may be interested, and shall not be liable to account to the Company or the members for any remuneration, profits or other benefits received by him as director or officer of or from his interest in such other company. The Board may also cause the voting power conferred by the shares in any other company held or owned by the Company or exercisable by it as director of such other company to be exercised in such manner in all respects as it thinks fit, including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company.

- (d) ~~A~~ Director shall not vote or be counted in the quorum on any resolution of the Board concerning his own appointment as the holder of any office or place of profit with the Company or any other company in which the Company is interested (including the arrangement or variation of the terms thereof, or the termination thereof).
- (e) ~~Subject~~subject to Article 100(h), where arrangements are under consideration concerning the appointment (including the arrangement or variation of the terms thereof, or the termination thereof) of two or more Directors to offices or places of profit with the Company or any other company in which the Company is interested, a separate resolution may be put in relation to each Director and in such case each of the Directors concerned shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment (or the arrangement or variation of the terms thereof, or the termination thereof).
- (f) ~~Subject~~subject to the Ordinance and to the next paragraph of this Article, no Director or proposed or intending Director shall be disqualified by this office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatever, nor shall any such contract or any other transaction, contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the members for any remuneration, profit or other benefits realised by any such transaction, contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.
- (g) ~~If~~ a Director or his connected entity, who to the Director's knowledge (whether he being aware or ought reasonably to be aware) is in any way, whether directly or indirectly, interested in a transaction, contract or arrangement or a proposed transaction, contract or arrangement with the Company, the Director shall declare the nature and extent of such interest at the meeting of the Board at which the question of entering into the transaction, contract or arrangement is first taken into consideration if he knows such interest then exists, or in any other case at the first meeting of the Board after he knows that he or his connected entity is or has become so interested. For this purpose, a general notice to the Board by a Director to the effect that:—
- Directors' declaration of interests

- (i) he is a member, director, executive, officer, employee or otherwise of a specified company or firm and is to be regarded as interested in any transaction, contract or arrangement which may after the effective date of the notice be made with that company or firm; or
- (ii) he is connected with a person specified in the notice and is to be regarded as interested in any transaction, contract or arrangement which may after the date of the notice be made with the specified person,

shall be deemed to be a sufficient declaration of interest in relation to any such transaction, contract or arrangement; provided that such notice must state the nature and extent of the Director's interest in the specified body corporate or firm or the nature of the Director's connection with the specified person and no such notice shall be effective unless either it is given at a meeting of the Board, or in writing and sent to the Company (in which case such notice will take effect on the twenty-first day after the day on which it is sent to the Company) and the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.

- (h) ~~Asave as otherwise provided by these Articles and subject to the provisions of the Listing Rules, a~~ Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any transaction, contract or arrangement or any proposal in which to his knowledge he or any of his associate(s) is/are materially interested, but this prohibition shall not apply to any of the following matters namely:-
    - (i) any transaction, contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associate(s) or obligations undertaken by him or any of his associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;
    - (ii) any transaction, contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has/have himself/ themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
- Conflicts of interest.

- (iii) any transaction, contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or ~~to~~ be interested in for subscription or purchase, where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
  
- (iv) any transaction, contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company or any of its subsidiaries by virtue only of his/their interest in shares or debentures or other securities of the Company;
  
- (v) any proposal concerning the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Director, his associate(s) and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not generally accorded to the employees to which such fund or scheme relates; or
  
- (vi) any transaction, contract or arrangement ~~for~~ concerning the benefit of employees of the Company or any of its subsidiaries (including but not limited to an employees' share scheme, share incentive scheme and share option scheme) under which the Director or any of his associates benefits in a similar manner to the employees and which does not generally accord to any Director or any of his associates as such any privilege or advantage not accorded to the employees to whom the contract or arrangement relates.

~~(i) A company shall be deemed to be a company in which a Director and/or his associate(s) or connected entities has shareholding interest if and so long as (but only if so long as) he and/or his associates or connected entities (either directly or indirectly) is/are the holders of or beneficially interested in any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third party through which his/their interest or that of any of his associates or connected entities is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) or connected entities as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) or connected entities is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) or connected entities is/are interested only as a unit holder and any shares which carry no voting right at general meetings and very restrictive dividend and return of capital right.~~

(i) Deleted.

(j) Deleted.

(k) ~~For the purposes of Article 100, if~~ any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman of meeting) and/or his associate(s) or as to the entitlement of any Director (other than such Chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not be counted in the quorum, such question shall be referred to the Chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director and/or his associate(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman as known to such Chairman has not been fairly disclosed to the Board.

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APPENDIX II      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION

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| 103.  | <del>If at any</del> <u>The Company may from time to time in general meeting at which an election of Directors ought to take place, the place of by ordinary resolution appoint any person as a retiring Director is not filled up, the retiring</u> <del>either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall be deemed to have been re-elected and shall if willing continue in hold office only until the next first annual general meeting and so on from year to year until his place is filled up, unless it shall be expressly resolved at such meeting to reduce the number of Directors, or not to fill such vacated office, or unless a resolution for the re-election of such Director shall have been put to such meeting and lost</del> <u>of the Company after his appointment, and shall then be eligible for re-election.</u> | <del>Retiring</del> <u>Appointment</u> <del>of Directors to remain in office till successors appointed.</del> |
| 104.  | The Company may from time to time in general meeting by ordinary resolution <u>fix</u> , increase or reduce the <u>maximum and minimum</u> number of Directors but so that the number of Directors shall never be less than two.   | Power of general meeting to increase or reduce number of Directors.   |
| 106.  | The Company shall keep at its office a register containing all such particulars of its Directors as are required by the Ordinance to be kept therein and shall <del>send to the Registrar of Companies a copy of such register and shall</del> from time to time notify <del>to</del> the Registrar any change that takes place in such Directors or their particulars as required by the Ordinance.   | Register of Directors and notification of changes to Registrar.   |
| 107.  | The Company may by ordinary resolution remove any Director (including a Managing or other Executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages <del>for any breach of</del> <u>under</u> any contract <del>of service between him and the Company</del> ) and may elect another person in his stead. Any person so elected shall hold office for such time only as the Director in whose place he is elected would have held the same if he had not been removed.   | Power to remove Director by ordinary resolution.  |
| 112A. | <u>The Company must register an allotment of debenture or debenture stock in accordance with the Companies Ordinance. If the Company issues a series of debentures or debenture stock not transferable by delivery, the Directors shall cause a proper register to be kept of the holders of such debentures and shall notify the Registrar of Companies any change of the place at which such register is kept, in accordance with the provisions of the Companies Ordinance.</u>   | <u>Register of debentures or debenture stock.</u>   |
| 115.  | Every Director appointed to an office under Article 114 hereof shall, <del>subject but without prejudice to the provisions</del> <u>any claim for damages for breach</u> of any contract <u>of service</u> between himself and the Company <del>with regard to his employment in such office</del> , be liable to be dismissed or removed therefrom by the Board of Directors.   | Removal of Managing Director, etc.  |

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APPENDIX II      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION

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116. A Director appointed to an office under Article 114 hereof shall be subject to the same provisions as to rotation, resignation and removal as the other Directors of the Company, and he shall ~~(subject to the provisions of any contract between him and the Company)~~ *ipso facto* and immediately cease to hold such office if he ceases to hold the office of Director for any cause. Cessation of appointment.
118. (a) ~~Subject to any exercise by the Directors of the powers conferred by Articles 117, 119, 120, 121, 127, 139 and 140 hereof, the~~The management of the business of the Company shall be vested in the Directors who, in addition to the powers and authorities by these Articles expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by the Ordinance expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Ordinance 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 Directors which would have been valid if such regulation had not been made. General powers of Company vested in Directors.
- (b) Subject to the Companies Ordinance and without prejudice to the general powers conferred by these Articles it is hereby expressly declared that the Directors shall have the following powers:-
- (i) ~~To~~ give to any person the right or option of requiring at a future date that an allotment shall be made to him of any share at such consideration as may be agreed; and
- (ii) ~~To~~ give any Directors, officers or ~~servants~~employees of the Company an interest in any particular business or transaction or participation in the profits thereof or in the general profits of the Company either in addition to or in substitution for a salary or other remuneration.

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APPENDIX II      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION

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123.      The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined three Directors shall be a quorum. For the purpose of this Article an alternate Director shall be counted in a quorum but notwithstanding that an alternate Director is an alternate for more than one Director he shall for quorum purposes count as only one Director. ~~Any Director~~ The Board or any committee of the Board may participate in ~~hold~~ a meeting of the Board or ~~of any such committee of the Board~~ by means of a ~~conference~~ conference, electronic facilities or other communications equipment ~~or similar communication facilities~~ by means of which all persons participating in the meeting are capable of hearing each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.
- Meeting of Directors, quorum, etc.
124.      A Director may, and on request of a Director the Secretary shall, at any time summon a meeting of the Board. Notice thereof shall be given to each Director and alternate Director either in writing or by telephone or by ~~telex or telegram~~ electronic means at the address, telephone number, facsimile number or electronic address/number from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine. ~~Provided however that notice need not be given to any Director for the time being absent from Hong Kong.~~ A Director may waive notice of any meeting and any such waiver may be prospective or retrospective.
- Convening of Board meeting.
126.      A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles ~~of the Company~~ for the time being vested in or exercisable by the Directors generally.
- Powers of meeting.
127.      The Directors may delegate any of their powers to committees consisting of such member or members of their body and such other persons as the Directors think fit, and they may, from time to time, revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to person or purposes, but every committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Directors.
- Power to appoint committee and to delegate.
129.      The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not replaced by any regulations imposed by the Board pursuant to Article 127.
- Proceedings of committee.

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APPENDIX II      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION

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130. All acts *bona fide* done by any meeting of the Directors or by a committee of Directors, or by any person acting as a Director shall, notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that ~~he~~they or any of them were disqualified, or had by virtue of Article 99(a) ceased~~vacated office, or was not entitled to be a Director~~vote on the matter in question, be as valid as if every such person had been duly appointed and had not ceased~~was qualified to be a Director, or member of such committee and was entitled to vote on the matter in question (as the case may be).~~
- When acts of Directors or committee to be valid notwithstanding defects.
131. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the minimum number fixed by or pursuant to these Articles as the necessary quorum of a Directors' meeting, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.
- Directors' powers when vacancies exist.
132. A resolution in writing signed by all the Directors ~~in Hong Kong~~ except such as are temporarily unable to act through ill-health or disability, ~~and all the~~(or their alternate Directors ~~in Hong Kong whose appointors are absent from Hong Kong or~~ are temporarily unable to act as aforesaid) shall (so long as they constitute a quorum as provided in Article 123) be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors.
- Directors' resolutions in writing.
- 132A.      (a)      The Board shall cause minutes to be made in the books kept for the purposes of:
- (i)      all appointments of officers made by the Board;
- (ii)      the names of the Directors present at each meeting of the Board and of any committee appointed under these Articles present at each meeting; and
- (iii)      all resolutions and proceedings at all general meetings of the Company, and of the Board and of any such committee.
- (b)      Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.
- Minutes of proceedings of meetings and Directors.

134. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board. Anything by the Ordinance 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 specially on that behalf by the Board. In the event that the Secretary appointed is a corporation or other body, it may act and sign by the hand of any one or more of its Directors or officers duly authorised. The Board shall cause to be kept a register of Company Secretaries, and there shall be entered therein the particulars required by the Companies Ordinance. Appointment of Secretary.

137. (a) The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose. ~~Provided, provided~~ that the Board may either generally or in any particular case or cases resolve (subject to such restrictions as to the manner in which the seal may be affixed as the Board may determine) that such signatures or any of them may be affixed to certificates for shares or debentures or representing any other form of security by some mechanical means other than autographic to be specified in such resolution or that such certificates need not be signed by any person. Every instrument executed in manner provided by this Article shall be deemed to be sealed and executed with the authority of the Directors previously given. Seal.

(aa) Subject to the Companies Ordinance, a document signed by any two of the ~~directors~~ Directors, or any of the ~~directors~~ Directors and the ~~secretary of the Company~~ Secretary and expressed (in whatever words) to be executed by the Company has effect as if the document had been executed under the Company’s common seal. Execution of documents by the Company.

- (b) The Company may have an official seal for use for sealing certificates for shares or other securities issued by the Company as permitted by the Ordinance (and no signature of any Director, officer or other person and no mechanical reproduction thereof shall be required on any such certificates or other document and any such certificates or other document to which such official seal is affixed shall be valid and deemed to have been sealed and executed with the authority of the Board notwithstanding the absence of any such signature or mechanical reproduction as aforesaid) and an official seal for use abroad under the provisions of the Companies Ordinance where and as the Board shall determine, and the Company may by writing under the seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company for the purpose of affixing and using such official seal and they may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the seal, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid. Official seal.
139. (a) The Board may from time to time, and at any time, by power of attorney under the common seal, appoint any company, firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by the Board to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers authorities and discretions vested in him. Power to appoint attorney.
- (b) The Company may, by ~~writing under its common seal~~ an instrument executed as a deed, empower any person, either generally or in respect of any specified matter, as its attorney, to execute deeds and instruments on its behalf and to enter into contracts and sign the same on its behalf ~~in any place not situate within Hong Kong~~, and every deed signed by such attorney on behalf of the Company and under his seal shall bind the Company and have the same effect as if it were under the ~~common~~ seal of the Company. Execution of deeds by attorney.

142.      (a)      Subject to the Companies Ordinance, the Company in general meeting may upon the recommendation of the Directors resolve ~~that it is desirable to~~ capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of the dividend on any shares with a preferential right to dividend) and accordingly that such sums be set free for distribution amongst the members holding ordinary shares in proportion to the number of ordinary shares (whether or not fully paid) held by them respectively on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full ~~unissued~~ shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportions aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.      Power to capitalise.
- (b)      Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the reserves or profits and undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid up shares or debentures, or other securities, if any, and generally shall do all acts and things required to give effect thereto, with full power. For the purpose of giving effect to any resolution under this Article, the Directors ~~to~~may make such provision by the issue of fractional certificates or by payment in cash or otherwise (including ~~provision for the benefit of fractional entitlements to 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 members concerned) as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to ~~enter~~sign on behalf of all members entitled thereto ~~into~~ an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or, as the case may require, for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members-, and the 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.      Effect of resolution to capitalise.

148.      (a)      Whenever the Directors or the Company in general meeting have resolved that a dividend be paid or declared on the share capital of the Company, the Directors may further resolve:–      Scrip dividends.

either (i) ~~That~~ that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up on the basis that the shares so allotted shall be of the same class or classes as the class or classes already held by the allottee, provided that the shareholders entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment. In such case, the following provisions shall apply:–

(aa) the basis of any such allotment shall be determined by the Directors;

(bb) the Directors, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the holders of the relevant shares of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;

(cc) the right of election may be exercised in whole or in part of that portion of the dividend in respect of which the right of election has been accorded; and

(dd) the dividend (or that part of the dividend to be satisfied by the allotment of shares as aforesaid) shall not be payable in cash on shares in respect whereof the cash election has not been duly exercised ("the non-elected shares") and in lieu and in satisfaction thereof shares shall be allotted credited as fully paid to the holders of the non-elected shares on the basis of allotment determined as aforesaid and for such purpose the Directors shall capitalise and apply out of any part of the undivided profits of the Company (including profits carried and standing to the credit of any reserve or reserves or other special account) as the Directors may determine, such sum as may be required to pay up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the non-elected shares on such basis; or

*or (ii)* that the shareholders entitled to such dividend be entitled to elect to receive an allotment of shares credited as fully paid in lieu of the whole or such part of the dividend as the Directors may think fit on the basis that the shares so allotted shall be of the same class or classes as the class or classes of shares already held by the allottee. In such case, the following provisions shall apply:-

- (aa) the basis of any such allotment shall be determined by the Directors;
- (bb) the Directors, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the holders of the relevant shares of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;
- (cc) the right of election may be exercised in whole or in part of that portion of the dividend in respect of which the right of election has been accorded; and
- ~~(dd) the dividend (or that part of the dividend to be satisfied by the allotment of shares as aforesaid) shall not be payable in cash on shares in respect whereof the cash election has not been duly exercised ("the non-elected shares") and in satisfaction thereof shares shall be allotted credited as fully paid to the holders of the non-elected shares on the basis of allotment determined as aforesaid and for such purpose the Directors shall capitalise and apply out of any part of the undivided profits of the Company (including profits carried and standing to the credit of any reserve or reserves or other special account) as the Directors may determine, such sum as may be required to pay up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the non-elected shares on such basis; or~~

~~(ii) That the shareholders entitled to such dividend be entitled to elect to receive an allotment of shares credited as fully paid in lieu of the whole or such part of the dividend as the Directors may think fit. In such case, the following provisions shall apply:—~~

~~(aa) the basis of any such allotment shall be determined by the Directors;~~

~~(bb) the Directors, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the holders of the relevant shares of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;~~

~~(cc) the right of election may be exercised in whole or in part;~~

~~(dd) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on shares in respect whereof the share election has been duly exercised ("the elected shares") and in lieu thereof shares shall be allotted credited as fully paid to the holders of the elected shares on the basis of allotment determined as aforesaid and for such purpose the Directors shall capitalise and apply out of any part of the undivided profits of the Company (including profits carried and standing to the credit of any reserve or reserves or other special account) as the Directors may determine, such sum as may be required to pay up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the elected shares on such basis.~~

(b) (i) The shares allotted pursuant to the provisions of paragraph (a) shall rank *pari passu* in all respects with the shares of the same class (if any) shares then in issue save only as regards participation in the relevant dividend.

- (ii) The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (a), with full power to the Directors to make such provisions as they think fit in the case of shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the members concerned). The Directors may authorise any person to enter into, on behalf of all members interested, an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made pursuant to such authority shall be effective and binding on all concerned.
  
- (c) The Company may upon the recommendation of the Directors by special resolution resolve in respect of any particular dividend of the Company that notwithstanding the provisions of paragraph (a) of this Articles a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid without offering any right to shareholders to elect to receive such dividend in cash in lieu of such allotment.
  
- (d) The Directors may on any occasion determine that an allotment of shares under paragraph (a)(i) of this Article or a right of election to receive an allotment of shares under paragraph (a)(ii) of this Article shall not be made or made available to any shareholders with registered addresses in any territory where in the absence of a registration statement or other special formalities the allotment of shares or the circulation of an offer of such right of election would or might be unlawful, and in such event the provisions aforesaid shall be read and construed subject to such determination.

149.      The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for meeting claims on or liabilities of the Company or contingencies or for paying off any loan capital or for equalising dividends or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may from time to time think fit, and so that it shall not be necessary to keep any investments constituting the reserve or reserves separate or distinct from any other investments of the Company. The Board may also without placing the same to reserve carry forward any profits which it may think prudent not to ~~divide~~ distribute by way of dividend.      Reserves.
163.      (a)      The Board shall from time to time in accordance with the provisions of the Companies Ordinance cause to be prepared and laid before the Company at its annual general meeting the reporting documents. The Board may also cause to be prepared a summary financial report if it thinks fit, which may be provided to members and/or debenture holders instead of the reporting documents subject to and in accordance with the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations.      Reporting documents and summary financial report.
- (b)      Subject to paragraph (c) of this Article, the Company shall in accordance with the Companies Ordinance and other applicable laws, rules and regulations, deliver or send to every member a copy of the reporting documents of the Company or a copy of the summary financial report in place of a copy of the reporting documents from which the report is derived, not less than twenty-one days before the date of the general meeting of the Company concerned (or such other time as is permitted under the Companies Ordinance and other applicable laws, rules and regulations). ~~Provided~~, provided that this Article shall not require a copy of these documents to be sent to more than one of the joint holders of any shares or debentures or to any member of, or any holder of debentures, who is not entitled to receive notices of general meetings of the Company and of whose address the Company is unaware, but any member or holder of debentures of the Company to whom a copy of these documents has not been sent, shall be entitled to receive a copy of these documents free of charge on application at the registered office of the Company.

(c) Where any member has, in accordance with the Companies Ordinance and other applicable laws, rules and regulations, agreed to his having access to the reporting documents and/or the summary financial report of the Company on the Company’s website as mentioned in Article 168(iv) or, to the extent permitted by, and in accordance with the Companies Ordinance and other applicable laws, rules and regulations, in any other manner (including any other form of electronic communication) instead of being sent the documents or report, as the case may be (an “assenting person”), the publication or making available by the Company, in accordance with the Companies Ordinance and other applicable laws, rules and regulations, on the Company’s website referred to above of the reporting documents and/or the summary financial report throughout the period beginning not less than twenty-one days before the date of the general meeting of the Company concerned and ending on such date in accordance with the Companies Ordinance and other applicable laws, rules and regulations (or such other period or time as is permitted under the Companies Ordinance and other applicable laws, rules and regulations) or in such other manner, shall be treated as having sent a copy of the reporting documents or a copy of the summary financial report to an assenting person in satisfaction of the Company’s obligations under paragraph (b) of this Article.

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| 164. | <del>The appointment, removal and duties of</del> Auditors shall be <del>appointed and their duties</del> regulated in accordance with the provisions of the Companies Ordinance.   | Auditors.  |
| 165. | Subject as otherwise provided by the Ordinance the remuneration of the Auditors shall be fixed by the Company <u>by ordinary resolution</u> in general meeting.   | Remuneration of Auditors.  |
| 167. | Every member shall register with the Company an address either in Hong Kong or elsewhere to which notices can be sent and if any member shall fail <del>so to do to do so, to the extent permitted by the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations,</del> notice may be given to such member by sending the same in any of the manners hereafter mentioned to his last known place of business or residence, or if there be none, by posting the same for one day at the registered office of the Company or by posting the same on the website of the Company or <u>by</u> any other electronic means. Subject to the <del>Rules Governing the Listing of Securities on the Stock Exchange</del> <u>Rules</u> and unless the Articles otherwise provides, | Address of shareholders and service of notices to joint holders. |

- (i) all notices, documents or other information directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to any one of the joint holders in respect of such share, and such notices, documents or information so given shall be deemed to have been given to all the holders of such share; and
- (ii) anything to be agreed or specified by the members shall, with respect to any share to which persons are jointly entitled, be deemed to have been agreed or specified by all the holders of such share if any one of the joint holders in respect of such share has so agreed or specified (except for transfer of the share).

168. Any notice or document (including any “corporate communication” as defined in the Listing Rules), whether or not to be given or issued under the Companies Ordinance, other applicable laws, rules and regulations or these presents from the Company, may be served or delivered by the Company upon member in the following manner:– Service of notices.

- (i) in hard copy form either (i) personally or (ii) by hand to, or (iii) by sending it through the post (if sent to an address outside Hong Kong, by airmail or an equivalent service that is no slower) in a prepaid envelope or wrapper addressed to, the member’s address as shown in the register;
- (ii) by advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper being in each case a newspaper published daily and circulating generally in Hong Kong and specified or permitted for this purpose by the Companies Ordinance and other applicable laws, rules and regulations, and for such period as the Board shall think fit to the extent permitted by, and in accordance with the Companies Ordinance and other applicable laws, rules and regulations;
- (iii) in electronic form:
  - ~~(a) personally; or~~
  - ~~(b) by hand to, or by sending it through the post (if sent to an address outside Hong Kong, by airmail or an equivalent service that is no slower) in a prepaid envelope or wrapper addressed to, the member’s address as shown in the register; or~~

- (e) by sending or transmitting it as an electronic communication to the member at any telex or facsimile transmission number or electronic number or electronic address supplied by him to the Company for the giving of notice or document from the Company to him, to the extent permitted by, and in accordance with the Companies Ordinance and other applicable laws, rules and regulations;
  - (iv) by publishing it on the Company's website and giving to the member a notice in accordance with the Companies Ordinance, other applicable laws, rules and regulations stating that the notice or other document is available there (a "notice of publication") to the extent permitted by, and in accordance with the Companies Ordinance and other applicable laws, rules and regulations. The notice of publication may be given to such member by any of the means set out in paragraphs (i) (ii), (iii)(e) or (iv) of this Article; or
  - (v) by sending or otherwise making available to such member through such means to the extent permitted by, and in accordance with, the Companies Ordinance and other applicable laws, rules and regulations.
169. (a) Any notice or other document (including any "corporate communication" as defined in the Listing Rules) given or issued by or on behalf of the Company:–
- When notice deemed to be served.
- (i) if served or delivered in person, shall be deemed to have been served or delivered at the time of personal service or delivery, and in proving such service or delivery, a certificate in writing signed by the Secretary (or other officer of the Company or such other person appointed by the Board) that the notice or document was so served or delivered shall be conclusive evidence thereof;

- (ii) if served or delivered by post, shall be deemed to have been served or delivered on the second business day following that on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong, and in proving such service or delivery, it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office. A certificate in writing signed by the Secretary (or such other officer of the Company or such other person appointed by the Board) that the envelope or wrapper containing the notice or other document was so prepaid, addressed and put into such post office shall be conclusive evidence thereof. For the purpose of this Article, “business day” has the meaning given by section 821 of the Ordinance;
- (iii) if sent or transmitted as an electronic communication in accordance with Article 168(iii)~~(e)~~ or through such means in accordance with Article 168(v), shall be deemed to have been served or delivered at the time of the relevant despatch or transmission- or at such later time as may be prescribed by the Listing Rules or any applicable laws, rules and regulations. A notice or document published in the Company’s website in accordance with Article 168(v), shall be deemed to have been served or delivered on the following day after the later of (1) the time when the member receives the notice of publication and (2) the time when the notice or document is first made available on the Company’s website. In proving such service or delivery, a certificate in writing signed by the Secretary (or such other officer of the Company or such other person appointed by the Board) as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence provided that no notification that the electronic communication has not reached its recipient has been received by the sender, except that any failure in transmission beyond the sender’s control shall not invalidate the effectiveness of the notice or document being served; and
- (iv) if served by advertisement in newspaper in accordance with Article 168(ii), shall be deemed to have been served on the day on which such notice or document is first published.

- (b) Subject to the Companies Ordinance and other applicable laws, rules and regulations, any notice or other document (including but not limited to the documents referred to in Article 163 and “corporate communication” as defined in the Listing Rules) may be given by the Company in the English language only, in the Chinese language only or in both. Where a person has in accordance with the Companies Ordinance and other applicable laws, rules and regulations consented to receive notices and other documents (including but not limited to the documents referred to in Article 163 and any “corporate communication” as defined in the Listing Rules) from the Company in the English language only or the Chinese language only but not both, it shall be sufficient for the Company to serve on or deliver to him any such notice or document in such language only in accordance with these presents unless and until there is a notice of revocation or amendment of such consent given or deemed to have been given by such person to the Company in accordance with the Companies Ordinance and other applicable laws, rules and regulations which shall have effect in respect of any notice or document to be served on or delivered to such person subsequent to the giving of such notice of revocation or amendment. Choice of language.
171. Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which ~~previously~~prior to his name and address being entered on the register of members shall be duly given to the person from whom he derives his title to such share. Transferee to bound by prior notices.
172. Any notice or document delivered or sent to any member in such manner as provided in Article 168, shall notwithstanding that such member be then deceased or bankrupt and whether or not the Company has notice of his ~~deceased~~death or bankruptcy, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these ~~presents~~Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares. Notice valid though member deceased or bankrupt.
174. No member (not being a Director) shall be entitled to require discovery of or any information respecting any detail of the Company’s trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the members of the Company to communicate to the public. Member not entitled to secret information.



- (aa) that every entry in the register purporting to be made on the basis of any such documents so destroyed was duly and properly made; and
  - (bb) that every such document so destroyed was valid and effective and had been duly and properly registered, cancelled, or recorded in the books or records of the Company, as the case may be.
- (iii) (aa) The provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
- (bb) Nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company in the absence of this Articles;
- (cc) Reference herein to the destruction of any document include references to the disposal thereof in any manner.

177A. A resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.

179. Subject to the provisions of the Ordinance, the Company shall have Liability insurance. power to purchase and maintain for any ~~director~~ Director or other officer of the Company, or auditors of the Company:—
- (a) insurance against any liability to the Company, ~~a related~~ an associated company or any other party in respect of any negligence, default, breach of duty or breach of trust (save for fraud) of which he may be guilty in relation to the Company or ~~a related~~ an associated company; and
  - (b) insurance against any liability incurred by him in defending any proceedings, whether civil or criminal, taken against him for any negligence, default, breach of duty or breach of trust (including fraud) of which he may be guilty in relation to the Company or ~~a related~~ an associated company.

For the purpose of this Article 179, "~~related~~ associated company" ~~means any company which is in relation to the Company's subsidiary or holding company or a subsidiary of Company shall have the Company's holding company~~ same meaning as defined in the Companies Ordinance.

**Amendment to Articles**

180.      Subject to the Ordinance, the Company may at any time and from time to time alter or amend the provisions of these Articles with the sanction of a special resolution of the Company in a general meeting.      Amendment to Articles.

**Annual Returns and Filings**

181.      The Board shall make the requisite annual returns and any other requisite filings in accordance with the Companies Ordinance.      Annual returns and filings.

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## NOTICE OF ANNUAL GENERAL MEETING

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国药集团  
SINOPHARM

**CHINA TRADITIONAL CHINESE MEDICINE HOLDINGS CO. LIMITED**

**中國中藥控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 570)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of China Traditional Chinese Medicine Holdings Co. Limited (the “**Company**”) will be held at Conference Room, 4th Floor, Winteam Plaza, 6 Kuiqi Second Road, Chancheng District, Foshan City, Guangdong Province, China on Tuesday, 30 May 2023 at 2:30 p.m. for the following purposes. Unless the context otherwise requires, the terms used herein shall have the same meaning as those defined in the circular of the Company dated 8 May 2023 (the “**Circular**”):

#### ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements, the report of the directors and the independent auditor’s report of the Company for the year ended 31 December 2022.
2. To declare a final dividend of HK5.18 cents per share for the year ended 31 December 2022.
3. (a) Each as a separate resolution, to re-elect the following retiring directors of the Company (the “**Director**”):
  - (i) to re-elect Mr. YANG Wenming as a Director;
  - (ii) to re-elect Mr. WANG Kan as a Director;
  - (iii) to re-elect Mr. MENG Qingxin as a Director;
  - (iv) to re-elect Mr. YU Tze Shan Hailson as a Director; and
  - (v) to re-elect Mr. QIN Ling as a Director.
- (b) To authorize the board of directors (the “**Board**”) to fix the directors’ remuneration.
4. To re-appoint Ernst & Young as the auditor of the Company and authorize the Board to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTION

5. To consider and, if thought fit, pass the following resolution as a special resolution (whether amended or not):

**“That:**

- (i) the proposed amendments (the **“Proposed Amendments”**) to the existing articles of association of the Company (the **“Existing Articles of Association”**), the details of which are set forth in Appendix II to the Circular, be and are hereby approved;
- (ii) the amended and restated articles of association of the Company (incorporating the Proposed Amendments) (the **“New Articles of Association”**), a copy of which has been produced to the AGM and marked “A” and for the purpose of identification initialed by the chairman of the AGM, be and is hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Existing Articles of Association with immediate effect; and
- (iii) any one director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Articles of Association, including without limitation, attending to the necessary registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in Hong Kong.”

By Order of the Board  
**China Traditional Chinese Medicine Holdings Co. Limited**  
**CHEN Yinglong**  
*Chairman*

Hong Kong, 8 May 2023

*Notes:*

- 1. Any member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend, speak and vote instead of him, provided that the proxy is appointed to represent respectively the number of shares held by the shareholder as specified in the relevant instrument of appointment. A proxy need not be a shareholder of the Company.
- 2. In order to be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the meeting (i.e. before 2:30 p.m. on Thursday, 25 May 2023).
- 3. To ascertain the shareholders’ entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 24 May 2023 to Tuesday, 30 May 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all duly completed transfer

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## NOTICE OF ANNUAL GENERAL MEETING

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forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 23 May 2023.

The Board has recommended the payment of a final dividend of RMB4.55 cents (i.e. HK5.18 cents) per share for the year ended 31 December 2022. To ascertain the shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from Tuesday, 6 June 2023 to Thursday, 8 June 2023, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 5 June 2023.

4. Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
5. With regard to items 3 to 5 set out in the notice, the Circular giving details of the proposed re-election of directors, the proposed re-appointment of the Company's auditor and the Proposed Amendments and the adoption of the New Articles of Association will be despatched to shareholders on 8 May 2023. The biographical details of the Directors who are proposed to be re-elected are set out in Appendix I to the Circular. The existing auditor, Ernst & Young, will retire as the auditor of the Company with effect from the conclusion of the AGM and will seek re-appointment. Details of the Proposed Amendments are set out in Appendix II to the Circular.
6. As at the date of this notice, the Board comprises twelve Directors, of which Mr. CHEN Yinglong, Mr. CHENG Xueren and Mr. YANG Wenming are executive Directors; Ms. LI Ru, Mr. YANG Binghua, Mr. WANG Kan, Mr. MENG Qingxin and Mr. KUI Kaipin are non-executive Directors; and Mr. XIE Rong, Mr. YU Tze Shan Hailson, Mr. QIN Ling and Mr. LI Weidong are independent non-executive Directors.