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

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

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ZJ

中基長壽科學

ZHONG JI LONGEVITY SCIENCE

Zhong Ji Longevity Science Group Limited

中基長壽科學集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 767)

**RE-ELECTION OF RETIRING DIRECTORS,
RE-APPOINTMENT OF AUDITOR,
GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES,
AMENDMENTS TO THE EXISTING BYE-LAWS,
ADOPTION OF THE AMENDED AND RESTATED BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 30/F., Harbour Side HQ, 8 Lam Chak Street, Kowloon Bay, Hong Kong on Thursday, 29 June 2023 at 10:30 a.m. is set out on pages 32 to 37 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment hereof should you so wish.

In the case of any inconsistency, the English text of this circular shall prevail over the Chinese text.

29 May 2023

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DEFINITIONS

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

“Amended and Restated Bye-laws”	the amended and restated Bye-laws of the Company incorporating and consolidating all the proposed amendments set out in Appendix III to this circular marked-up against the Existing Bye-Laws published on the website of the Stock Exchange, which are proposed to be adopted by the Company at the Annual General Meeting
“Annual General Meeting”	the annual general meeting of the Company to be held at 30/F., Harbour Side HQ, 8 Lam Chak Street, Kowloon Bay, Hong Kong on Thursday, 29 June 2023 at 10:30 a.m., the notice of which is set out on pages 32 to 37 of this circular, or any adjournment thereof
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company as amended from time to time
“close associate(s)”	shall have the meaning ascribed thereto under the Listing Rules
“Company”	Zhong Ji Longevity Science Group Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 767)
“controlling shareholder(s)”	shall have the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	shall have the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Bye-Laws”	the existing Bye-laws
“General Mandates”	the Issue Mandate and the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	the proposed general mandate to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of approval of such mandate
“Latest Practicable Date”	25 May 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“New Bye-Laws”	the new Bye-laws consolidating the proposed amendments to the Existing Bye-Laws in the manner set out in Appendix III of this circular and proposed to be approved and adopted by the Shareholders at the Annual General Meeting
“Repurchase Mandate”	the proposed general mandate to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the total number of issued Shares as at the date of approval of such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“%”	per cent.

ZJ

中基長壽科學

ZHONG JI LONGEVITY SCIENCE

Zhong Ji Longevity Science Group Limited

中基長壽科學集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 767)

Executive Directors:

Mr. Yan Li (*Chairman*)
Mr. Yan Yifan (*Chief Executive Officer*)
Mr. Li Xiaoshuang
Ms. Cao Xie Qiong

Registered office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Non-executive Directors:

Dr. He Yiwu
Mr. Lyn Changsheng

Principal place of business in Hong Kong:

Suite Nos. 01–03, 19/F., Sino Plaza
255–257 Gloucester Road
Causeway Bay
Hong Kong

Independent Non-executive Directors:

Mr. Lee See Barry
Mr. Wang Ning
Prof. Huang Cibo

29 May 2023

*To the Shareholders and, for information only,
the holders of the convertible notes of the Company*

Dear Sir/Madam,

**RE-ELECTION OF RETIRING DIRECTORS,
RE-APPOINTMENT OF AUDITOR,
GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES,
AMENDMENTS TO THE EXISTING BYE-LAWS,
ADOPTION OF THE AMENDED AND RESTATED BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with notice of the Annual General Meeting and information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the re-election of the retiring Directors; (ii) the re-appointment of auditors; (iii) the granting of the General Mandates to the Directors; (iv) the extension of the Issue Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate; (v) proposed amendments to the Existing Bye-Laws; and (vi) the approval at the Annual General Meeting in connection with the Amended and Restated Bye-laws.

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 99 of the Existing Bye-Laws, Mr. Yan Yifan, Ms. Cao Xie Qiong and Mr. Lee See Barry shall retire at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting. Pursuant to Bye-law 102(B) of the Existing Bye-laws, Mr. Lyn Changsheng, being appointed by the Board on 1 August 2022, shall hold office until the Annual General Meeting, and shall then be eligible for re-election thereat. All these retiring Directors, being eligible, have offered themselves for re-election at the Annual General Meeting.

In considering the re-election of the retiring Directors, the nomination committee of the Board (the “**Nomination Committee**”) took into account the board diversity policy and applied the selection criteria set out in the nomination policy by, inter alia, reviewing the experience and expertise as well as the performance and time commitment of the retiring Directors. With respect to the re-election of Mr. Lee See Barry, being independent non-executive Director, the Nomination Committee has also reviewed his independence confirmation made pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules, and considered that he is independent.

With the recommendation of the Nomination Committee, the Board was satisfied that Mr. Lee See Barry have the required integrity, independence and experience to fulfill his role as an independent non-executive Director, and the re-election of the retiring Directors is in the best interests of the Company and the Shareholders as a whole.

Mr. Lee See Barry abstained from the discussion and voting at the meetings of the Nomination Committee and the Board regarding his own independence and re-election, whereas each of the four retiring Directors abstained from the discussion and voting at the meeting of the Board regarding his/her own re-election.

Brief biographical and other details of the said retiring Directors standing for re-election at the Annual General Meeting, as required to be disclosed under the Listing Rules, are set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. RE-APPOINTMENT OF AUDITOR

Elite Partners CPA Limited being appointed on 12 January 2023 to fill the casual vacancy and to hold office as the independent auditor of the Company until the Annual General Meeting and, being eligible, offer themselves for re-appointment. Upon the recommendation of the audit committee of the Company, the Board proposes to re-appoint Elite Partners CPA Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

4. GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 29 July 2022, general mandates were granted to the Directors authorising them, *inter alia*, (i) to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the aggregate number of the issued Shares as at 29 July 2022; (ii) to repurchase Shares not exceeding 10% of the total number of the issued Shares as at 29 July 2022; and (iii) to extend the general mandate to issue Shares by the number of Shares repurchased under the repurchase mandate mentioned in (ii) above. Such general mandates will expire at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to grant to the Directors new general mandates authorising them (i) to exercise all powers of the Company to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares as at the date of the passing of such resolution; (ii) to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of the passing of such resolution; and (iii) subject to the passing of the ordinary resolutions to approve the General Mandates at the Annual General Meeting, to extend the Issue Mandate by adding to it the aggregate number of issued Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, there were 4,554,412,915 Shares in issue. Subject to the passing of the ordinary resolutions to approve the General Mandates at the Annual General Meeting and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date to the date of the Annual General Meeting, the Company would be allowed to issue up to a maximum of 910,882,583 Shares under the Issue Mandate and to repurchase up to a maximum of 455,441,291 Shares under the Repurchase Mandate.

The Directors believe that it is in the interests of the Company and the Shareholders as a whole if the General Mandates are granted at the Annual General Meeting. The Issue Mandate will provide the Directors with flexibility to issue new Shares especially in the context of a fund-raising exercise in a timely manner or a transaction involving an acquisition by the Group where Shares are to be issued as consideration and which has to be completed speedily.

LETTER FROM THE BOARD

The Directors have no present intention to exercise the Issue Mandate to allot, issue and deal with Shares and to exercise the Repurchase Mandate to repurchase Shares. Repurchase of Shares will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole. Considering the rapid changes in the market conditions, the Repurchase Mandate can provide more flexibility to the Directors to enhance the net asset value of the Company and/or its earnings per Share.

The General Mandates, if approved by the Shareholders at the Annual General Meeting, will continue until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws of Bermuda to be held; and
- (c) the revocation or variation of such authority by the Shareholders in general meeting of the Company.

An explanatory statement providing all the information required under the Listing Rules regarding the Repurchase Mandate is set out in Appendix II to this circular.

5. PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS AND ADOPTION OF THE AMENDED AND RESTATED BYE-LAWS

Reference is made to the announcement of the Company dated 25 May 2023. The Board proposes to seek approval from the Shareholders at the Annual General Meeting for amendments to the Existing Bye-Laws, the provisions of which will: (i) principally conform with the core shareholder protection standards set out in Appendix 3 to the Listing Rules, (ii) allow general meetings to be held as a physical meeting, an electronic meeting or a hybrid meeting where Shareholders may attend by electronic means in addition to physical attendance in person, and providing certain powers to the Board and the chairman of the meeting in relation thereto; and (iii) make other updates and housekeeping changes. The Company will also seek approval from the Shareholders at the Annual General Meeting for the adoption of the Amended and Restated Bye-laws.

The proposed amendments to the Bye-laws are subject to the approval of the Shareholders by way of special resolution at the Annual General Meeting. Details of the proposed amendments to the Existing Bye-Laws are set out in Appendix III to this circular. The proposed amendments to the Existing Bye-Laws are prepared in English language. The Chinese translation of the proposed amendments is for reference only. The English version shall prevail in case of any discrepancy or inconsistency between the English version and its Chinese translation.

LETTER FROM THE BOARD

The legal adviser to the Company as to Hong Kong law has confirmed that the proposed amendments to the Existing Bye-Laws conform with the applicable requirements of the Listing Rules. The legal adviser to the Company as to Bermuda law has confirmed that the proposed amendments conform with the applicable requirements of the laws of Bermuda. In addition, the Board has confirmed to the Stock Exchange that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

6. CLOSURE OF REGISTER OF MEMBERS

The forthcoming Annual General Meeting is scheduled to be held on Thursday, 29 June 2023. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 26 June 2023 to Thursday, 29 June 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to attend and vote at the Annual General Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, 23 June 2023.

7. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out on pages 32 to 37 of this circular at which resolutions will be proposed to approve, *inter alia*, the re-election of the retiring Directors, the granting of the General Mandates, the extension of the Issue Mandate by adding to it the aggregate number of issued Shares repurchased under the Repurchase Mandate, the proposed amendments to the Existing Bye-Laws and adoption of the Amended and Restated Bye-Laws.

A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules and the Bye-laws, any vote of the Shareholders at a general meeting must be taken by poll except for purely procedural or administrative matters. The chairman of the Annual General Meeting will therefore put all resolutions to be proposed at the Annual General Meeting to be voted by way of poll. An announcement on the results of the votes by poll will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39 of the Listing Rules. To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, no Shareholders are required to abstain from voting on any resolutions to be approved at the Annual General Meeting pursuant to the Listing Rules and/or the Bye-laws.

8. RESPONSIBILITY STATEMENT

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

9. RECOMMENDATION

The Directors consider that the proposed re-election of the retiring Directors, the re-appointment of auditors, the granting of the General Mandates, the extension of the Issue Mandate by adding to it the aggregate number of issued Shares repurchased under the Repurchase Mandate and the adoption of the Amended and Restated Bye-laws on the proposed terms of amendments as set out in Appendix III to this circular are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of
Zhong Ji Longevity Science Group Limited
Yan Li
Chairman

The biographical and other details of retiring Directors standing for re-election at the Annual General Meeting are set out below:

EXECUTIVE DIRECTORS

Mr. Yan Yifan (“**Mr. Yan**”), aged 32, joined the Company as an executive Director and the chief executive officer in April 2022. Mr. Yan graduated from Henan University of Economics and Law. He has served as the general manager of Mailyard Health Group (Hubei) Company Limited since April 2021 and served as the general manager of Zhong Ji 1 International Medical Group (Hong Kong), the shares of which are beneficially owned by Mr. Yan Li, the chairman of the Board and an executive director, from July 2013 to March 2021. Mr. Yan is also the nephew of Mr. Yan Li, the chairman of the Board and an executive Director.

As at the Latest Practicable Date, save as disclosed above, Mr. Yan has confirmed that he (i) does not have any relationship with any Director, senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company; (ii) does not have, and is not deemed to have, any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not hold any other positions in the Group.

Pursuant to the appointment letter entered into by the Company and Mr. Yan, Mr. Yan is not appointed for any specific or proposed term of service, but is subject to retirement by rotation and re-election (if applicable) at an annual general meeting at least once every three years in accordance with the Bye-laws and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. He is entitled to receive a director’s fee of HK\$100,000 per month, which is determined by the remuneration committee of the Company and the Board and is subject to annual review with reference to the prevailing market rate, his duties and responsibilities in and the time he spent on the affairs of the Company.

Save as disclosed above, in connection with the re-election of Mr. Yan as an executive Director, there are no other matters that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Ms. Cao Xie Qiong (“**Ms. Cao Xie**”), aged 54, joined the Company as an executive Director in December 2020. Ms. Cao Xie holds a Master of Business Administration from the Business School of The Hong Kong University of Science and Technology and is a honorary professor of the College of Business & Public Management of Wenzhou-Kean University. She is a founding member of Hong Kong Professionals and Senior Executives Association and a member of the Zhejiang Provincial Committee of the Chinese People’s Political Consultative Conference. She was a tourism ambassador for Zhejiang Province, a tourism spokesperson of Anhui Province, an overseas promotion ambassador for the Expo in Shanghai, a host at TVB in Hong Kong as well as a film and TV producer. She invested in the food and beverage industry in 2011 and was the brand director and group vice president of two listed companies. She entered the advanced biomedical technology sector in 2017 and is currently the executive chairperson of the Weissman Cancer Prevention Foundation.

As at the Latest Practicable Date, Ms. Cao Xie has confirmed that she (i) does not have any relationship with any Director, senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company; (ii) does not have, and is not deemed to have, any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does not hold any other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not hold any other positions in the Group.

Pursuant to the appointment letter between the Company and Ms. Cao Xie, Ms. Cao Xie was not appointed for a specific or proposed term, and her appointment is subject to retirement by rotation and re-election (if applicable) at the annual general meeting at least once every three years in accordance with the Bye-laws and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. Ms. Cao Xie is entitled to receive a director’s fee of HK\$50,000 per month, which is determined by the remuneration committee of the Company, and is subject to annual review with reference to the prevailing market conditions, her duties and responsibilities and time spent on the affairs of the Company.

Save as disclosed above, in connection with the re-election of Ms. Cao Xie as a Director, there are no other matters that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

NON-EXECUTIVE DIRECTOR

Mr. Lyn Changsheng (“**Mr. Lyn**”), aged 62, join the Company as an independent non-executive Director in August 2022. He has extensive leadership experience in investment consulting. Over the past 20 years, he has proven to possess progressive and comprehensive corporate development knowledge. Mr. Lyn is familiar with a variety of management functions of an organization including initiating, developing and implementing procedures to improve business performance. He has experience in the past services in various listing entity as chairman of the board or as executive director, not limited to but includes DeTai New Energy Group Limited (stock code: 559).

Save as disclosed above, Mr. Lyn has confirmed that he (i) does not have any relationship with any Director, senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company; (ii) does not have, and is not deemed to have, any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not hold any other positions in the Group.

Mr. Lyn has entered into an appointment letter with the Company with an initial term of two years. Mr. Lyn is subject to retirement by rotation and re-election (if applicable) at the annual general meeting at least once every three years in accordance with the Bye-laws and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. Mr. Lyn is entitled to receive a director’s fee of HK\$20,000 per month, which is determined by both the remuneration committee of the Company and the Board, subject to annual review with reference to the prevailing market conditions, his duties and responsibilities and time spent on the affairs of the Company.

Save as disclosed above, in connection with the re-election of Mr. Lyn as a non-executive Director, there are no other matters that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lee See Barry (“**Mr. Lee**”), aged 56, joined the Company as an independent non-executive Director in March 2022. Mr. Lee is the chairman of the audit committee of the Board and a member of each of the nomination committee, the remuneration committee, the risk management committee and the share award committee of the Board. Mr. Lee graduated from Lingnan University, Hong Kong, in 1990 with a diploma (honours) in the financial service profession. Currently, he is a fellow member of the Association of Chartered Certified Accountants. Mr. Lee has over 30 years of experience in audit, accounting and financial management. He has served as a senior partner of Sysble Consultants since 2005, during which, he provided financial controller services to major customers including China CBM Group and Oriental Speech Therapy.

Save as disclosed above, Mr. Lee has confirmed that he (i) does not have any relationship with any Director, senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company; (ii) does not have, and is not deemed to have, any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not hold any other positions in the Group.

Mr. Lee has entered into an appointment letter with the Company with an initial term of two years. Mr. Lee is subject to retirement by rotation and re-election (if applicable) at the annual general meeting at least once every three years in accordance with the Bye-laws and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. He is entitled to receive a director’s fee of HK\$20,000 per month, which is determined by both the remuneration committee of the Company and the Board, subject to annual review with reference to the prevailing market conditions, his duties and responsibilities and time spent on the affairs of the Company.

Save as disclosed above, in connection with the re-election of Mr. Lee as an independent non-executive Director, there are no other matters that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

This appendix serves as an explanatory statement, as required by Rule 10.06 of the Listing Rules, to provide requisite information to the Shareholders with regard to the Repurchase Mandate.

1. SHAREHOLDERS' APPROVAL

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange provided that the shares proposed to be repurchased must be fully paid-up and all repurchases of shares must be approved in advance by an ordinary resolution of the shareholders, either by way of a specific approval or a general mandate to the directors of the company to make such repurchase.

2. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, there were 4,554,412,915 Shares in issue. Subject to the passing of the ordinary resolution to approve the Repurchase Mandate at the Annual General Meeting and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date to the date of the Annual General Meeting, the Company would be allowed to repurchase up to a maximum of 455,441,291 Shares, representing 10% of the total number of issued Shares as at the date of the passing of such resolution, under the Repurchase Mandate.

3. REASONS FOR THE REPURCHASES

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

4. FUNDING OF REPURCHASES

In repurchasing of Shares, the Company may only apply funds legally available for the purpose in accordance with the Company's memorandum of association, the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

As compared to the financial position of the Company as at 31 December 2022 (being the date of the Company's latest published audited accounts), the Directors consider that the repurchases of Shares will have no material adverse impact on the working capital and the gearing position of the Company in the event that the Repurchase Mandate were to be exercised in full during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. DIRECTORS, CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

No core connected person of the Company has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise all powers of the Company to make repurchase of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Bye-laws and the applicable laws of Bermuda.

7. SHARE REPURCHASE MADE BY THE COMPANY

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

8. EFFECTS OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purpose of Rules 26 and 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Yan Li is beneficially interested in 491,435,175 Shares, representing approximately 10.79% of the total number of Shares in issue. In the event that the Repurchase Mandate is exercised in full (assuming the shareholding remains the same as at the Latest Practicable Date), the total interests of Mr. Yan Li in the Company would increase to approximately 11.99% of the total number of Shares in issue. To the best of the knowledge and belief of the Directors, such increase in the interests of Mr. Yan Li will not give rise to an obligation to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to repurchase Shares to the extent that it will give rise to a mandatory offer obligation under Rules 26 and 32 of the Takeovers Code if the Share Repurchase Mandate is approved at the Annual General Meeting.

9. SHARE PRICES

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

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
June	0.080	0.054
July	0.081	0.055
August	0.071	0.061
September	0.056	0.069
October	0.061	0.049
November	0.060	0.046
December	0.059	0.038
2023		
January	0.059	0.040
February	0.055	0.045
March	0.047	0.041
April	0.042	0.038
May (up to and including the Latest Practicable Date)	0.041	0.036

The following are the proposed amendments to the Existing Bye-Laws (only showing amendments to the Existing Bye-Laws). Unless otherwise specified, clauses, paragraphs and bye-law numbers referred to herein are clauses, paragraphs and bye-law numbers of the Existing Bye-Laws or the New Bye-Laws (as the case may be). If the serial numbering of the clauses of the Existing Bye-Laws is changed due to the addition, deletion or re-arrangement of certain clauses made in these amendments, the serial numbering of the clauses of the Existing Bye-Laws as so amended shall be changed accordingly, including cross-references.

Note: The New Bye-Laws are prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

Bye-Laws No. (original No./new No.)	Amendments
1.(A)	<p>(i) Addition of the following new definitions to be inserted alphabetically</p> <p><u>“address” shall have the ordinary meaning given to it and shall include any facsimile number, electronic number or address or website used for the purposes of any communication pursuant to these Bye-Laws;</u></p> <p><u>“announcement” shall mean an official publication of a notice or document of the Company, including a publication, subject to and to such extent permitted by the Listing Rules, by electronic communication or by advertisement published in the newspapers or in such manner or means ascribed and permitted by the Listing Rules and applicable laws;</u></p> <p><u>“business day” shall mean a day on which the Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-Laws be counted as a business day;</u></p> <p><u>“Companies Ordinance” shall mean the Companies Ordinance (Cap. 622 of the Laws of Hong Kong);</u></p> <p><u>“electronic” shall mean relating to technology having electrical, digital, magnetic, wireless, optical electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act 1999 of Bermuda as may be amended from time to time;</u></p> <p><u>“electronic communication” shall mean communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other electron magnetic means in any form through any medium;</u></p> <p><u>“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;</u></p> <p><u>“the Executive Committee” shall mean the executive committee established pursuant to By-law 121;</u></p> <p><u>“hybrid meeting” shall mean a general meeting convened for the (i) physical attendance by Members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Members and/or proxies by means of electronic facilities;</u></p> <p><u>“Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);</u></p> <p><u>“Meeting Location” has the meaning given to it in Bye-Law 69(A);</u></p> <p><u>“Member” or “shareholder” shall mean the duly registered holder from time to time of the shares in the capital of the Company;</u></p> <p><u>“physical meeting” shall mean a general meeting held and conducted by physical attendance and participation by Members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations;</u></p> <p><u>“Principal Meeting Place” shall have the meaning given to it in Bye-Law 63;</u></p> <p><u>“Stock Exchange” shall mean the Stock Exchange of Hong Kong Limited</u></p>

Bye-Laws No. (original No./new No.)	Amendments
	<p>(ii) Amendment of the following definitions as indicated</p> <p>“shareholder” shall mean duly registered holder from time to time of the shares in the capital of the Company;</p> <p>“writing” or “printing” shall include writing, printing, lithography, photography, typewriting and every other mode of representing words or figures in a legible and non-transitory form.</p>
1.(B)	<p>Addition of the following provisions to be inserted at the end of Bye-law 1.(B)</p> <p><u>expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a visible legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations;</u></p> <p><u>references to a document (including, but without limitation, a resolution in writing) being signed executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;</u></p> <p><u>a reference to a meeting shall mean a meeting convened and held in any manner permitted by these Bye-Laws and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Bye-Laws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;</u></p> <p><u>references to a person’s participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Bye-Laws to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;</u></p> <p><u>references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); and</u></p> <p><u>where a Member is a corporation, any reference in these Bye-Laws to a Member shall, where the context requires, refer to a duly authorised representative of such Member.</u></p>
1.(C)	<p>Making the following amendments as indicated:</p> <p>A resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths of the votes cast voting rights held by such shareholders as, being entitled so to do, vote in person or, in the cases of shareholders which are corporations, by their respective duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of which not less than 21 days’ notice, specifying (without prejudice to the power contained in these presents to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given. Provided that, if it is so agreed by a majority in number of the shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right, a resolution may be proposed and passed as a Special Resolution at a meeting of which less than 21 days’ notice has been given.</p>

Bye-Laws No. (original No./new No.)	Amendments
1.(F) (new)	<p>Addition of the following provisions at the end of Bye-law 1(D)</p> <p><u>Subject to Bye-law 5, the provisions of Special Resolutions and Ordinary Resolutions shall apply mutatis mutandis to any resolutions passed by the holders of any class of shares.</u></p>
5. (A)	<p>Making the following amendments as indicated:</p> <p>For the purposes of Section 47 of the Companies Act, if at any time the capital is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated either with the consent in writing of the holders of not less than <u>at least three-fourths in nominal value</u> of the voting rights of the issued shares of that class or with the sanction of a Special Resolution passed by at least three-fourths of the voting rights <u>separate general meeting</u> of the holders of the shares of that class <u>present and voting in person or by proxy at a separate general meeting of such holders</u>. To every such separate general meeting the provisions of these Bye-Laws relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be not less than two persons holding or representing by proxy <u>at least one-third in nominal value</u> of the issued shares of that class, and that any holder of shares of the class present in person or by proxy or authorised representative may demand a poll.</p>
6. (A)	<p>Making the following amendments as indicated:</p> <p>The authorised share capital of the Company is HK\$400,000,000 <u>200,000,000</u> divided into 400,000,000,000 <u>8,000,000,000</u> shares of HK\$0.0010 <u>0.025</u> each.</p>
14. (A)	<p>Making the following amendments as indicated:</p> <p><u>The Board shall cause to be kept a register of the shareholders and there shall be entered therein the particulars required under the Companies Act. The register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of the Listing Rules or by any means in such manner as may be accepted by the Stock Exchange to that effect, be closed at such times or for such periods in accordance with the terms equivalent to section 632 of the Companies Ordinance and in any event not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.</u></p>
15.	<p>Making the following amendments as indicated:</p> <p>Every person whose name is entered as a shareholder in the register shall be entitled without payment to receive within two months after allotment or lodgment of a transfer (or within such other period as the conditions of issue shall provide) <u>one</u> certificate for all his shares, or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange on which the shares are listed, upon payment, in the case of a transfer, of such sum (not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, HK\$22.50 <u>or such greater sum as such stock exchange may from time to time permit</u>, and in the case of any other shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for shares in stock exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders.</p>

Bye-Laws No. (original No./new No.)	Amendments
19.	<p>Making the following amendments as indicated:</p> <p>If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, (not exceeding, in the case of any share capital listed on a stock exchange in Hong Kong, HK\$2.5 or such greater sum as such stock exchange may from time to time permit, and, in the case of any other capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise such sum as the Company may by Ordinary Resolution determine) as the Board shall from time to time determine 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.</p>
44.	<p>Making the following amendments as indicated:</p> <p>The registration of transfers may be suspended and the register <u>may be close</u> in accordance with <u>Bye-Law 14(A)</u>.closed on giving notice by advertisement in an appointed newspaper and in the Newspapers 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. The register shall not be closed for more than thirty days in any year.</p>
48.	<p>Making the following amendments as indicated:</p> <p>A person becoming entitled to a share by reason of the death, bankruptcy or winding-up of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share. However, the Board may, if it thinks fit, withhold the payment of any dividend payable or other advantages in respect of such share until such person shall become the registered holder of the share or shall have effectually transferred such share, but, subject to the requirements of Bye-Law 77<u>75</u> being met, such a person may vote at general meetings of the Company.</p>
59. (A)(iii)	<p>Making the following amendments as indicated:</p> <p><u>divide its shares into several classes and attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions provided always that where the Company issues shares which do not carry voting rights, the words “non-voting” shall appear in the designation of such shares and where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words “restricted voting” or “limited voting”;</u></p>
60. (A)	<p>Making the following amendments as indicated:</p> <p>TheSubject to the Companies Act, the Company shall in<u>for each financial year</u> hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one such annual general meeting must be held within six (6) months after the end of the Company’s financial year<u>Company and that of the next</u>. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</p>
61.	<p>Making the following amendments as indicated:</p> <p>AllEach general meetings other than annual general meetings shall be called special general meetings. <u>All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Bye-Law 69A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion.</u></p>

Bye-Laws No. (original No./new No.)	Amendments
62.	<p>Making the following amendments as indicated:</p> <p>The Board may, whenever, it thinks fit, convene a special general meeting, and <u>one or more Members holding as at the date of deposit of the requisition in aggregate not less than one-tenth of the voting rights (on a one vote per share basis) in the share capital of the Company may also make a requisition to convene a special general meeting and, add resolutions to the meeting agenda in default, may be convened by the requisitionists.</u></p>
63.	<p>Making the following amendments as indicated:</p> <p>An annual general meeting and a meeting called for the passing of a Special Resolution shall be called by at least twenty-one days' notice in writing; and a general meeting of the Company other than an annual general meeting or a meeting for the passing of a Special Resolution shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of(a) the date and the time of the meeting, (b) save for an electronic meeting, the place of the meeting and, in case of special business, the general nature of that business, 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, if there is more than one meeting location as determined by the Board pursuant to Bye-Law 69A, the principal place of the meeting (the "Principal Meeting Place") and the other place(s) of the meeting, (c) if the general meeting is to be a hybrid meeting or an electronic meeting the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (d) particulars of resolutions to be considered at the meeting to such persons as are, under these Bye-Laws, entitled to receive such notices from the Company, provided that, subject to the provisions of the Companies Act and compliance with the Listing Rules, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-Law be deemed to have been duly called if it is so agreed:</p> <p>...</p> <p>(ii) in the case of any other meeting, by a majority in number of the shareholders having a right to attend and vote at the meeting, being a majority together <u>representing at least holding not less than</u> ninety-five per cent. in nominal value of the shares giving that right.</p>
67.	<p>Making the following amendments as indicated:</p> <p>If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of shareholders, 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 (where applicable) same place(s) or to such time and place as shall be decided by the Board(where applicable) place(s) and in such form and manner referred to in Bye-Law 61 as the chairman of the meeting (or in default the Board) may <u>absolutely determine.</u></p>

Bye-Laws No. (original No./new No.)	Amendments
69.	<p>Making the following amendments as indicated:</p> <p>TheSubject to Bye-Law 69C, 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 any meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine. Whenever a meeting is adjourned for fourteen days or more, at least seven clear days' notice, specifying the details set out in Bye-Law 63place, 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 given and the notice shall specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no shareholder shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p>
69A. (new)	<p>Addition of the following as new Bye-law 69A after Bye-law 69:</p> <p>(1) <u>The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations ("Meeting Location(s)") determined by the Board at its absolute discretion. Any Member or any proxy attending and participating in such way or any Member participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u></p> <p>(2) <u>All general meetings are subject to the following:</u></p> <p>(a) <u>where a Member is attending at a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;</u></p> <p>(b) <u>Members present in person or by proxy at a Meeting Location and/or Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations and Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;</u></p> <p>(c) <u>where Members attend a meeting by being present at one of the Meeting Locations and/or where Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting;</u></p> <p>(d) <u>if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the notice, the provisions of these Bye-Laws concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the notice for the meeting.</u></p>

Bye-Laws No. (original No./new No.)	Amendments
69B. (new)	<p data-bbox="359 338 1077 368">Addition of the following as new Bye-law 69B after new Bye-law 69A:</p> <p data-bbox="359 385 1390 729"><u>The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.</u></p>
69C. (new)	<p data-bbox="359 751 1077 780">Addition of the following as new Bye-law 69C after new Bye-law 69B:</p> <p data-bbox="359 798 949 827"><u>If it appears to the chairman of the general meeting that:</u></p> <ul style="list-style-type: none"> <li data-bbox="359 853 1390 970">(a) <u>the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Bye-Law 69A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or</u> <li data-bbox="359 1002 1390 1059">(b) <u>in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or</u> <li data-bbox="359 1091 1390 1149">(c) <u>it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</u> <li data-bbox="359 1181 1390 1238">(d) <u>there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;</u> <p data-bbox="359 1270 1390 1410"><u>then, without prejudice to any other power which the chairman of the meeting may have under these Bye-Laws or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.</u></p>
69D. (new)	<p data-bbox="359 1427 1077 1457">Addition of the following as new Bye-law 69D after new Bye-law 69C:</p> <p data-bbox="359 1474 1390 1789"><u>The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Bye-Law shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.</u></p>

Bye-Laws No. (original No./new No.)	Amendments
69E. (new)	<p data-bbox="363 348 1078 368">Addition of the following as new Bye-law 69E after new Bye-law 69D:</p> <p data-bbox="363 389 1388 761"><u>If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Bye-Law shall be subject to the following:</u></p> <p data-bbox="363 800 1388 880">(a) <u>when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company’s website as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of such meeting);</u></p> <p data-bbox="363 919 1388 1000">(b) <u>when only the form of the meeting or electronic facilities specified in the notice are changed, the Board shall notify the Members of details of such change in such manner as the Board may determine;</u></p> <p data-bbox="363 1038 1388 1236">(c) <u>when a meeting is postponed or changed in accordance with this Bye-Law, subject to and without prejudice to Bye-Law 69, unless already specified in the original notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Bye-Laws not less than 48 hours before the time of the postponed or changed meeting; and</u></p> <p data-bbox="363 1274 1388 1376">(d) <u>notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the Members.</u></p>
69F. (new)	<p data-bbox="363 1406 1078 1425">Addition of the following as new Bye-law 69F after new Bye-law 69E:</p> <p data-bbox="363 1447 1388 1561"><u>All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Bye-Law 69C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.</u></p>
69G. (new)	<p data-bbox="363 1583 1166 1602">Addition of the following as new Bye-law 69G after new Bye-laws 69A to 69F:</p> <p data-bbox="363 1623 1388 1734"><u>Without prejudice to other provisions in Bye-Law 69, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u></p>

Bye-Laws No. (original No./new No.)	Amendments
70.	<p>Making the following amendments as indicated:</p> <p>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 required under the rules of the relevant board of the stock exchange in the Relevant Territory or a poll is (in case of a physical meeting where a show of hands is allowed, before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:</p> <p>...</p>
71.	<p>Making the following amendments as indicated:</p> <p>If a poll is required or demanded as aforesaid, it shall (subject as provided in Bye-Law 72) 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 so required or 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 required or demanded. The demand for a poll (but not the requirement for a poll under the rules of the relevant board of the stock exchange of the Relevant Territory) may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is the earlier.</p>
72. (now deleted)	<p>The original Bye-law 72 will be deleted:</p> <p>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.</p>
73. (now 72.)	<p>Making the following amendments as indicated:</p> <p>In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.</p>
74. (now deleted)	<p>The original Bye-law 74 will be deleted:</p> <p>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.</p>

Bye-Laws No. (original No./new No.)	Amendments
76. (now 74.)	<p>Making the following amendments as indicated:</p> <p>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 shareholder who is present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote, and on a poll every shareholder present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Bye-Law as paid up on the share). On a poll a shareholder entitled to more than one vote need not use all his votes or cast his votes in the same way. <u>A resolution put to the vote of a meeting shall be decided by way of poll save that in the case of a physical meeting, the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-Law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views. Votes may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.</u></p>
74A. (new)	<p>Addition of the following as new Bye-law 74A after original Bye-law 76 (now 74):</p> <p>All mMembers of the Company (including a mMember which is a eClearing hHouse (or its nominee(s))) shall have the right to (a) speak at a general meeting and (b) vote at a general meeting except where a Member is required by the Listing Rules to abstain from voting to approve the matter under consideration. Where 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.</p>
77. (now 75.)	<p>Making the following amendments as indicated:</p> <p>Any person entitled under Bye-Law 46 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least 48 hours before the time of the holding of the meeting or adjourned meeting or postponed meeting (as the case may be) at which he proposes to vote, he shall satisfy the Board of his right to be registered as the holder of such shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.</p>
79. (now 77.)	<p>Making the following amendments as indicated:</p> <p>A shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy 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. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Bye-Laws for the deposit of instruments of proxy or, if no place is specified, at the Registration office.</p>
80.(C) (now 78.(C))	<p>Making the following amendments as indicated:</p> <p>No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting or postponed 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.</p>

Bye-Laws No. (original No./new No.)	Amendments
81. (now 79.)	<p>Making the following amendments as indicated:</p> <p>Any shareholder <u>Member</u> of the Company (including a corporation) entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person (being a natural person) as his proxy or corporate representative to attend and vote instead of such Member him. A corporation which is a member may execute a form of proxy under the hand of a duly authorised officer. On a poll votes may be given either personally (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder. A proxy shall be entitled to exercise the same powers on behalf of a Member who is an individual and for whom he acts as proxy as such Member could exercise. In addition, a proxy or proxies representing either a Member who is an individual shareholder or a shareholder which is a corporation, shall be entitled to exercise the same powers on behalf of the shareholder which he or they represent as such shareholder could exercise, as if it were an individual Member present in person at any general meeting, including the right to speak and vote.</p>
83. (now 81.)	<p>Making the following amendments as indicated:</p> <p>(1) <u>The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Bye-Laws) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Bye-Law is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Bye-Law or if no electronic address is so designated by the Company for the receipt of such document or information.</u></p> <p>(2) <u>The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified not less than forty-eight hours before the time for holding the meeting or adjourned meeting or postponed meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting or postponed meeting or on a poll demand at a meeting or an adjourned meeting in a case where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person <u>person</u> at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</u></p>

Bye-Laws No. (original No./new No.)	Amendments
86. (now 84.)	<p>Making the following amendments as indicated:</p> <p>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 insanity 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, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Bye-Law 8381(2), at least two hours before the commencement of the meeting or adjourned meeting or <u>postponed meeting</u> at which the proxy is used</p>
87. (now 85.)	<p>Making the following amendments as indicated:</p> <p>(A) Any corporation which is a shareholder of the Company may, <u>in accordance with its constitutional documents or in the absence of such provision</u>, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative <u>to attend and vote</u> at any meeting of the Company or of any class of shareholders of the Company, and the person so authorised 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 shareholder of the Company. References in these Bye-Laws to a shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a shareholder represented at the meeting by such duly authorised representative.</p> <p>(B) If a Clearing House (or its nominee) is a shareholder of the Company, it may authorise such person or persons as it thinks fit to act as its <u>proxy or proxies or as its corporate representative or representatives, to the extent permitted by the Companies Act, who enjoy rights equivalent to the rights of other Members, at any meeting of the Company (including but not limited to general meetings and creditors meetings)</u> or at any meeting of any class of shareholders of the Company provided that, if more than one <u>proxy or, corporate representative</u>person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such <u>proxy or corporate representative</u>person is so authorised. A person so appointed <u>authorised</u> under the provisions of this Bye-Law shall be entitled to exercise the same powers on behalf of the Clearing House (or its nominee) which he represents as that Clearing House (or its nominee) could exercise if it were an individual shareholder <u>holding the number and class of shares specified in such authorization, including the right to speak and vote individually on a show of hands or on a poll.</u></p>
90. (now 88.)	<p>Making the following amendments as indicated:</p> <p>The Company in general meeting may by Ordinary Resolution elect a person or persons qualified to be Directors to act as Directors in the alternative to any of the Directors of the Company or may authorise the Board to appoint such alternate Directors. Any alternate Director may be removed by the Company in general meeting by Ordinary Resolution and, if appointed by the Board, may be removed by the Board and, subject thereto, the office of alternate Director shall continue until the next annual election of Directors in accordance with Bye-Law 9997 or, if earlier, the date on which the relevant Director ceases to be a Director. An alternate Director may also be a Director in his own right and may act as alternate to more than one Director.</p>
96.(A) (now 94.(A))	<p>Making the following amendments as indicated:</p> <p>Notwithstanding Bye-Laws <u>91, 92 and 93</u>93, 94 and 95, the remuneration of a Managing Director, Joint Managing Director, Deputy Managing Director or an Executive Director or a Director appointed to any other office in the management of the Company may from time to time be fixed by the Board and may be by way of salary, commission, or participation in profits or otherwise or by all or any of those modes and with such other benefits (including pension and/or gratuity and/or other benefits on retirement) and allowances as the Board may from time to time decide. Such remuneration shall be in addition to his ordinary remuneration as a Director.</p>

Bye-Laws No. (original No./new No.)	Amendments
97.(A)(vi) (now 95.(A)(vi))	Making the following amendments as indicated: if he shall be removed from office by an Ordinary Resolution of the Company under Bye-Law 404 <u>102</u> .
99. (now 97.)	Making the following amendments as indicated: At each annual general meeting one third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest one third, or such other manner of rotation as may be required by the rules and regulations or codes as may be prescribed by the relevant board of the stock exchange or the applicable regulatory authority in the Relevant Territory from time to time, shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. The Company at any general meeting at which any Directors retire may fill the vacated offices.
102. (now 100.)	Making the following amendments as indicated: (A) The Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director (including a Managing Director, or other Executive Director) either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following <u>first</u> annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting. (B) The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting or these Bye-Laws. Any Director so appointed shall hold office only until the first <u>next following</u> annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election. <u>Any Director appointed under this Bye-Law</u> at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.
104. (now 102.)	Making the following amendments as indicated: The Company may by Ordinary Resolution remove any Director (including a Managing Director or other Executive Director, but without prejudice to any claim for damages under any contract) before the expiration of his period of office notwithstanding anything in these Bye-Laws or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may elect another person in his stead. Any person so elected shall hold office only until the next following <u>first</u> annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election at such meeting, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting. Notwithstanding any other provision in these Bye-laws, the Board shall have the power to remove a Director at any time before the expiration of his period of office and such power may be delegated to the Executive Committee established under Bye-law 423 <u>121</u> .
111. (now 109.)	Making the following amendments as indicated: The Board may from time to time appoint any one or more of its body to the office of Managing Director, Joint Managing Director, Deputy Managing Director or other Executive Director and/or such other office in the management of the business of the Company as it may decide for such period and upon such terms as it thinks fit and upon such terms as to remuneration as it may decide in accordance with Bye-Law 96 <u>94</u> .

Bye-Laws No. (original No./new No.)	Amendments
112. (now 110.)	<p>Making the following amendments as indicated:</p> <p>Every Director appointed to an office under Bye-Law 44109 hereof shall, but without prejudice to any claim for damages for breach of any contract of service between himself and the Company, be liable to be dismissed or removed therefrom by the Board.</p>
119. (now 117.)	<p>Making the following amendments as indicated:</p> <p>The Board shall as soon as practicable following each annual general meeting elect one of its body to the office of Chairman of the Company and another to be the Deputy Chairman of the Company and may from time to time elect or otherwise appoint other officers and determine the period for which each of them is to hold office. The Chairman or, in his absence, the Deputy Chairman shall preside at meetings of the Board, but if no such Chairman or Deputy Chairman be elected or appointed, or if at any meeting the Chairman or Deputy Chairman is not present within five minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such meeting. All the provisions of Bye-Laws <u>110, 111 and 112</u>112, 113 and 114 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Bye-Law.</p>
120. (now 118.)	<p>Making the following amendments as indicated:</p> <p>The Board may meet together for the despatch of business, adjourn or postpone and otherwise regulate its meetings and proceedings as it thinks fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall be a quorum. For the purpose of this Bye-Law an alternate Director shall be counted in a quorum but, notwithstanding that an alternate Director is also a Director or is an alternate for more than one Director, he shall for quorum purposes count as only one Director. A meeting of the Board or any committee of the Board may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</p>
121. (now 119.)	<p>Making the following amendments as indicated:</p> <p>A Director may, and <u>the Secretary shall</u>, on the request of a Director the Secretary shall, at any time summon a meeting of the Board which may be held in any part of the world provided that no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Directors. Notice of a meeting of the Board thereof shall be deemed to be duly given to each a Director and alternate Director either in writing or by telephone or by telex or telegram at the address from time to time notified to the Company by such Director <u>or by electronic means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website or in such other manner as the Board may from time to time determine.</u> A Director absent or intended to be absent from the territory in which the Head Office is for the time being situate may request the Board that notices of Board meetings shall during his absence be sent in writing to him at his last known address or any other address given by him to the Company for this purpose, but such notices need not be given any earlier than notices given to Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from such territory. A Director may waive notice of any meeting either prospectively or retrospectively.</p>
126. (now 124.)	<p>Making the following amendments as indicated:</p> <p>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 Board so far as the same are applicable thereto and are not replaced by any regulations imposed by the Board pursuant to Bye-Law 124122.</p>

Bye-Laws No. (original No./new No.)	Amendments
129. (now 127.)	<p>Making the following amendments as indicated:</p> <p>A resolution in writing signed by all the Directors except such as are absent from the territory in which the Head Office is for the time being situate or temporarily unable to act through ill-health or disability (or their alternate Directors) shall (so long as such a resolution shall be signed by at least two Directors or their alternates and provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors (or their alternates) for the time being entitled to receive notices of Board meetings) be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. <u>A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of this Bye-Law.</u> Any such resolutions in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors.</p>
130.(A)(ii) (now 128.(A)(ii))	<p>Making the following amendments as indicated:</p> <p>the names of the Directors present at each meeting of the Board and of committees appointed pursuant to Bye-Law 124<u>122</u>; and</p>
142.(A) (now 140.(A))	<p>Making the following amendments as indicated:</p> <p>The Board may subject to Bye-Law 143<u>141</u> from time to time pay to the shareholders such interim dividends as appear to the Board to be justified by the position of the Company and, in particular (but without prejudice to the generality of the foregoing), if at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer to the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board acts bona fide the Board shall not incur any responsibility to the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights.</p>
143.(C) (now 141.(C))	<p>Making the following amendments as indicated:</p> <p>Subject to Bye-Law 143<u>141</u>(D) all dividends and other distributions in respect of shares in the Company shall be stated and discharged, in the case of shares denominated in Hong Kong dollars, in Hong Kong dollars, and in the case of shares denominated in United States dollars, in United States dollars, provided that, in the case of shares denominated in Hong Kong dollars, the Board may determine in the case of any distribution that shareholders may elect to receive the same in United States dollars or any other currency selected by the Board, conversion to be effected at such rate of exchange as the Board may determine.</p>
163.(B) (now 161.(B))	<p>Making the following amendments as indicated:</p> <p>The Members company shall at each annual general meeting by Ordinary Resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be capable of being appointed Auditors of the Company. Subject to compliance with the Listing Rules, the <u>The</u> Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. Subject as otherwise provided by the Companies Act, the remuneration of the Auditors shall be fixed by Members or on the authority of the Company <u>by Ordinary Resolution in the annual general meeting by other body</u> except that is independent of in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board or, unless otherwise prohibited under the Listing Rules, in the manner as specified in the Ordinary Resolution, and, subject to compliance with the Listing Rules, the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors.</p>

Bye-Laws No. (original No./new No.)	Amendments
161.(C) (new)	<p>Addition of the following as new Bye-law 161(C) after existing Bye-law 161(B) (formerly known as 163(B)):</p> <p><u>The Members may, at any general meeting convened and held in accordance with these Bye-laws, remove the Auditor by a resolution passed by at least two-thirds of the votes cast by such Members as, being entitled so to do, vote in person or, by duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new Auditors in their place for the remainder of the term.</u></p>
165. (now 163.)	<p>Making the following amendments as indicated:</p> <p>ASubject to compliance with the Listing Rules, a person other than the retiring Auditors shall not be capable of being appointed Auditors at an annual general meeting unless notice of an intention to nominate that person to the office of Auditors has been given to the Company not less than fourteen days before the annual general meeting, and the Company shall send a copy of any such notice to the retiring Auditors and shall give notice thereof to the shareholders not less than seven days before the annual general meeting provided that the above requirements may be waived by a notice of the intention to nominate Auditors has been so given an annual general meeting is called for a date fourteen days or less after that notice has been given, the notice, though not given within the time required by this Bye-Law, shall be deemed to have been properly given for the purposes thereof, and the notice to be sent or given by the Company may instead of being sent or given within the time required by this provision be sent or given at the same time as the notice of the annual general meeting.</p>
173. (now 171.)	<p>Making the following amendments as indicated:</p> <p>The signature to any notice to be given by the Company may be written or, printed <u>or made electronically.</u></p>
179. (now 177.)	<p>Making the following amendments as indicated:</p> <p>Without prejudice to the rights of the Company under Bye-Law 455153 and the provisions of Bye-Law 180178, the Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.</p>
184.(A)(iii) (now 182.(A)(iii))	<p>Making the following amendments as indicated:</p> <p>...</p> <p>(aa) the said amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or, as the case may be, the relevant portion thereof in the event of a partial exercise of the subscription rights); and</p> <p>(bb) the nominal amount of shares in respect of which such subscription rights would have been exercisable having regard to the provisions of the conditions of the warrants, had it been possible for such subscription rights to represent the right to subscribe for shares at less than par;</p> <p>...</p>
185. (new)	<p>Addition of the following as new Bye-law 185 after new Bye-law 184:</p> <p style="text-align: center;"><u>FINANCIAL YEAR</u></p> <p><u>Unless the Board otherwise determines, the financial year of the Company shall end on 31 December each year and shall begin on 1 January each year.</u></p>

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中基長壽科學

ZHONG JI LONGEVITY SCIENCE

Zhong Ji Longevity Science Group Limited

中基長壽科學集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 767)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Zhong Ji Longevity Science Group Limited (the “**Company**”) will be held at 30/F., Harbour Side HQ, 8 Lam Chak Street, Kowloon Bay, Hong Kong on Thursday, 29 June 2023 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2022.
2. (A) To re-elect the following retiring directors of the Company:
 - (i) Mr. Yan Yifan as an executive director of the Company;
 - (ii) Ms. Cao Xie Qiong as an executive director of the Company;
 - (iii) Mr. Lyn Changsheng as a non-executive director of the Company;
 - (iv) Mr. Lee See Barry as an independent non-executive director of the Company;(B) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors for the ensuing year.
3. To re-appoint Elite Partners CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. As special business, to consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

(A) **“THAT:**

- (i) subject to sub-paragraph (iii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares of HK\$0.001 each in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and the bye-laws of the Company, be and is hereby generally and unconditionally approved;
- (ii) the approval in sub-paragraph (i) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in sub-paragraphs (i) and (ii) of this resolution, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); or (b) an issue of shares of the Company under any share option scheme of the Company or similar arrangements for the time being adopted by the Company for the grant or issue of shares or rights to acquire shares of the Company; or (c) an issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any securities which are convertible into shares of the Company; or (d) an issue of shares of the Company by way of any scrip dividend or similar arrangements pursuant to the bye-laws of the Company from time to time, shall not exceed 20 per cent. of the total number of the shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

- (iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

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

(B) “**THAT:**

- (i) subject to sub-paragraph (iii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, the bye-laws of the Company and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the approval in sub-paragraph (i) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (iii) the aggregate number of shares of the Company which the Directors are authorised to repurchase pursuant to the approval in sub-paragraphs (i) and (ii) of this resolution shall not exceed 10 per cent. of the total number of the shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; or
 - (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**THAT** conditional upon the resolutions numbered 4(A) and 4(B) as set out in the notice convening this Meeting being passed, the number of the issued shares of the Company which are repurchased by the Company under the authority granted to the Directors pursuant to and in accordance with the resolution numbered 4(B) above shall be added to the number of the shares that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Directors pursuant to and in accordance with the resolution numbered 4(A) as set out in the notice convening this Meeting.”

SPECIAL RESOLUTION

5. As special business, to consider and, if thought fit, to pass the following resolution as a special resolution of the Company:

“**THAT** the amended and restated bye-laws of the Company be amended in the manner as set out in the circular of the Company dated 29 May 2023 (the “**Circular**”) and the second amended and restated bye-laws of the Company in the form of the document marked “A” and produced to the Annual General Meeting and for the purpose of identification initialed by the chairman of the Annual General Meeting, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted as the second amended and restated bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect after the close of the Annual General Meeting and that any one director of the Company or the company secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption of the second amended and restated bye-laws of the Company.”

By order of the Board
Zhong Ji Longevity Science Group Limited
Yan Li
Chairman

Hong Kong, 29 May 2023

NOTICE OF ANNUAL GENERAL MEETING

Registered office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton, HM 10
Bermuda

Principal place of business in Hong Kong:
Suite Nos. 01–03, 19/F., Sino Plaza
255–257 Gloucester Road
Causeway Bay
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the Meeting may appoint another person as his proxy to attend and vote instead of him. A shareholder of the Company who is the holder of two or more shares of the Company (the “**Shares**”) may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy needs not be a shareholder of the Company. In addition, a proxy or proxies representing either a shareholder of the Company who is an individual or a shareholder of the Company which is a corporation shall be entitled to exercise the same power on behalf of the shareholder of the Company which he or they represent(s) as such shareholder of the Company could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
3. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Meeting or any adjourned meeting thereof at which the person named in the instrument proposes to vote and, in default, the instrument of proxy shall not be treated as valid.
4. Completion and return of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting or any adjournment thereof or on the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
5. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of the Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company (the “**Register of Members**”) in respect of the joint holding.
6. For the purpose of ascertaining shareholders’ entitlement to attend and vote at the Meeting, the Register of Members will be closed from Monday, 26 June 2023 to Thursday, 29 June 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 Meeting, shareholders of the Company must lodge all transfer documents accompanied by the relevant share certificates with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration by no later than 4:30 p.m. on Friday, 23 June 2023.

NOTICE OF ANNUAL GENERAL MEETING

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

Executive Directors:

Mr. Yan Li (*Chairman*)
Mr. Yan Yifan (*Chief Executive Officer*)
Mr. Li Xiaoshuang
Ms. Cao Xie Qiong

Independent Non-Executive Directors:

Mr. Lee See Barry
Mr. Wang Ning
Prof. Huang Cibo

Non-Executive Directors:

Dr. He Yiwu
Mr. Lyn Changsheng

In the case of any inconsistency, the English text of this notice shall prevail over the Chinese text.