
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Hao Wen Holdings Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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HAO WEN HOLDINGS LIMITED

皓文控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8019)

**GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES;
RE-ELECTION OF DIRECTORS;
RE-APPOINTMENT OF AUDITOR;
PROPOSED AMENDMENTS
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION
AND NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 29 June 2023 at 4:30 p.m., is set out on pages 40 to 44 of this circular. Whether or not you intend to attend the meeting, you are advised to complete the form of proxy attached to the notice of the annual general meeting in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrar, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding of the annual general 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 should you so wish.

30 May 2023

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context requires otherwise, the expressions as stated below will have the following meanings:

“2022 Annual Report”	the annual report of the Company for the year ended 31 December 2022
“AGM”	an annual general meeting of the Company to be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong, on Thursday, 29 June 2023 at 4:30 p.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors or a duly authorised committee thereof
“Company”	Hao Wen Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM
“Directors”	the directors of the Company and each a “Director”
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the rules governing the listing of securities on GEM made by the Stock Exchange from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	25 May 2023, being the latest practicable date prior to the printing of this circular
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company, as amended from time to time

DEFINITIONS

“New Issue Mandate”	the general and unconditional mandate to allot and issue securities of the Company not exceeding 20% of the number of issued shares of the Company as at the date of passing of the resolution approving the New Issue Mandate at the AGM
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular
“Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the resolution approving the Repurchase Mandate at the AGM
“Share(s)”	share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



HAO WEN HOLDINGS LIMITED
皓文控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8019)

Executive Directors:

Ms. TSUI Annie (*Chairperson*)

Mr. FENG Keming

Independent non-executive Directors:

Mr. CHAN Kwan Yiu

Ms. MA Sijing

Ms. HO Yuen Ki

Registered office:

Cricket Square

Hutchins Drive

P. O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Head Office and Principal place of business:

Level 12

Infinitus Plaza

199 Des Voeux Road Central

Sheung Wan

Hong Kong

30 May 2023

To Shareholders of the Company

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES;
RE-ELECTION OF DIRECTORS;
RE-APPOINTMENT OF AUDITOR;
PROPOSED AMENDMENTS
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION
AND NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding (i) the proposed new general mandate to issue and allot Shares, (ii) the proposed new general mandate to repurchase Shares, (iii) re-election of Directors, (iv) re-appointment of auditor and (v) the Proposed Amendments, details of which are provided herewith as follows, and to give you notice of the AGM and seek your approval of the resolutions relating to these matters at the AGM.

LETTER FROM THE BOARD

PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

An ordinary resolution will be proposed at the AGM to grant to the Directors the New Issue Mandate. The number of securities of the Company which may be allotted and issued pursuant to the New Issue Mandate is limited to a maximum of 20% of the number of issued shares of the Company as at the date of passing of the resolution approving the New Issue Mandate. As at the Latest Practicable Date, the number of issued shares of the Company is 356,072,058. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the New Issue Mandate, the maximum number of securities which may be issued pursuant to the New Issue Mandate will be 71,214,411 Shares. In addition, another ordinary resolution will be proposed that the New Issue Mandate be extended so that the Directors of the Company be given a general mandate to issue further securities of the Company of the aggregate number of shares of the Company repurchased under the Repurchase Mandate.

PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

Another ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate. The number of securities which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of the number of issued shares of the Company as at the date of passing of the resolution approving the Repurchase Mandate.

EXPLANATORY STATEMENT

An explanatory statement containing information relating to the Repurchase Mandate, as required by Rule 13.08 of the GEM Listing Rules, is set out in the Appendix II to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 84 of the Articles of Association, at each annual general meeting, one third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to but not less than one third) shall retire from office by rotation. The Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment but as between persons who became or were last re-elected Directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by lot. Accordingly, Ms. TSUI Annie and Mr. CHAN Kwan Yiu shall retire at the AGM and being eligible, offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

Recommendations to the Board for the proposal for re-election of Ms. TSUI Annie as an executive Director and Mr. CHAN Kwan Yiu as an independent non-executive Director were made by the Nomination Committee, after having considered a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company.

At the AGM, ordinary resolutions will be put forward to the Shareholders in relation to the proposed re-election of Ms. TSUI Annie as an executive Director and Mr. CHAN Kwan Yiu as an independent non-executive Director.

Biographical details of the retiring Directors to be re-elected at the AGM which are required to be disclosed under the GEM Listing Rules are set out in Appendix I to this circular.

Recommendation of the Nomination Committee with respect to the Independent Non-executive Director subject to Re-election at the AGM

The Nomination Committee had assessed and reviewed the written confirmation of independence of the independent non-executive Director who has offered himself for re-election at the AGM (namely, Mr. CHAN Kwan Yiu) based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and are satisfied that he remains independent in accordance with Rule 5.09 of the GEM Listing Rules. In addition, the Nomination Committee had evaluated his performance and are of the view that he has provided valuable contributions to the Company and has demonstrated his abilities to provide independent, balanced and objective view to the Company's affairs.

The Nomination Committee is also of the view that Mr. CHAN Kwan Yiu would bring to the Board his own perspective, skills and experience, as further described in his respective biographies in Appendix I to this circular.

Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Mr. CHAN Kwan Yiu can contribute to the diversity of the Board, in particular, with his strong professional experience in his expertise, including his in-depth knowledge in audit and accounting.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the GEM Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers. As such, the Board proposes to amend the Memorandum and Articles of Association for the purposes of, among others, (i) bringing the Memorandum and Articles of Association in line with amendments made to the GEM Listing Rules and applicable laws of the Cayman Islands; and (ii) making certain other housekeeping amendments to the Memorandum and Articles of Association.

Details of the Proposed Amendments (marked-up against the existing Memorandum and Articles of Association) are set out in Appendix III to this circular. The Chinese translation is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail. The Proposed Amendments are subject to the approval of the Shareholders by way of special resolution at the AGM. Prior to the passing of the special resolution at the AGM, the existing Memorandum and Articles of Association shall remain valid.

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments conform with the applicable requirements under the GEM Listing Rules and are not inconsistent with the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands incorporated company listed on the Stock Exchange.

The Board considered that the Proposed Amendments are in the interest of the Company and the Shareholders. The resolution in relation thereto will be proposed at the AGM as a special resolution.

THE AGM

A notice convening the AGM is set out on pages 40 to 44 of this circular.

LETTER FROM THE BOARD

The resolutions for the New Issue Mandate, the Repurchase Mandate, the re-election of Directors and re-appointment of auditor and the Proposed Amendments will be proposed at the AGM for your consideration and approval. All resolutions proposed at the AGM will be voted on by poll. A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to be present at the AGM, you are advised to complete the form of proxy and return it to the Company's Hong Kong branch share registrar, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM, or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the meeting in person.

RECOMMENDATION

The Directors consider that the New Issue Mandate, the Repurchase Mandate, the re-election of Directors and re-appointment of auditor and the Proposed Amendments referred to in this circular are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the relevant resolutions proposed at the AGM.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions which will be proposed at the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
On behalf of the Board
HAO WEN HOLDINGS LIMITED
FENG Keming
Executive Director

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

1. Ms. TSUI Annie

Ms. TSUI Annie (“Ms. Tsui”), aged 37, joined the Company in 2015 as an executive Director, and appointed as Chairperson of the Board and a member of the remuneration committee of the Board in 2016. She also serves as a director of certain subsidiaries of the Company. No director fee or allowance is received by Ms. Tsui as a director of certain subsidiaries of the Company. Ms. Tsui has over 10 years of experience in retail businesses. She has extensive management experience in corporate leadership, corporate development, strategic planning and business strategies as well as in critical business decisions.

Ms. Tsui has not held any directorships of other listed public companies in the last 3 years. Ms. Tsui has not entered into any director service contract with the Company. Ms. Tsui has not been appointed for a specific term and will be subject to retirement and re-election by the Shareholders pursuant to the Articles of Association. Ms. Tsui is entitled to a director allowance of HK\$585,000 per annum as determined and based on duties and responsibilities for acting as an executive Director.

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Tsui has no 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). She is not connected with any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders (within the meaning of the GEM Listing Rules).

Save as disclosed herein, the Board and Ms. Tsui are not aware of any other matters which need to be brought to the attention of the Shareholders. There is no other information relating to Ms. Tsui that is required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

2. Mr. CHAN Kwan Yiu

Mr. CHAN Kwan Yiu (“Mr. Chan”), aged 39, joined the Company in 2017 as an independent non-executive Director, the Chairman of the audit committee, the remuneration committee and the nomination committee of the Board. Mr. Chan was graduated from the Hong Kong Baptist University with the Master of Science degree in Corporate Governance and Directorship in 2013. Mr. Chan is a member of the Hong Kong Institute of Certified Public Accountants and an Associate of The Institute of Chartered Accountants in England and Wales. He is a Certified Public Accountant (Practising) in Hong Kong. Mr. Chan has over 10 years of experience in auditing and accounting in professional firms. Mr. Chan did not hold any directorships of other listed public companies in the last 3 years.

Mr. Chan has entered into a letter of appointment with the Company without a fixed term. In accordance with the Articles of Association, Mr. Chan is subject to retirement by rotation and re-election at the Company’s annual general meeting. Mr. Chan is entitled to receive a director’s fee of HK\$180,000 per annum which is determined with reference to his duties and responsibilities with the Company and the prevailing market situation.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Chan has no interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). He is not connected with any directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders (within the meaning of the GEM Listing Rules).

Save as disclosed herein, there is no other information relating to Mr. Chan that is required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matters which need to be brought to the attention of the Shareholders.

The following is the explanatory statement required to be sent to Shareholders pursuant to Rule 13.08 of the GEM Listing Rules in connection with the proposed Repurchase Mandate which, if approved, would authorise the Directors to repurchase the Shares.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 356,072,058 Shares.

Subject to the passing of the ordinary resolution number 5 set out in the notice of the AGM and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 35,607,205 Shares during the course of the period up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders general meeting, whichever occurs first.

2. REASONS FOR REPURCHASE

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

3. FUNDING OF REPURCHASES

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase its own shares on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the 2022 Annual Report) in the event that the Repurchase Mandate is exercised in full. 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 on the gearing levels which, in the opinion of the Directors, are from time to time appropriate of the Company.

5. UNDERTAKING

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

None of the Directors nor, to the best of their knowledge, having made all reasonable enquires, any of their respective close associates (as defined in the GEM Listing Rules) has notified the Company of any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

6. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during each of the calendar months since May 2022 were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
May	0.305	0.206
June	0.300	0.245
July	0.425	0.320
August	0.790	0.420
September	0.850	0.600
October	0.810	0.640
November	0.630	0.400
December	0.420	0.260
2023		
January	0.280	0.223
February	0.248	0.223
March	0.230	0.221
April	0.230	0.212
May (up to the Latest Practicable Date)	0.250	0.250

7. SHARE PURCHASES MADE BY THE COMPANY

No purchases of Shares have been made by the Company (whether on GEM or otherwise) during the six months preceding the Latest Practicable Date.

8. THE TAKEOVERS CODE

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

As at the Latest Practicable Date, there is no Shareholder that is interested in more than 10% of the total voting rights of the Shares in issue.

Currently, the Directors have no intention to exercise the powers of the Company to make any repurchases of the Shares of the Company. In any event, the Directors do not intend to exercise the Repurchase Mandate to an extent which will trigger off the mandatory offer requirement pursuant to the rules of the Takeovers Code or which will result in the amount of Shares held by the public being reduced to less than 25%, the minimum prescribed percentage for the Shares to be held by the public after listing of the Shares on GEM.

9. CORE CONNECTED PERSON

No core connected person (as defined in the GEM Listing Rules) has notified the Company that it has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

APPENDIX III

**PARTICULARS OF PROPOSED AMENDMENTS
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

The following are the proposed amendments to the Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the new Memorandum and Articles of Association. If the serial numbering of the provisions of the Memorandum and Articles of Association changed due to the addition, deletion or re-arrangement of certain provisions made in these amendments, the serial numbering of the provisions of the Memorandum and Articles of Association as so amended shall be changed accordingly, including cross-references.

Note: The Memorandum and Articles of Association is 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.

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
Memorandum of Association	
Heading	<p style="text-align: center;">THE COMPANIES ACT LAW-(AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF HAO WEN HOLDINGS LIMITED 皓文控股有限公司 (adopted Adopted by <u>Special Resolution</u> special resolution passed on <u>29 June 21</u> <u>January 2023</u> 2016)</p>
2.	The Registered Office of the Company <u>is situated</u> shall be at the offices of Codan Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.
4.	Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by <u>the Cayman Islands Section 27(2) of The Companies Act Law</u> (as Revised) .

8.	The <u>authorised</u> share capital of the Company is HK\$1,000,000,000 <u>consisting of 100,000,000,000</u> divided into shares of a nominal or par value of HK\$0.01 0.02 each, with <u>the</u> power for the Company insofar as is permitted by law to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the <u>Cayman Islands Companies Act Law</u> (as Revised) and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare, every issue of shares whether stated to be preference or otherwise shall be subject to the powers hereinbefore contained.
Articles of Association	
Cover Page	<p style="text-align: center;">The Companies <u>Act Law</u> (as Revised) <u>Exempted</u> Company Limited by Shares</p> <p style="text-align: center;"><u>AMENDED AND RESTATED</u> ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;">HAO WEN HOLDINGS LIMITED (Adopted at a general meeting held on 18 May 2015) —(Amended on 21 January 2016)</p> <p style="text-align: center;"><u>皓文控股有限公司</u></p> <p style="text-align: center;">(adopted by a Special Resolution passed on 29 June 2023)</p>
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Heading	<p style="text-align: center;">THE COMPANIES ACT LAW (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES</p> <p style="text-align: center;"><u>AMENDED AND RESTATED</u> ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;">HAO WEN HOLDINGS LIMITED <u>皓文控股有限公司</u></p> <p style="text-align: center;">(adopted by Adopted at a <u>Special Resolution</u> general meeting held on 29 June 18 May <u>2023-2015</u>)</p>												
1.	The regulations in Table A in the Schedule to the Companies Act Law (as Revised) do not apply to the Company.												
2. (1)	<p>In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.</p> <table border="0" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">WORD</th> <th style="text-align: left;">MEANING</th> </tr> </thead> <tbody> <tr> <td style="vertical-align: top;">“Articles”</td> <td style="vertical-align: top;">these Articles <u>of Association</u> in their present form and <u>all or as supplementary</u> supplemented or amended or substituted <u>articles for the time being in force</u> from time to time.</td> </tr> <tr> <td style="vertical-align: top;">“Auditor”</td> <td style="vertical-align: top;">the <u>persons appointed by</u> auditor of the Company <u>from time to time to perform the duties of auditors of the Company</u> for the time being and may include any individual or partnership.</td> </tr> <tr> <td style="vertical-align: top;">“Board”</td> <td style="vertical-align: top;">the board of <u>Directors</u> directors of the Company or <u>as the context may require, a majority of the Directors</u> directors of the Company <u>present and voting at a meeting of Directors</u> directors of the Company at which a quorum is present.</td> </tr> <tr> <td style="vertical-align: top;">“clearing house”</td> <td style="vertical-align: top;">a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted <u>with the permission of the Company</u> on a stock exchange in such jurisdiction.</td> </tr> <tr> <td style="vertical-align: top;">“Companies Act”</td> <td style="vertical-align: top;"><u>The Companies Act (as Revised) of the Cayman Islands (as amended from time to time).</u></td> </tr> </tbody> </table>	WORD	MEANING	“Articles”	these Articles <u>of Association</u> in their present form and <u>all or as supplementary</u> supplemented or amended or substituted <u>articles for the time being in force</u> from time to time .	“Auditor”	the <u>persons appointed by</u> auditor of the Company <u>from time to time to perform the duties of auditors of the Company</u> for the time being and may include any individual or partnership.	“Board”	the board of <u>Directors</u> directors of the Company or <u>as the context may require, a majority of the Directors</u> directors of the Company <u>present and voting at a meeting of Directors</u> directors of the Company at which a quorum is present.	“clearing house”	a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted <u>with the permission of the Company</u> on a stock exchange in such jurisdiction.	“Companies Act”	<u>The Companies Act (as Revised) of the Cayman Islands (as amended from time to time).</u>
WORD	MEANING												
“Articles”	these Articles <u>of Association</u> in their present form and <u>all or as supplementary</u> supplemented or amended or substituted <u>articles for the time being in force</u> from time to time .												
“Auditor”	the <u>persons appointed by</u> auditor of the Company <u>from time to time to perform the duties of auditors of the Company</u> for the time being and may include any individual or partnership.												
“Board”	the board of <u>Directors</u> directors of the Company or <u>as the context may require, a majority of the Directors</u> directors of the Company <u>present and voting at a meeting of Directors</u> directors of the Company at which a quorum is present.												
“clearing house”	a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted <u>with the permission of the Company</u> on a stock exchange in such jurisdiction.												
“Companies Act”	<u>The Companies Act (as Revised) of the Cayman Islands (as amended from time to time).</u>												

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“dollars” and “\$”	dollars, the legal currency of Hong Kong.
“HK Stock Exchange”	<u>The Stock Exchange of Hong Kong Limited</u>
“Hong Kong dollars” and “HK\$”	dollars, the legal currency of Hong Kong.
“Law”	The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.
“Office”	the registered office of the Company for the time being.
“Ordinary ordinary Resolution-resolution”	a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59.
“Registered Office”	<u>the registered office of the Company for the time being as required by the Companies Act.</u>
“Relevant Period”	<u>the period commencing from the date on which any of the securities of the Company first become listed on the HK Stock Exchange to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time trading of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed).</u>

	<p>“Special special-Resolution-resolution”</p> <p>a resolution shall be a special resolution when it has been passed by a majority of not less than three fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting <u>held in accordance with these Articles and of which Notice specifying the intention to propose the resolution as a special resolution</u> has been duly given in accordance with Article 59;</p> <p>a special resolution shall be effective for any purpose for which an ordinary resolution <u>Ordinary Resolution</u> is expressed to be required under any provision of these Articles or the Statutes.</p> <p>“Statutes”</p> <p>the <u>Companies Act</u> Law and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles.</p> <p>“substantial shareholder”</p> <p>a person who is entitled to exercise, or to control the exercise of, <u>ten per cent. (10%)</u> or more (or such other percentage as may be prescribed by the rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.</p>
2(2)(i)	<p>Sections <u>8 and 19</u> of the Electronic Transactions Law-Act (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.</p>

3.	(1)	The authorised share capital of the Company at the date of adoption of on which these Articles is <u>HK\$1,000,000,000</u> consisting of <u>100,000,000,000</u> shares come into effect shall be divided into shares of a par value of HK\$0.01 0.02 each.
	(2)	Subject to the <u>Companies Act</u> Law , the Company's Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the <u>Companies Act</u> Law . The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the <u>Companies Act</u> Law .
4.		The Company may from time to time by <u>Ordinary</u> ordinary <u>Resolution</u> resolution in accordance with the <u>Companies Act</u> Law alter the conditions of its Memorandum of Association to:
	(d)	sub divide its shares, or any of them, into shares of smaller amount than is fixed by the Company's Memorandum of Association (subject, nevertheless, to the <u>Companies Act</u> Law), and may by such resolution determine that, as between the holders of the shares resulting from such sub division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;
6.		The Company may from time to time by <u>Special</u> special <u>Resolution</u> resolution , subject to any confirmation or consent required by the <u>Companies Act</u> Law , reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.

8.	(1)	Subject to the provisions of the <u>Companies Act</u> Law and the Company's Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Board may determine.
	(2)	Subject to the provisions of the <u>Companies Act</u> Law , the rules of any Designated Stock Exchange and the Memorandum and Articles of Association <u>and these Articles of the Company</u> , and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.
10.		<p>Subject to the <u>Companies Act</u>Law and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares <u>in the capital of the Company</u> may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three fourths in nominal value of the issued shares of that class or with the sanction of a <u>Special special Resolution</u>resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:</p> <p>(a) the necessary quorum (other than at an adjourned meeting) shall be two <u>(2)</u> <u>Members present in person</u> persons (or, in the case of a Member being a corporation, <u>by</u> its duly authorized representative) holding or representing by proxy not less than one third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum; and</p> <p>(b) every holder of shares of the class shall be entitled on a poll to one <u>(1)</u> vote for every such share held by him.</p>

12.	(1)	<p>Subject to the <u>Companies Act</u>Law, these Articles, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.</p>
13.	<p>The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the <u>Companies Act</u>Law. Subject to the <u>Companies Act</u>Law, the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.</p>	
15.	<p>Subject to the <u>Companies Act</u>Law and these Articles, the Board may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Board considers fit to impose.</p>	

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16.	<p>Every share certificate shall be issued under the Seal or a facsimile thereof or with the Seal printed thereon and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. The Seal seal of the Company may only be affixed to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors. No certificate shall be issued representing shares of more than one class. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon.</p>	
17.	(2)	<p>Where a share stands in the names of two (2) or more persons, the person first named in the Register shall as regards service of notices and, subject to the provisions of these Articles, all or any other matters connected with the Company, except the transfer of the shares, be deemed the sole holder thereof.</p>
19.	<p>Share certificates shall be issued within the relevant time limit as prescribed by the Companies Act Law or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.</p>	
42.	<p>The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.</p>	

44.	<p>The Register and branch register of Members, as the case may be <u>and except when they are closed</u>, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of <u>HK\$2.50</u> or such lesser sum specified by the Board, at the <u>Registered Office</u> or such other place at which the Register is kept in accordance with the <u>Companies Act Law</u> or, if appropriate, upon a maximum payment of <u>HK\$1.00</u> or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. <u>The Company may close any Register maintained in Hong Kong in a manner which complies with section 632 of the Companies Ordinance (Cap. 622) of the Laws of Hong Kong.</u></p>	
48.	(3)	<p>The Board in so far as permitted by any applicable law may, in its absolute discretion, at any time and from time to time transfer any share upon the Register to any branch register or any share on any branch register to the Register or any other branch register. In the event of any such transfer, the <u>Member shareholder</u> requesting such transfer shall bear the cost of effecting the transfer unless the Board otherwise determines.</p>
	(4)	<p>Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason <u>therefore</u> therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the <u>Registered Office</u> or such other place at which the Register is kept in accordance with the <u>Companies Act Law</u>.</p>

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49.	(c)	the instrument of transfer is lodged at the <u>Registered</u> Office or such other place at which the Register is kept in accordance with the <u>Companies Act Law</u> or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and
53.	Any person becoming entitled to a share in consequence of the death or bankruptcy or winding up of a Member may, upon such evidence as to his title being produced as may be required by the Board, elect either to become the holder of the share or to have some person nominated by him registered as the transferee thereof. If he elects to become the holder he shall notify the Company in writing either at the Registration Office or <u>Registered</u> Office, as the case may be, to that effect. If he elects to have another person registered he shall execute a transfer of the share in favour of that person. The provisions of these Articles relating to the transfer and registration of transfers of shares shall apply to such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by such Member.	
55.	(1)	Without prejudice to the rights of the Company under paragraph (2) of this Article, the Company may cease sending cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two <u>(2)</u> 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.
	(2)(a)	all cheques or warrants in respect of dividends of the shares in question, being not less than three <u>(3)</u> in total number, for any sum payable in cash to the holder of such shares in respect of them sent during the relevant period in the manner authorised by the Articles have remained uncashed;

56.	<p><u>At all times during the Relevant Period, An annual general meeting of the Company shall be held in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that financial year and shall specify the meeting as such in the notice calling it. Each annual general meeting shall be held within six (6) months after the end of the Company's financial year other than the year of the Company's adoption of these Articles (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles, (or any unless a longer period that would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board and at such time and place as the Board shall appoint.</u></p>
57.	<p><u>All Each general meetings meeting, other than an annual general meetings meeting, shall be called an extraordinary general meetings meeting. General meetings may be held in any part of the world as may be determined by the Board.</u></p>
58.	<p><u>The Board may, whenever it thinks fit, convene an call extraordinary general meeting meetings. An extraordinary general meeting shall also be convened on the requisition of Any one or more Members holding, on at the date of deposit of the requisition, a minority stake in the total number of issued shares in the capital of the Company, and the minimum stake required to do this shall not be less than ten per cent. (10%) of the voting rights in the issued share-tenth of the paid-up capital of the Company carrying the right of voting at. Such Member(s) shall also be entitled to add resolutions to the agenda for the extraordinary general meeting meetings so concerned. Such requisition shall be made in writing of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company for the purpose of requiring, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition;. Such and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit, the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</u></p>

59.	(1)	<p>An annual general meeting of the Company shall must be called by at least Notice of not less than twenty-one (21) clear days' Notice, and not less than twenty (20) clear business days. All other a general meeting meetings of the Company, other than an annual general meeting, shall be called by at least (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days' Notice. The Notice shall be given in the manner mentioned in these Articles or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Companies Act Law, if it is so agreed:</p>
	(a)	<p>in the case of a meeting called as the an annual general meeting, by all the Members entitled to attend and vote thereat or their proxies; and</p>
	(b)	<p>in the case of any other meeting, by a majority in number of the Members having a the right to attend and vote at the meeting, being a majority together holding representing not less than ninety-five per cent. (95%) of the total voting rights at the meeting of all the Members.</p>
	(2)	<p>The Notice notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda the time of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business (as defined in Article 61), the general nature of the business. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding up of a Member and to each of the Directors and the Auditors.</p>

60.	The accidental omission to give Notice of a meeting or (in cases where instruments of proxy or <u>notice of appointment of corporate representative</u> are sent out with the Notice) to send such instrument of proxy or <u>notice of appointment of corporate representative</u> to, or the non-receipt of such Notice or such instrument of proxy or <u>notice of appointment of corporate representative</u> by, any person entitled to receive such Notice <u>of the relevant meeting</u> shall not invalidate any resolution passed or <u>any the proceedings at such that meeting</u> .	
61.	(1)	<p>All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business <u>shall be deemed special</u> that is transacted at an annual general meeting, with the exception of <u>the following, which shall be deemed ordinary business</u>:</p> <p>(b) <u>the consideration and adoption of the accounts and balance sheets sheet</u> and the reports of the Directors and Auditors and other documents required to be annexed to the balance <u>sheets sheet</u>;</p> <p>(d) <u>the appointment and removal of the Auditors</u> (where special notice of the intention for such appointment is not required by the Law) and other officers;</p> <p>(e) <u>the fixing of, or the determining of the method of fixing of the remuneration of the Directors and the Auditors, and the voting of remuneration or extra remuneration to the Directors</u>;</p> <p>(f) <u>the granting of any mandate or authority to the Board Directors</u> to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than twenty per cent. (20%) <u>(or such other percentage as may from time to time be specified in the rules of the Designated Stock Exchange)</u> in nominal value of its <u>then existing issued share capital and the number of any securities repurchased pursuant to paragraph (g) of this Article</u>; and</p> <p>(g) <u>the granting of any mandate or authority to the Board Directors</u> to repurchase securities of the Company.</p>
62.	If within thirty (30) minutes (or such longer time not exceeding one (1) hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.	

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65.	If an amendment is proposed to any resolution under consideration but is in good faith ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a <u>Special</u> special <u>Resolution</u> resolution , no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.		
66.	(2)	(a)	by at least three (3) Members present in person (or in the case of a Member being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
		(b)	by a Member or Members present in person (or in the case of a Member being a corporation, by its duly authorised representative) or by proxy and representing not less than one tenth of the total voting rights of all Members having the right to vote at the meeting; or
		(c)	by a Member or Members present in person (or in the case of a Member being a corporation, by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all shares conferring that right.
68.	On a poll, votes may be given either personally or by proxy.		
70.	All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the <u>Companies Act Law</u> . In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.		

72(1)	<p>A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the <u>Registered Office</u>, head office or Registration Office, as appropriate, not less than forty eight (48) hours before the time appointed for holding the meeting, or adjourned meeting, as the case may be.</p>	
73.	(2)	<p><u>Each Member has the right to speak and the right to vote at a general meeting (except where that Member is required, by the rules of the Designated Stock Exchange, to abstain from voting to approve the matter under consideration).</u> Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p>
75.	<p>Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two <u>(2)</u> or more shares <u>of the Company</u> may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise <u>as if he was or they were an individual Member</u>.</p>	
76.	<p>The instrument appointing a proxy shall be in writing under the hand of the appointor or of 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 <u>duly</u> 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 facts.</p>	

77.	<p>The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the <u>Registered Office</u>, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>	
79.	<p>A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the <u>Registered Office</u> or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement of the meeting or adjourned meeting, at which the instrument of proxy is used.</p>	
81.	(2)	<p>If a clearing house (or its nominee(s)), being a corporation, is a Member, it may <u>appoint one or more proxies or authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company, or at any meeting of any class of Members or any meeting of creditors, and each of those proxies or representatives shall enjoy rights equivalent to the rights of other Members, provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. A Each person so authorised pursuant to under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) which he represents as that clearing house (or its nominee(s)) could exercise as if such person was a Member who is an individual the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, where a show of hands is allowed, the right to vote and the right to speak individually on a show of hands.</u></p>

82.	A resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all persons for the time being entitled to receive notice of and to attend and vote at general meetings of the Company shall, for the purposes of these Articles, be treated as a resolution duly passed at a general meeting of the Company and, where relevant, as a <u>Special special-Resolution resolution</u> so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last Member to sign, and where the resolution states a date as being the date of his signature thereof by any Member the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant Members.	
83.	(2)	Subject to the Articles and the <u>Companies Act-Law</u> , the Company may by <u>Ordinary ordinary-Resolution resolution</u> elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.
	(3)	The <u>Board Directors</u> shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an <u>additional addition-Director</u> to the existing Board <u>but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Members in general meeting.</u> Any Director appointed by the Board to fill a casual vacancy <u>shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board</u> on the Board or as an <u>addition-additional Director</u> to the existing Board shall hold office only until the <u>next following first</u> annual general meeting of the Company after his appointment and shall then be eligible for re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the <u>next following annual general meeting of the Company and shall then be eligible for re-election.</u>
	(5)	The Members may, at any general meeting convened and held in accordance with these Articles, by <u>Ordinary ordinary-Resolution resolution</u> remove <u>any a-Director (including a managing director or other executive director)</u> at any time before the expiration of his <u>term period</u> of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages <u>for any breach of any contract between the Company and such Director-under any such agreement</u>) and may by <u>Ordinary Resolution</u> elect another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 84.

APPENDIX III

PARTICULARS OF PROPOSED AMENDMENTS
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	(6)	A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (5) above may be filled by the election or appointment by <u>Ordinary</u> ordinary <u>Resolution</u> resolution the Members at the meeting at which such Director is removed.
	(7)	The Company may from time to time in general meeting by <u>Ordinary</u> ordinary <u>Resolution</u> resolution increase or reduce the number of Directors but so that the number of Directors shall never be less than two (2).
84.	(1)	Notwithstanding any other provisions in the Articles, at each annual general meeting one third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three <u>(3)</u> years.
86.	(1)	resigns his office by notice in writing delivered to the Company at the <u>Registered Office</u> or tendered at a meeting of the Board;
	(3)	without special leave of absence from the Board, is absent from meetings of the Board for six <u>(6)</u> consecutive months, and his alternate Director, if any, shall not during such period have attended in his stead and the Board resolves that his office be vacated;
	(5)	is prohibited by law from being a Director; or
	(6)	ceases to be a Director by virtue of any provision of the Statutes or is removed from office pursuant to these Articles; <u>or</u>
	(7)	<u>receives notice in writing signed by not less than two-thirds in number (or if that is not a round number, the nearest lower round number) of the Directors (including himself) then in office.</u>

89.	<p>Any Director may at any time by Notice delivered to the <u>Registered Office</u> or head office or at a meeting of the Directors appoint any person (including another Director) to be his alternate Director. Any person so appointed shall have all the rights and powers of the Director or Directors for whom such person is appointed in the alternative provided that such person shall not be counted more than once in determining whether or not a quorum is present. An alternate Director may be removed at any time by the body which appointed him and, subject thereto, the office of alternate Director shall continue until the happening of any event which, if he were a Director, would cause him to vacate such office or if his appointer ceases for any reason to be a Director. Any appointment or removal of an alternate Director shall be effected by Notice signed by the appointor and delivered to the <u>Registered Office</u> or head office or tendered at a meeting of the Board. An alternate Director may also be a Director in his own right and may act as alternate to more than one Director. An alternate Director shall, if his appointor so requests, be entitled to receive notices of meetings of the Board or of committees of the Board to the same extent as, but in lieu of, the Director appointing him and shall be entitled to such extent to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director save that as an alternate for more than one Director his voting rights shall be cumulative.</p>
90.	<p>An alternate Director shall only be a Director for the purposes of the <u>Companies Act Law</u> and shall only be subject to the provisions of the <u>Companies Act Law</u> insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed in the alternative and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by Notice to the Company from time to time direct.</p>

98.	Subject to the <u>Companies Act</u> Law and to these Articles, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatsoever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefits realised by any such contract or arrangement y reason of such Director holding that office or of the fiduciary relationship thereby established provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Article 99 herein.		
101.	(2)	Any person contracting or dealing with the Company in the ordinary course of business shall be entitled to rely on any written or oral contract or agreement or deed, document or instrument entered into or executed as the case may be by any two (2) of the Directors acting jointly on behalf of the Company and the same shall be deemed to be validly entered into or executed by the Company as the case may be and shall, subject to any rule of law, be binding on the Company.	
	(3)	(c)	to resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the <u>Companies Act</u> Law .
102.	The Board may establish any regional or local boards or agencies for managing any of the affairs of the Company in any place, and may appoint any persons to be members of such local boards, or any managers or agents, and may fix their remuneration (either by way of salary or by commission or by conferring the right to participation in the profits of the Company or by a combination of two (2) or more of these modes) and pay the working expenses of any staff employed by them upon the business of the Company. The Board may delegate to any regional or local board, manager or agent any of the powers, authorities and discretions vested in or exercisable by the Board (other than its powers to make calls and forfeit shares), with power to sub delegate, and may authorise the members of any of them to fill any vacancies therein and to act notwithstanding vacancies. Any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person appointed as aforesaid, and may revoke or vary such delegation, but no person dealing in good faith and without notice of any such revocation or variation shall be affected thereby.		

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107.	The Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the <u>Companies Act-Law</u> , to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.	
110.	(2)	The Board shall cause a proper register to be kept, in accordance with the provisions of the <u>Companies Act-Law</u> , of all charges specifically affecting the property of the Company and of any series of debentures issued by the Company and shall duly comply with the requirements of the <u>Companies Act-Law</u> in regard to the registration of charges and debentures therein specified and otherwise.
118.	The meetings and proceedings of any committee consisting of two (2) or more members shall be governed by the provisions contained in these Articles for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations imposed by the Board under the last preceding Article.	
121.	The Board may from time to time appoint a general manager, a manager or managers of the Company and may fix his or their remuneration either by way of salary or commission or by conferring the right to participation in the profits of the Company or by a combination of two (2) or more of these modes and pay the working expenses of any of the staff of the general manager, manager or managers who may be employed by him or them upon the business of the Company.	
124.	(1)	The officers of the Company shall consist of a chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the <u>Companies Act-Law</u> and these Articles.
125.	(2)	The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the <u>Companies Act-Law</u> or these Articles or as may be prescribed by the Board.
127.	A provision of the <u>Companies Act-Law</u> or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.	

128.	<p>The Company shall cause to be kept in one or more books at its <u>Registered Office</u> a Register of Directors and Officers in which there shall be entered the full names and addresses of the Directors and Officers and such other particulars as required by the <u>Companies Act Law</u> or as the Directors may determine. The Company shall send to the Registrar of Companies in the Cayman Islands a copy of such register, and shall from time to time notify to the said Registrar of any change that takes place in relation to such Directors and Officers as required by the <u>Companies Act Law</u>.</p>	
130.	(1)	<p>The Company shall have one or more Seals, as the Board may determine. For the purpose of sealing documents creating or evidencing securities issued by the Company, the Company may have a securities seal which is a facsimile of the Seal of the Company with the addition of the word “Securities” on its face or in such other form as the Board may approve. The Board shall provide for the custody of each Seal and no Seal shall be used without the authority of the Board or of a committee of the Board authorised by the Board in that behalf. Subject as otherwise provided in these Articles, any instrument to which a Seal is affixed shall be signed autographically by one <u>(1)</u> Director and the Secretary or by two <u>(2)</u> Directors or by such other person (including a Director) or persons as the Board may appoint, either generally or in any particular case, save that as regards any certificates for shares or debentures or other securities of the Company the Board may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature. Every instrument executed in manner provided by this Article shall be deemed to be sealed and executed with the authority of the Board previously given.</p>
131.	<p>Any Director or the Secretary or any person appointed by the Board for the purpose may authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Board or any committee, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts, and if any books, records, documents or accounts are elsewhere than at the <u>Registered Office</u> or the head office the local manager or other officer of the Company having the custody thereof shall be deemed to be a person so appointed by the Board. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting, of the Company or of the Board or any committee which is so certified shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.</p>	

133.	Subject to the <u>Companies Act</u> Law , the Company in general meeting may from time to time declare dividends in any currency to be paid to the Members but no dividend shall be declared in excess of the amount recommended by the Board.	
134.	Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an <u>Ordinary</u> ordinary <u>Resolution</u> resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the <u>Companies Act</u> Law .	
142.	(3)	The Company may upon the recommendation of the Board by <u>Ordinary</u> ordinary <u>Resolution</u> resolution resolve in respect of any one particular dividend of the Company that notwithstanding the provisions of paragraph (1) of this Article a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid up without offering any right to <u>Members</u> shareholders to elect to receive such dividend in cash in lieu of such allotment.
	(4)	The Board may on any occasion determine that rights of election and the allotment of shares under paragraph (1) of this Article shall not be made available or made to any <u>Members</u> shareholders with registered addresses in any territory where, in the absence of a registration statement or other special formalities, the circulation of an offer of such rights of election or the allotment of shares would or might, in the opinion of the Board, be unlawful or impracticable, and in such event the provisions aforesaid shall be read and construed subject to such determination. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.
143.	(1)	The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided by the provisions of these Articles, the Board may apply the share premium account in any manner permitted by the <u>Companies Act</u> Law . The Company shall at all times comply with the provisions of the <u>Companies Act</u> Law in relation to the share premium account.

144.	<p>The Company may, upon the recommendation of the Board, at any time and from time to time pass an <u>Ordinary</u> ordinary <u>Resolution</u> resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and capital redemption reserve and the profit and loss account) whether or not the same is available for distribution and accordingly that such amount be set free for distribution among the Members or any class of Members who would be entitled thereto if it were distributed by way of dividend and in the same proportions, on the footing that the same is not paid in cash but is applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such Members respectively or in paying up in full unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such Members, or partly in one way and partly in the other, and the Board shall give effect to such resolution provided that, for the purposes of this Article, a share premium account and any capital redemption reserve or fund representing unrealised profits, may be applied only in paying up in full unissued shares of the Company to be allotted to such Members credited as fully paid.</p>				
146.	<p>The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the <u>Companies Act</u> Law:</p> <table border="1" data-bbox="391 1074 1359 1785"> <tr> <td data-bbox="391 1074 526 1372">(3)</td> <td data-bbox="526 1074 1359 1372"> <p>The provision of this Article as to the establishment and maintenance of the Subscription Rights Reserve shall not be altered or added to in any way which would vary or abrogate, or which would have the effect of varying or abrogating the provisions for the benefit of any warrant holder or class of warrant holders under this Article without the sanction of a <u>Special</u> special <u>Resolution</u> resolution of such warrant holders or class of warrant holders.</p> </td> </tr> <tr> <td data-bbox="391 1372 526 1785">(4)</td> <td data-bbox="526 1372 1359 1785"> <p>A certificate or report by the auditors for the time being of the Company as to whether or not the Subscription Rights Reserve is required to be established and maintained and if so the amount thereof so required to be established and maintained, as to the purposes for which the Subscription Rights Reserve has been used, as to the extent to which it has been used to make good losses of the Company, as to the additional nominal amount of shares required to be allotted to exercising warrant holders credited as fully paid, and as to any other matter concerning the Subscription Rights Reserve shall (in the absence of manifest error) be conclusive and binding upon the Company and all warrant holders and <u>Members</u> shareholders.</p> </td> </tr> </table>	(3)	<p>The provision of this Article as to the establishment and maintenance of the Subscription Rights Reserve shall not be altered or added to in any way which would vary or abrogate, or which would have the effect of varying or abrogating the provisions for the benefit of any warrant holder or class of warrant holders under this Article without the sanction of a <u>Special</u> special <u>Resolution</u> resolution of such warrant holders or class of warrant holders.</p>	(4)	<p>A certificate or report by the auditors for the time being of the Company as to whether or not the Subscription Rights Reserve is required to be established and maintained and if so the amount thereof so required to be established and maintained, as to the purposes for which the Subscription Rights Reserve has been used, as to the extent to which it has been used to make good losses of the Company, as to the additional nominal amount of shares required to be allotted to exercising warrant holders credited as fully paid, and as to any other matter concerning the Subscription Rights Reserve shall (in the absence of manifest error) be conclusive and binding upon the Company and all warrant holders and <u>Members</u> shareholders.</p>
(3)	<p>The provision of this Article as to the establishment and maintenance of the Subscription Rights Reserve shall not be altered or added to in any way which would vary or abrogate, or which would have the effect of varying or abrogating the provisions for the benefit of any warrant holder or class of warrant holders under this Article without the sanction of a <u>Special</u> special <u>Resolution</u> resolution of such warrant holders or class of warrant holders.</p>				
(4)	<p>A certificate or report by the auditors for the time being of the Company as to whether or not the Subscription Rights Reserve is required to be established and maintained and if so the amount thereof so required to be established and maintained, as to the purposes for which the Subscription Rights Reserve has been used, as to the extent to which it has been used to make good losses of the Company, as to the additional nominal amount of shares required to be allotted to exercising warrant holders credited as fully paid, and as to any other matter concerning the Subscription Rights Reserve shall (in the absence of manifest error) be conclusive and binding upon the Company and all warrant holders and <u>Members</u> shareholders.</p>				

APPENDIX III

PARTICULARS OF PROPOSED AMENDMENTS
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

147.	The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the <u>Companies Act</u> Law or necessary to give a true and fair view of the Company's affairs and to explain its transactions.	
148.	The accounting records shall be kept at the <u>Registered Office</u> or, at such other place or places as the Board decides and shall always be open to inspection by the Directors. No Member (other than a Director) shall have any right of inspecting any accounting record or book or document of the Company except as conferred by law or authorised by the Board or the Company in general meeting.	
152.	(1)	At the annual general meeting or at a subsequent extraordinary general meeting in each year, The the Members shall <u>at general meeting by Ordinary Resolution</u> appoint <u>one or more firms of auditors</u> an auditor to audit the accounts of the Company and such auditor shall hold office until <u>the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed.</u> Such auditor may be a Member but no Director or officer or employee of the Company <u>or employee of any Director,</u> shall, during his continuance in office, be eligible to act as an auditor of the Company.
	(2)	The Members may, at any general meeting convened and held in accordance with these Articles, by <u>Ordinary special Resolution</u> resolution remove the Auditor at any time before the expiration of his term of office and shall by <u>Ordinary ordinary Resolution</u> resolution at that meeting appoint another Auditor in his stead for the remainder of his term.
153.	Subject to the <u>Companies Act</u> Law the accounts of the Company shall be audited at least once in every year.	
154.	The remuneration of the Auditor shall be fixed by the Company in general meeting <u>by Ordinary Resolution</u> or in such manner as the Members may determine.	
155.	If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall <u>fill any casual the vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The</u> and fix the remuneration of <u>any the</u> Auditor so appointed <u>under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members at such remuneration to be determined by the Members under Article 154.</u>	

162.	(1)	<u>Subject to Article 162(2), the The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.</u>
	(2)	<u>Subject to the Companies Act, a A resolution that the Company be wound up by the court or be wound up voluntarily shall be <u>passed by way of a Special special Resolution resolution.</u></u>
163.	(2)	If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a <u>Special special Resolution resolution</u> and any other sanction required by the <u>Companies Act Law</u> , divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of properties of one kind or shall consist of properties to be divided as aforesaid of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.
165.		No Article shall be rescinded, altered or amended and no new Article shall be made until the same has been approved by a <u>Special special Resolution resolution of the Members</u> . A <u>Special special Resolution resolution</u> shall be required to <u>approve amendments to alter the provisions of the memorandum of association of the Company or to change the name of the Company.</u>
166.		No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the <u>Members</u> members of the Company to communicate to the public.
		<u>FINANCIAL YEAR</u>
167.		<u>The Directors shall determine the financial year of the Company and may change it from time to time. Unless they determine otherwise, the financial year end of the Company shall be the 31st day of December in each calendar year.</u>

NOTICE OF ANNUAL GENERAL MEETING



HAO WEN HOLDINGS LIMITED 皓文控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8019)

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of Hao Wen Holdings Limited (the “Company”) will be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 29 June 2023 at 4:30 p.m. to consider and, if thought fit, to pass with or without amendments, the following resolutions:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “Directors”) and of the auditors of the Company for the year ended 31 December 2022.
2. (A) (i) To re-elect Ms. TSUI Annie as an executive Director; and
(ii) To re-elect Mr. CHAN Kwan Yiu as an independent non-executive Director; and
(B) To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration.
3. To re-appoint Messrs. McMillan Woods (Hong Kong) CPA Limited as auditors of the Company and authorise the Board to fix their remuneration.

To consider and if thought fit, to pass with or without modification of the following resolutions as Ordinary Resolutions:

4. **“THAT:**
 - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot and issue additional securities of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of securities of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of warrants to subscribe for shares of the Company or the exercise of options granted under any ordinary share option scheme adopted by the Company, or (iii) an issue of shares of the Company in lieu of whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company (the “Articles of Association”), shall not exceed 20% of the number of issued shares of the Company as at the date of the passing of this resolution and this approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

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

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (3) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

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

NOTICE OF ANNUAL GENERAL MEETING

5. **“THAT:**
- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase its securities on GEM or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, subject to and in connection with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on GEM or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
 - (b) the aggregate number of securities of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the number of issued shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (c) 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:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any other applicable law of Cayman Islands, to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. **“THAT** conditional upon resolutions Nos. 4 and 5 set out in the notice convening this meeting being duly passed, the general mandate granted to the Directors to exercise the powers of the Company to allot and issue shares pursuant to resolution No. 4 set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate number of securities of the Company which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of securities of the Company repurchased by the Company under the authority granted pursuant to resolution No. 5 set out in the notice convening this meeting, provided that such number of securities shall not exceed 10% of the number of issued shares of the Company as at the date of the passing of this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

To consider as special business and, if thought fit, pass with or without amendments, the following resolution as special resolution:

7. **“THAT:**

- (i) the proposed amendments to the existing memorandum and articles of association of the Company (the “Proposed Amendments”) be and are hereby approved;
- (ii) the amended and restated memorandum and articles of association of the Company (the “New Memorandum and Articles of Association”), which incorporate all of the Proposed Amendments, a copy of which has been produced to this meeting and marked “A”, and initialed by the chairman of the meeting for the purposes of identification, be and is hereby approved and adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company with immediate effect; and
- (iii) any one of the Directors and Company Secretary of the Company be and is hereby authorised and instructed to do all such acts and things as may be necessary or expedient in order to effect and implement the adoption of the New Memorandum and Articles of Association and to make such filing in Hong Kong that is necessary in connection with this resolution, and the Company’s registered office provider be and is hereby authorised and instructed to make such filing with the Registrar of Companies in the Cayman Islands that is necessary in connection with this resolution.”

By order of the Board of
HAO WEN HOLDINGS LIMITED
FENG Keming
Executive Director

Hong Kong, 30 May 2023

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business:

Level 12, Infinitus Plaza
199 Des Voeux Road Central
Sheung Wan
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The record date for determining shareholders' right to attend and vote at the Annual General Meeting is Friday, 23 June 2023. Shareholders who are entitled to attend and vote at the Annual General Meeting are those whose names appear on the Register of Members of the Company as at the close of business on Friday, 23 June 2023. In order to qualify for attending and voting at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration no later than 4:00 p.m. on Friday, 23 June 2023.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint a person or persons as his proxy or proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's Hong Kong branch share registrar, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting, and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
4. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting, and in such event the instrument appointing a proxy shall be deemed to be revoked.
5. An explanatory statement containing further details regarding ordinary resolution no. 5 above is set out in the Appendix II to the circular of the Company of which this notice forms part.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Hong Kong Government is/are in force in Hong Kong any time after 1:30 p.m. on the date of the AGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at <http://www.tricor.com.hk/webservice/008019> and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.