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

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

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

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**China Jicheng Holdings Limited**  
**中國集成控股有限公司**

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

**(Stock Code: 1027)**

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of China Jicheng Holdings Limited to be held at Portion 2, 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong on 29 June 2023 at 3:00 p.m. is set out on pages 46 to 51 of this circular. A form of proxy is also enclosed.

Whether or not you are able to attend the annual general meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's Hong Kong branch share registrar and transfer office, 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 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 annual general meeting or any adjournment thereof should you so wish.

6 June 2023

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## DEFINITIONS

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

“2022 Annual Report”	the annual report of the Company for the financial year ended 31 December 2022
“AGM” or “Annual General Meeting”	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 29 June 2023 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of which is set out on pages 46 to 51 of this circular, or any adjournment thereof
“Articles”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning as defined in the Listing Rules
“Companies Act”	the Companies Act (as Revised) of the Cayman Islands as amended from time to time
“Company”	China Jicheng Holdings Limited (中國集成控股有限公司), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange
“core connected person(s)”	has the meaning as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate may be extended by an addition of an amount representing the total number of Shares repurchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“HK\$” and “HK cents”	Hong Kong dollars and Hong Kong cents respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with further new Shares not exceeding 20% of the total number of Shares of the Company in issue as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	31 May 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, for the time being in force
“Memorandum and Articles of Association”	the existing memorandum and articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares on the Stock Exchange not exceeding 10% of the total number of Shares of the Company in issue as at the date of passing of the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong, for the time being in force

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## DEFINITIONS

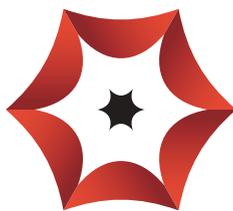
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“Share(s)”	ordinary share(s) with a nominal value of HK\$0.032 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning as defined in the Listing Rules
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs, for the time being in force
“%”	per cent.

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## LETTER FROM THE BOARD

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### China Jicheng Holdings Limited 中國集成控股有限公司

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

**(Stock Code: 1027)**

*Executive Directors:*

Mr. Huang Wenji (*Chairman*)  
Mr. Yang Guang  
Mr. Lin Zhenshuang  
Mr. Chung Kin Hung, Kenneth

*Independent non-executive Directors:*

Mr. Tso Sze Wai  
Mr. Yang Xuetai  
Ms. Lee Kit Ying, Winnie

*Registered office:*

Windward 3  
Regatta Office Park  
PO Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

*Head office and principal place of  
business in the PRC:*

Yonghe Industrial Section  
Yonghe Town  
Jinjiang City  
Fujian Province  
The PRC

*Principal place of*

*business in Hong Kong:*

Room 904, Loon Kee Building  
275 Des Voeux Road Central  
Hong Kong

6 June 2023

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to give you notice of the AGM and to provide you with details of the resolutions to be proposed at the AGM including (i) the grant of Issue Mandate; (ii) the grant of Repurchase Mandate; (iii) the grant of Extension Mandate; (iv) the proposed re-election of the retiring Directors; and (v) the Proposed Amendments.

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## LETTER FROM THE BOARD

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### **PROPOSED GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE**

At the annual general meeting of the Company held on 30 June 2022, the Directors were granted a general mandate to (i) allot, issue and deal with shares up to 20% of the total number of Shares of the Company in issue at that date and (ii) repurchase Shares representing not exceeding 10% of the total number of Shares of the Company in issue at that date. This mandate will expire at the conclusion of the AGM.

At the AGM, an ordinary resolution regarding the Issue Mandate will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to allot, issue and deal with further new Shares not exceeding 20% of the total number of Shares of the Company in issue as at the date of passing of the relevant resolution at the AGM. As at the Latest Practicable Date, a total of 412,550,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 82,510,000 Shares.

At the AGM, an ordinary resolution regarding the Repurchase Mandate will also be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, the Shares not exceeding 10% of the total number of Shares of the Company in issue as at the date of passing of the relevant resolution at the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 41,255,000 Shares.

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the AGM to extend the Issue Mandate by an additional amount representing the total number of Shares repurchased under the Repurchase Mandate.

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

An explanatory statement containing information regarding the Repurchase Mandate as required by the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the Repurchase Mandate is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 108 of the Articles, Mr. Huang Wenji and Mr. Chung Kin Hung, Kenneth, being executive Directors and Mr. Tso Sze Wai being independent non-executive Director, shall retire from office by rotation at the AGM and are eligible to offer themselves for re-election at the AGM. Recommendations to the Board for the proposal for re-election of Mr. Huang Wenji and Mr. Chung Kin Hung, Kenneth as executive Directors and Mr. Tso Sze Wai as independent non-executive Director were made by the nomination committee of the Company (the “**Nomination Committee**”), after having considered a range of diversity perspectives including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company.

The biographical details of Mr. Huang Wenji, Mr. Chung Kin Hung, Kenneth and Mr. Tso Sze Wai are set out in Appendix II to this circular.

The Nomination Committee had assessed and reviewed the written confirmation of independence of Mr. Tso Sze Wai the independent non-executive Director who has offered himself for re-election at the AGM based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that he remains independent in accordance with Rule 3.13 of the Listing Rules.

In addition, the Nomination Committee had evaluated the performance and is of the view that Mr. Tso Sze Wai 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. Tso Sze Wai would bring to the Board his own perspectives, skills and experiences, as further described in his biography in the Appendix II to this circular.

Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Mr. Tso Sze Wai can contribute to the diversity of the Board, in particular, with his respective strong and diversified educational background and professional experience. Therefore, the Board, with the recommendation of the Nomination Committee, has nominated Mr. Tso Sze Wai for re-election as independent non-executive Director at the AGM.

### PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended 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

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## LETTER FROM THE BOARD

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Memorandum and Articles of Association in line with amendments made to the 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 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 ANNUAL GENERAL MEETING**

The notice of the AGM is set out on pages 46 to 51 of this circular. At the AGM, ordinary resolutions will be proposed to approve, among other matters, the grant of the Issue Mandate, the grant of the Repurchase Mandate, the grant of the Extension Mandate and the re-election of retiring Directors. A special resolution will be proposed to approve the Proposed Amendments.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not the Shareholders are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's Hong Kong branch share registrar and transfer office, 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 the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof should you so wish. 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 to be proposed at the AGM.

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## **LETTER FROM THE BOARD**

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In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the AGM shall be conducted by way of poll and the results of the AGM will be announced by the Company in compliance with the Listing Rules.

### **RECOMMENDATION**

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of retiring Directors and the Proposed Amendments to be considered at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of all resolutions to be proposed at the AGM.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Monday, 26 June 2023 to Thursday, 29 June 2023, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Friday, 23 June 2023.

### **RESPONSIBILITY STATEMENT**

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement contained herein misleading.

### **GENERAL INFORMATION**

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

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## LETTER FROM THE BOARD

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### LANGUAGE

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

Yours faithfully,  
For and on behalf of the Board of  
**China Jicheng Holdings Limited**  
**Huang Wenji**  
*Chairman*

*This Appendix I includes an explanatory statement as required under the Listing Rules to provide the requisite information to the Shareholders for consideration of the Repurchase Mandate.*

## **1. LISTING RULES FOR REPURCHASES OF SHARES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution in a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 412,550,000 Shares.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 41,255,000 Shares, which represents 10% of the entire issued share capital of the Company as at the date of passing the resolution.

## **3. REASONS FOR THE REPURCHASE**

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

## **4. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles, the Listing Rules, the Companies Act and other applicable laws of the Cayman Islands.

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

## 5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PARTIES

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell any Shares to the Company or its subsidiaries. No core connected person of the Company as defined in the Listing Rules has notified the Company that he/she/it has a present intention to sell any Shares to the Company or its subsidiaries nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company or its subsidiaries in the event that the Company is authorised to make repurchases of Shares.

## 6. SHARE PRICES

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

	Share prices (per Share)	
	Highest HK\$	Lowest HK\$
<b>2022</b>		
June	0.870	0.445
July	0.980	0.630
August	0.960	0.600
September	0.890	0.560
October	0.750	0.650
November	0.650	0.480
December	0.530	0.425
<b>2023</b>		
January	0.495	0.410
February	0.540	0.445
March	0.520	0.430
April	0.440	0.400
May (up to the Latest Practicable Date)	0.395	0.300

## 7. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

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 of voting rights for the purpose of the Takeovers Code. As a result, a Shareholder or the group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholder's or the group of Shareholders interest, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 or 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued share capital of the Company. Their respective interest as at the Latest Practicable Date is shown under the column "Before repurchase" while their respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolutions in relation to the Repurchase Mandate to be proposed at the AGM (and assuming that the issued share capital of the Company remains unchanged up to the date of the AGM) is shown under the column "After repurchase":

	<b>Before repurchase</b>	<b>After repurchase</b>
Jicheng Investment Limited ( <i>Note 1</i> )	29.85%	33.17%
Mr. Huang Wenji ( <i>Note 1</i> )	30.31%	33.67%
Ms. Chen Jieyou ( <i>Note 2</i> )	29.85%	33.17%

The above are calculated based on 382,350,000 Shares in issue as at the Latest Practicable Date.

*Notes:*

1. Jicheng Investment Limited is wholly and beneficially owned by Mr. Huang Wenji. Accordingly, Mr. Huang Wenji is deemed to be interested in the entire issued share capital of Jicheng Investment Limited under the SFO.
2. Ms. Chen Jieyou is the spouse of Mr. Huang Wenji and accordingly is deemed to be interested in the Shares in which Mr. Huang Wenji has interest under the SFO.

On the basis of the shareholding held by the Shareholders named above, an exercise of the Repurchase Mandate in full will result in any of them becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors will not exercise the Repurchase Mandate to such an extent as a result of such repurchase, the number of Shares held by the public would fall below 25% of the total number of Shares in issue. The Directors do not have any present intention (i) to repurchase Shares to an extent which will result in the amount of Shares held by the public being reduced to less than 25% and (ii) to trigger any event under the Takeovers Code.

#### **8. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months ended on the Latest Practicable Date.

#### **9. UNDERTAKING OF THE BOARD**

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

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

**Mr. Huang Wenji (黃文集)**, aged 54, is the Chairman of the Board. Mr. Huang was appointed as a Director on 12 June 2014 and re-designated as an executive Director on 25 September 2014. He founded our Group in May 1996 and is responsible for the overall management, strategic development and major decision-making of our Group. Mr. Huang is a controlling shareholder of the Company. Mr. Huang completed his secondary education in the PRC in July 1987. He is the spouse of Ms. Chen Jieyou, an executive Director. Mr. Huang has entered into a service contract with the Company under which he has agreed to act as executive Director for a term of three years and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Huang is entitled to receive a director's fee of RMB460,000 per annum which is determined by the Board with reference to his duties and responsibility with the Company, the Company's performance and the prevailing market condition. Save as disclosed above, Mr. Huang has not held any other directorship in any listed company in the past three years or any other positions in the Company or other members of the Group. Except for Mr. Huang is the spouse of Ms. Chen Jieyou (another executive Director of the Company). Mr. Huang does not have any relationship with any director, senior management or substantial shareholder (as defined in the Listing Rules) of the Company. As at the date of this circular, Mr. Huang was deemed to be interested in 125,033,900 shares within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong) in any shares, underlying shares or debentures of the Company and/or its associated corporations. Save as disclosed in this circular, the Board is not aware of any other information which should be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules nor is/was Mr. Huang involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company in connection with his appointment.

**Mr. Chung Kin Hung, Kenneth (鍾健雄)**, aged 56, was appointed as an executive Director on 13 April 2015 and is currently a director of a wholly owned subsidiary of the Company. He has more than 10 years' experience in project management and business strategic planning. Mr. Chung worked as a production manager in the field of consumer electronics products for 5 years and his responsibilities mainly focused on overseeing the production process. Mr. Chung is not appointed for a specific term and he is subject to retirement by rotation and re-election in accordance with the Company's articles of association. Mr. Chung will be entitled to receive a director fee of HK\$180,000 per annum which is determined by the Board with reference to his duties and responsibility with the Company, the Company's performance, the prevailing market conditions. Save as disclosed above, Mr. Chung has not held any other directorship in any listed company in the past three years or any other positions in the Company or other members of the Group. Mr. Chung does not have any relationship with any director, senior management or substantial shareholder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules")) of the

Company. As at the date of this circular, Mr. Chung does not have interests within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) in any shares, underlying shares or debentures of the Company and/or its associated corporations. Save as disclosed in this circular, the Board is not aware of any other information which should be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules nor is/was Mr. Chung involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company in connection with his appointment.

**Mr. Tso Sze Wai (曹思維)**, aged 52, was appointed as an independent non-executive Director on 7 October 2016. Mr. Tso holds a Bachelor degree in Commerce awarded by University of New South Wales, Australia and a postgraduate diploma in Computing in the University of Western Sydney, Australia. He is a member of the Hong Kong Institute of Certified Accountants. He has over 20 years of experience in accounting, corporate finance and corporate secretarial matters. He had held senior management positions in a number of listed companies in Hong Kong and Singapore. Mr. Tso has entered into a letter of appointment with the Company with an initial term of one year and is subject to retirement by rotation and re-election pursuant to the Company's articles of association. Mr. Tso is entitled to receive a director's fee of HK\$180,000 per annum which has been determined by the Board with reference to the prevailing market conditions, the remuneration policy of the Company and Mr. Tso's experience and his duties and responsibilities to be exercised on the Company's affairs. The director's fee of Mr. Tso is subject to annual review by the Remuneration Committee and the Board. As at the date of this circular, Mr. Tso does not have any interests in the shares of the Company within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong) and has no relationships with any directors, senior management, substantial shareholders, or controlling shareholders of the Company. Save as disclosed in this circular, the Board is not aware of any other information which should be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules nor is/was Mr. Tso involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company in connection with his appointment.

*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)
Cover Page	<p style="text-align: center;"><b><u>SECOND</u> AMENDED AND RESTATED</b></p> <p style="text-align: center;"><b>MEMORANDUM</b></p> <p style="text-align: center;"><b>AND</b></p> <p style="text-align: center;"><b>ARTICLES</b></p> <p style="text-align: center;"><b>OF</b></p> <p style="text-align: center;"><b>ASSOCIATION</b></p> <hr/> <p style="text-align: center;"><b><u>China Jicheng Umbrella</u> Holdings Limited</b> 中國集成控股有限公司</p> <hr/> <p style="text-align: center;">(<del>as</del> adopted by a Special Resolution passed on <del>29 June 2023</del><del>23 January 2015</del> and effective on 13 February 2015)</p>
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Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
<b>Memorandum of Association</b>	
Heading	<p style="text-align: center;"> <b>THE COMPANIES <del>ACT LAW</del> (AS REVISED)</b>   <b>EXEMPTED COMPANY LIMITED BY SHARES</b>   <b><u>SECOND AMENDED AND RESTATED</u></b>   <b>MEMORANDUM OF ASSOCIATION</b>   <b>OF</b>   <b><u>CHINA JICHENG UMBRELLA HOLDINGS LIMITED</u></b>  <b><u>中國集成控股有限公司</u></b>   <b>(Company)</b>   <b>(adopted by a Special Resolution passed on <u>29 June 2023</u> <del>23 January 2015</del>)</b> </p>
1.	The name of the Company is <u>China Jicheng Umbrella Holdings Limited</u> <u>中國集成控股有限公司</u> .
2.	The registered office is <u>situated</u> <del>will be situate</del> at the offices of <u>Appleby-Ocorian Trust</u> (Cayman) Ltd., <u>Windward 3, Regatta Office Park, PO Box 1350, Clifton House, 75 Fort Street</u> , Grand Cayman KY1-1108, Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide.
5.	If the Company is registered as an exempted company as defined in the Cayman Islands Companies <u>Act (as Revised)</u> <del>Law</del> , it shall have the power, subject to the provisions of the Cayman Islands Companies <u>Act (as Revised)</u> <del>Law</del> and with the approval of a <u>Special Resolution</u> <del>special resolution</del> , to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de-registered in the Cayman Islands.

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
7.	The authorised share capital of the Company is HK\$ <del>50,000,000</del> <del>10,000,000</del> consisting of <del>1,562,500,000</del> <del>1,000,000,000</del> shares of a par value of HK\$ <del>0.032</del> <del>0.01</del> each, with the power for the Company, <u>insofar as is permitted by law</u> , to increase or reduce the said capital <u>subject to the provisions of the Cayman Islands Companies Act (Revised) and the Articles of Association of the Company</u> and to issue any part of its capital, <u>whether original, redeemed</u> 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 condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.
<b>Articles of Association</b>	
Heading	<p style="text-align: center;"><b>THE COMPANIES <del>ACT-LAW</del> (AS REVISED)</b></p> <p style="text-align: center;"><b>EXEMPTED COMPANY LIMITED BY SHARES</b></p> <p style="text-align: center;"><b><u>SECOND AMENDED AND RESTATED</u></b></p> <p style="text-align: center;"><b>ARTICLES OF ASSOCIATION</b></p> <p style="text-align: center;"><b>OF</b></p> <p style="text-align: center;"><b><u>CHINA JICHENG UMBRELLA-HOLDINGS LIMITED</u></b> <b><u>中國集成控股有限公司</u></b></p> <p style="text-align: center;"><b>(Company)</b></p> <p style="text-align: center;"><b>(adopted by a Special Resolution passed on <u>29 June 2023</u><del>23 January 2015</del>)</b></p>

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)														
1.	<p>(a) <del>The regulations in Table A in the Schedule to of the Companies Act-Law</del> (as <del>Revised-revised</del>) <del>do shall</del> not apply to the Company.</p> <p>(b) Any marginal notes, titles or lead in references to Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum or Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith:</p> <table border="0"> <thead> <tr> <th data-bbox="464 689 544 715">WORD</th> <th data-bbox="655 689 780 715">MEANING</th> </tr> </thead> <tbody> <tr> <td data-bbox="464 740 571 766"><b>Auditors:</b></td> <td data-bbox="655 740 1355 849">means the persons appointed by the Company from time to time to perform the duties of auditors of the Company <u>and may include any individual or partnership;</u></td> </tr> <tr> <td data-bbox="464 868 544 893"><b>Board:</b></td> <td data-bbox="655 868 1355 1017">means the board of Directors <del>of the Company</del> as constituted from time to time or as the context may require, the majority of Directors present and voting at a meeting of the Directors at which a quorum is present;</td> </tr> <tr> <td data-bbox="464 1038 592 1064"><b>clear days:</b></td> <td data-bbox="655 1038 1355 1146"><u>means, in relation to the period of a notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;</u></td> </tr> <tr> <td data-bbox="464 1168 571 1236"><b>Clearing House:</b></td> <td data-bbox="655 1168 1355 1317">means a clearing house recognised by the laws of the jurisdiction in which the Shares <del>of the Company</del> are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction;</td> </tr> <tr> <td data-bbox="464 1338 596 1406"><b>Companies Law-Act:</b></td> <td data-bbox="655 1338 1355 1572">means the Companies <del>Act-Law</del> (as <del>Revised-revised</del>) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;</td> </tr> <tr> <td data-bbox="464 1593 624 1619"><b>Listing Rules:</b></td> <td data-bbox="655 1593 1355 1698">shall mean the Rules Governing the Listing of Securities on <u>the HK</u> <del>The</del> Stock Exchange <del>of Hong Kong Limited</del> (as amended from time to time);</td> </tr> </tbody> </table>	WORD	MEANING	<b>Auditors:</b>	means the persons appointed by the Company from time to time to perform the duties of auditors of the Company <u>and may include any individual or partnership;</u>	<b>Board:</b>	means the board of Directors <del>of the Company</del> as constituted from time to time or as the context may require, the majority of Directors present and voting at a meeting of the Directors at which a quorum is present;	<b>clear days:</b>	<u>means, in relation to the period of a notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;</u>	<b>Clearing House:</b>	means a clearing house recognised by the laws of the jurisdiction in which the Shares <del>of the Company</del> are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction;	<b>Companies Law-Act:</b>	means the Companies <del>Act-Law</del> (as <del>Revised-revised</del> ) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;	<b>Listing Rules:</b>	shall mean the Rules Governing the Listing of Securities on <u>the HK</u> <del>The</del> Stock Exchange <del>of Hong Kong Limited</del> (as amended from time to time);
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Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
	<p><b>Register:</b> means the principal register and any branch register of Shareholders <del>of the Company</del> to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time;</p> <p><b>Registered Office:</b> means the registered office of the Company for the time being as required by the Companies <del>Act-Law</del>;</p> <p><b>Registration Office:</b> means such place or places in the Relevant Territory or elsewhere where the Board from time to time determine to keep a branch register of Shareholders <del>of the Company</del> in respect of that class of share capital and where (except in cases where the Board otherwise agrees) transfers of other documents of title for Shares are to be lodged for registration and are to be registered;</p> <p><b>Relevant Period:</b> means the period commencing from the date on which any of the securities of the Company first become listed on the HK Stock Exchange to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time <del>trading listing</del> of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed);</p>
	<p>(c) (iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies <del>Act-Law</del> (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; and</p>

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
	<p>(d) At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than <math>\frac{3}{4}</math> of the votes cast by such Shareholders as, being entitled so to do, vote in person or, <u>where proxies are allowed</u>, by proxy or, in the cases of <u>such</u> Shareholders which are corporations, by their respective duly authorised representatives at a general meeting <u>held in accordance with these Articles and</u> of which <del>not less than 21 days'</del> notice, specifying <del>(without prejudice to the power contained in the Articles to amend the same)</del> the intention to propose the resolution as a Special Resolution, has been duly given <u>in accordance with Article 65</u>. <del>Provided that, except in the case of an annual general meeting if it is so agreed by a majority in number of the Shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than 95 % in nominal value of the Shares giving that right (or, in the case of an annual general meeting, by all Shareholders of the Company having that right), a resolution may be proposed and passed as a Special Resolution at a meeting of which less than 21 days' notice has been given.</del></p>
	<p>(e) A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of <u>the votes cast by</u> such Shareholders as, being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting held in accordance with these Articles and of which <del>not less than 14 days'</del> notice has been duly given <u>in accordance with Article 65</u>.</p>

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
5.	<p>(a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies <del>Act-Law</del>, be varied or abrogated <del>either with the consent in writing of the holders of not less than ¾ in nominal value of the issued Shares of that class or</del> with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings <del>of the Company</del> shall <i>mutatis mutandis</i> apply, but so that:</p> <p>(i) the necessary quorum (other than at an adjourned meeting) shall be not less than two <del>(2) Shareholders present in person</del> persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy <u>not less than</u> one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be two <del>(2) Shareholders present in person</del> (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them); and</p> <p>(ii) every <del>that any</del> holder of Shares of the class present in person (or, in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.</p>
6.	The authorised share capital of the Company on the date of <del>the</del> adoption of these Articles is <del>HK\$50,000,000-10,000,000</del> <u>consisting of divided into 1,562,500,000 1,000,000,000</u> Shares of a <u>par value of HK\$0.032-0.01</u> each.
8.	Any new Shares shall be issued upon such terms and conditions and with such rights, privileges or restrictions attached thereto as the general meeting resolving upon the creation thereof shall direct, and if no direction be given, subject to the provisions of the Companies <del>Act-Law</del> and of these Articles, as the Board shall determine; and in particular such Shares may be issued with a preferential or qualified right to participate in Dividends and in the distribution of assets of the Company and with a special right or without any right of voting.

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
11.	(a) All unissued Shares and other securities of the Company shall be at the disposal of the Board and it may offer, allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times, for such consideration and generally on such terms (subject to Article 9) as it in its absolute discretion thinks fit, but so that no Shares shall be issued at a discount. The Board shall, as regards any offer or allotment of Shares, comply with the provisions of the Companies <del>Act-Law</del> , if and so far as such provisions may be applicable thereto.
12.	<p>(a) The Company may at any time pay commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any Shares, but so that the conditions and requirements of the Companies <del>Act Law</del> shall be observed and complied with, and in each case the commission shall not exceed <u>ten per cent. (10%)</u> of the price at which the Shares are issued.</p> <p>(b) If any Shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable within a period of one (<del>1</del>) year, the Company may pay interest on so much of that share capital as is for the time being paid up for the period and, subject to any conditions and restrictions mentioned in the Companies <del>Act-Law</del>, may charge the sum so paid by way of interest to capital as part of the cost of construction of the works or buildings, or the provisions of the plant.</p>
13.	(d) sub-divide its Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Companies <del>Act-Law</del> , and so that the resolution whereby any Share is sub-divided may determine that, as between the holders of the Shares resulting from such sub-division, one or more of the Shares may have any such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new Shares;

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
15.	<p>(a) Subject to the Companies <del>Act-Law</del>, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of Shares, the Company shall have the power to purchase or otherwise acquire all or any of its own Shares (which expression as used in this Article includes redeemable Shares) provided that the manner and terms of purchase have first been authorised by an Ordinary Resolution of the Shareholders, and to purchase or otherwise acquire warrants and other securities for the subscription or purchase of its own Shares, and shares and warrants and other securities for the subscription or purchase of any shares in any company which is its Holding Company and may make payment therefor in any manner and terms authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any Shares or warrants or other securities in the Company or any company which is a Holding Company of the Company and should the Company purchase or otherwise acquire its own Shares or warrants or other securities neither the Company nor the Board shall be required to select the Shares or warrants or other securities to be purchased or otherwise acquired rateably or in any other manner and terms as between the holders of Shares or warrants or other securities of the same class or as between them and the holders of Shares or warrants or other securities of any other class or in accordance with the rights as to Dividends or capital conferred by any class of Shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with the relevant code, rules or regulations issued from time to time by the HK Stock Exchange and/or the Securities and Futures Commission of Hong Kong from time to time in force.</p> <p>(b) Subject to the provisions of the Companies <del>Act-Law</del> and the Memorandum of Association of the Company <u>and these Articles</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, at the option of the Company or the holders thereof, be liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.</p>

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
17.	<p>(a) The Board shall cause to be kept the Register and there shall be entered therein the particulars required under the Companies <del>Act</del> Law.</p> <p>(b) Subject to the provisions of the Companies <del>Act</del> Law, if the Board considers it necessary or appropriate, the Company may establish and maintain a principal or branch register of Shareholders at such location as the Board thinks fit and, during the Relevant Period, the Company shall keep its principal or a branch register of Shareholders in Hong Kong.</p> <p>(d) The Register may be closed at such time or for such period not exceeding in the whole <u>thirty (30)</u> days in each year as the Board may determine. <u>The Company may close the Register maintained in Hong Kong in a manner which complies with section 632 of the Companies Ordinance.</u></p>
18.	<p>(a) Every person whose name is entered as a Shareholder in the Register shall be entitled to receive within the relevant time limit as prescribed in the Companies <del>Act</del> Law or as the HK Stock Exchange may from time to time determine, whichever is shorter, after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide or is required by the applicable rules of the stock exchange of the Relevant Territory) one certificate for all his Shares, or, if he shall so request, in a case where the allotment or transfer is of a number of Shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange of the Relevant Territory on which the Shares are listed upon payment of such sum (in the case of a transfer, not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, HK\$2.50 or such other sum as may from time to time be allowed or not prohibited under the Listing Rules, and in the case of any other Shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for Shares in stock exchange board lots or whole multiples thereof as he shall request and one for the balance (if any) of the Shares in question, provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders.</p>

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
19.	Every certificate for Shares, warrants or debentures or representing any other form of securities of the Company shall be issued under the Seal <del>of the Company</del> , which for this purpose may be a duplicate Seal.
21.	(a) The Company shall not be bound to register more than four <u>(4)</u> persons as joint holders of any Share.
24.	The Company may sell, in such manner as the Board thinks fit, any Shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, nor until the expiration of <u>fourteen (14)</u> days after a notice in writing, stating and demanding payment of the sum presently payable or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving notice of intention to sell in default, shall have been given, in the manner in which notices may be sent to Shareholders of the Company as provided in these Articles, to the registered holder for the time being of the Shares, or the person entitled by reason of such holder's death, bankruptcy or winding-up to the Shares.
27.	At least <u>fourteen (14)</u> days' notice of any call shall be given to the relevant Shareholders specifying the time and place of payment and to whom such call shall be paid.
34.	If the sum payable in respect of any call or instalment is not paid before or on the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding <u>twenty per cent. (20%)</u> per annum as the Board shall fix from the day appointed for the payment thereof to the time of the actual payment, but the Board may waive payment of such interest wholly or in part.
38.	The Board may, if it thinks fit, receive from any Shareholder willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any Shares held by him, and in respect of all or any of the moneys so advanced may pay interest at such rate (if any) not exceeding <u>twenty per cent. (20%)</u> per annum, as the Board may decide but a payment in advance of a call shall not entitle the Shareholder to receive any Dividend or to exercise any other rights or privileges as a Shareholder in respect of the Share or the due portion of the Shares upon which payment has been advanced by such Shareholder before it is called up. The Board may at any time repay the amount so advanced upon giving to such Shareholder not less than one <u>(1)</u> Month's notice in writing of its intention on that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the Shares in respect of which it was advanced.

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
39.	Subject to the Companies <del>Act-Law</del> , all transfers of Shares shall be effected by transfer in writing in the usual or common form or in such other form as the Board may accept provided always that it shall be in such a form prescribed by the HK Stock Exchange and may be under hand only or, if the transferor or transferee is a Clearing House (or its nominee(s)), under hand or by machine imprinted signature or by such other means of execution as the Board may approve from time to time.
41.	(c) Notwithstanding anything contained in these Articles, the Company shall as soon as practicable and on a regular basis record in the principal Register all removals of Shares effected on any branch Register and shall at all times maintain the principal Register and all branch Registers in all respects in accordance with the Companies <del>Act-Law</del> .
42.	Fully paid Shares shall be free from any restriction with respect to the right of the holder thereof to transfer such Shares (except when permitted by the HK Stock Exchange) and shall also be free from all liens. The Board however, may, in its absolute discretion, refuse to register a transfer of any Share which is not fully paid to a person of whom it does not approve or any Share issued under any share option scheme upon which a restriction on transfer imposed thereby still subsists, and it may also refuse to register a transfer of any Share (whether fully paid up or not) to more than four <del>(4)</del> joint holders or a transfer of any Shares (not being a fully paid up Share) on which the Company has a lien.
43.	(c) the instrument of transfer is in respect of only one <del>(1)</del> class of Share;
53.	The notice shall name a further day (not earlier than the expiration of <del>fourteen</del> <u>(14)</u> days from the date of the notice) on or before which the payment required by the notice is to be made, and it shall also name the place where payment is to be made such place being the Registered Office or a Registration Office or another place within the Relevant Territory. The notice shall also state that, in the event of non-payment at or before the time appointed, the Shares in respect of which the call was made will be liable to be forfeited.

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
56.	<p>A person whose Shares have been forfeited shall cease to be a Shareholder in respect of the forfeited Shares, but shall, nevertheless, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the forfeited Shares, together with (if the Board shall in its discretion so require) interest thereon from the date of forfeiture until the date of actual payment (including the payment of such interest) at such rate not exceeding <u>twenty per cent. (20%)</u> per annum as the Board may prescribe, and the Board may enforce the payment thereof if it thinks fit, and without any deduction or allowance for the value of the Shares at the date of forfeiture, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the Shares. For the purposes of this Article any sum which by the terms of issue of a Share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, whether on account of the nominal value of the Share or by way of premium, shall notwithstanding that such time has not yet arrived be deemed to be payable on the date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment.</p>
62.	<p>At all times during the Relevant Period <del>other than the year of the Company's adoption of these Articles</del>, the Company shall in each <u>financial</u> year hold a general meeting as its annual general meeting in addition to any other meeting in that <u>financial</u> year and shall specify the meeting as such in the notice calling it; <u>Each annual general meeting shall be held within six (6) and not more than 15 Months after the end of the Company's financial year (or any such longer period as may be authorised by the HK Stock Exchange, if any) shall elapse between the date of one annual general meeting of the Company and that of the next.</u> The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</p>

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
64.	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one (1) or more Shareholders holding, <del>at on</del> the date of deposit of the requisition, <u>a minority stake in the total number of issued Shares, and the minimum stake required to do this shall not be less than ten per cent. (10%) one-tenth of the voting rights paid up capital in the issued share capital of the Company.</u> Such Shareholder(s) shall also be entitled to add <u>resolutions to the agenda for the extraordinary general meeting so concerned</u> <del>having the right of voting at general meetings.</del> Such requisition shall be made in writing to the Board or the Secretary <u>of the Company,</u> for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business <u>or resolution</u> specified in such requisition. Such meeting shall be held within two (2) Months after the deposit of such requisition. If within <u>twenty-one (21)</u> 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.</p>
65.	<p>An annual general meeting <u>of the Company</u> <del>or an extraordinary general meeting called for the passing of a Special Resolution</del> shall be called by at least <u>twenty-one (21) clear days'</u> notice in writing, and a <u>general meeting of the Company,</u> other than an annual general meeting, <del>or an extraordinary general meeting for the passing of a Special Resolution</del> shall be called by at least <u>fourteen (14) clear days'</u> notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in <u>the manner hereinafter mentioned in these Articles</u> 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 <u>these Articles</u> <del>this Article</del> be deemed to have been duly called if it is so agreed:</p> <p>(a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat <u>or their proxies;</u> and</p> <p>(b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than <u>ninety-five per cent. (95%) in nominal value</u> <del>of the Shares giving that right total voting rights at the meeting of all the Shareholders.</del></p>

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
67. <del>(a)</del>	<p><del>(a)</del> All business shall be deemed special that is transacted at an extraordinary general meeting and also all business shall be deemed special that is transacted at an annual general meeting with the exception of the following, which shall be deemed ordinary business:</p> <p>(iv) the appointment <u>and removal</u> of Auditors;</p> <p>(vi) the granting of any mandate or authority to the Board to offer, allot, grant options over, or otherwise dispose of the unissued Shares representing not more than <u>twenty per cent. (20%)</u> (or such other percentage as may from time to time be specified in the Listing Rules) in nominal value of its then existing issued share capital and the number of any securities repurchased pursuant to paragraph (vii) of this Article; and</p>
69.	<p>If within <u>fifteen (15)</u> minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within <u>fifteen (15)</u> minutes from the time appointed for holding the meeting, the Shareholder or the Shareholders present in person (or, in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and entitled to vote shall be a quorum and may transact the business for which the meeting was called.</p>
70.	<p>The Chairman (if any) of the Board or if he is absent or declines to take the chair at such meeting, the Vice Chairman (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Vice Chairman, or, if at any general meeting neither of such Chairman or Vice Chairman is present within <u>fifteen (15)</u> minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as Chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the Chairman chosen shall retire from the chair, then the Shareholders present shall choose one of their number to be Chairman of the meeting.</p>

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
71.	The Chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for <u>fourteen (14)</u> days or more, at least seven <u>(7)</u> clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
74.	If a poll is required or demanded as aforesaid, it shall (subject as provided in Article 75) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place not being more than thirty <u>(30)</u> days from the date of the meeting or adjourned meeting at which the poll was required or demanded as the Chairman of the meeting directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is the earlier.
79A.	<u>Each Shareholder has the right to speak and the right to vote at a general meeting (except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration).</u> Where the Company has knowledge that any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.
80.	Any person entitled under Article 51 to be registered as the holder of any Shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such Shares, provided that at least <u>forty-eight (48)</u> hours before the time of the holding of the meeting or adjourned meeting (as the case may be) at which he proposes to vote, he shall satisfy the Board of his right to be registered as the holder of such Shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
85.	<p>Any Shareholder 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 Shareholder who is the holder of two <u>(2)</u> or more Shares may appoint more than one <u>(1)</u> 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 Shareholder <del>of the Company</del>. On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy <u>or proxies representing either a Shareholder who is an individual or a Shareholder which is a corporation</u> shall be entitled to exercise the same powers on behalf of a Shareholder <u>which he or they represent who is an individual and for whom he acts as proxy as such Shareholder could exercise</u>. <del>In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were an individual Shareholder.</del></p>
87.	<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 seal or under the hand of an officer <del>or</del> attorney <u>or other person</u> duly authorised <u>to sign the same</u>.</p>
88.	<p>The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than <u>forty-eight (48)</u> hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of <u>twelve (12)</u> Months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the meeting was originally held within <u>twelve (12)</u> Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
91.	A vote given in accordance with the terms of an instrument of proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the Share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Article 88, at least two <u>(2)</u> hours before the commencement of the meeting or adjourned meeting at which the proxy is used.
92.	<p>(a) Any corporation which is a Shareholder may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders <del>of the Company, and the</del>. <u>The</u> person so authorised shall be entitled to <u>vote and</u> exercise the same rights and powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholder <del>of the Company who is an individual</del>. References in these Articles to a Shareholder present in person at <u>any such a</u> meeting shall, unless the context otherwise requires, include a corporation which is a Shareholder represented at the meeting by such duly authorised representative.</p> <p>(b) <del>If Where a Shareholder is a</del> Clearing House (or its nominee(s)), <u>being a corporation, is a Shareholder,</u> it may (subject to Article 93) <u>appoint one or more proxies or</u> authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company, <del>or at any meeting of any class of Shareholders or any meeting of creditors, and each of those proxies or representatives shall enjoy rights equivalent to the rights of other Shareholders,</del> provided that, if more than one <u>(1)</u> person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including, <del>the right to vote individually on a show of hands and the right to speak.</del></p>

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
93.	(b) in the case of such an appointment by any other corporate Shareholder, a copy of the resolution of its directors or other governing body of the Shareholder authorising the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the Shareholder's constitutive documents and a list of directors or members of the governing body of the Shareholder as at the date of such resolution, or, as the case may be, power of attorney, in each case certified by a director, secretary or a member of the governing body of that Shareholder and notarised, or, in the case of a form of notice of appointment issued by the Company as aforesaid, completed and signed in accordance with the instructions thereon or in the case of a power of attorney a notarised copy of the relevant authority under which it was signed, shall have been deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company as aforesaid (or, if no place is specified, at the Registration Office) not less than <u>forty-eight (48)</u> hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the corporate representative proposes to vote.
96.	The number of Directors shall not be less than two (2). The Company shall keep at its Registered Office a register of its directors and officers in accordance with the Companies <del>Act</del> <u>Law</u> .
99.	A Director or an alternate Director shall not be required to hold any qualification Shares but shall nevertheless be entitled to attend and speak at all general meetings of the Company and all meetings of any class of Shareholders <del>of the Company</del> .
104.	(b) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by <del>Sections 500-504</del> of the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies <del>Act</del> <u>Law</u> , the Company shall not directly or indirectly:

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
105.	<p>(c) if he absents himself from the meetings of the Board during a continuous period of six <u>(6)</u> months, without special leave of absence from the Board, and his alternate Director (if any) shall not during such period have attended in his stead, and the Board pass a resolution that he has by reason of such absence vacated his office; or</p> <p>(g) if he shall be removed from office by an Ordinary Resolution <del>of the Company</del> under Article 114; or</p> <p>(h) if he shall be removed from the office by notice in writing served on him signed by not less than <u>two-thirds</u> <del>3/4</del> in number (or if that is not a round number, the nearest lower round number) of the Directors (including himself) then in office.</p>
108.	<p>(a) Notwithstanding any other provisions in these Articles, at each annual general meeting one-third of the Directors for the time being; <del>(or, if their number is not three or a multiple of three (3), then the number nearest to but not less than one-third);</del> shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three <u>(3)</u> years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office.</p> <p>(b) The Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three <u>(3)</u> years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.</p>
111.	The Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director <u>to the existing Board</u> . Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
112.	<p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director <u>to the Board</u> but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy <del>shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting on the Board or as an additional Director to the existing Board</del> shall hold office only until the <u>first annual general meeting of the Company after his appointment</u> and <u>shall be eligible for subject to re-election at such meeting</u>. Any Director appointed by the Board as an addition to the existing Board <del>shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.</del></p>
113.	<p>No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office. The period for lodgement of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven <del>(7)</del> days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven <del>(7)</del> days.</p>
114.	<p>The <del>Shareholders Company</del> may, <u>at any general meeting convened and held in accordance with these Articles</u>, by Ordinary Resolution remove any Director (including a Managing Director or other Executive Director) <u>at any time</u> before the expiration of his term of office notwithstanding anything <u>to the contrary</u> in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between <del>him and the Company and such Director</del>) and may by Ordinary Resolution elect another person in his stead. Any person so <del>elected shall hold office only until the next general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors or the number of Directors who are to retire</del> <u>appointed shall be subject to retirement by rotation at such meeting pursuant to Article 108.</u></p>

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
116.	The Board may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular but subject to the provisions of the Companies <del>Act-Law</del> , by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
119.	The Directors shall cause a proper register to be kept, in accordance with the provisions of the Companies <del>Act-Law</del> , of all mortgages and charges specifically affecting the property of the Company and shall duly comply with such provisions of the Companies <del>Act-Law</del> with regard to the registration of mortgages and charges as may be specified or required.
124.	A Director appointed to an office under Article 122 shall be subject to the same provisions as to resignation and removal as the other Directors <del>of the Company</del> , and he shall ipso facto and immediately cease to hold such office if he shall cease to hold the office of Director for any cause.
127.	The business of the Company shall be managed by the Board who, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the Companies <del>Act-Law</del> expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Companies <del>Act-Law</del> and of these Articles and to any regulations from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
129.	The Board may from time to time appoint a general manager, manager or managers of the business 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.

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
132.	The Board may from time to time elect or otherwise appoint one of them to the office of Chairman of the Company and another to be the Vice Chairman (or two or more Vice Chairmen) and determine the period for which each of them is to hold office. The Chairman or, in his absence, the Vice Chairman shall preside as chairman at meetings of the Board, but if no such Chairman or Vice Chairman be elected or appointed, or if at any meeting the Chairman or Vice Chairman is not present within five <u>(5)</u> minutes after the time appointed for holding the same and willing to act, the Directors present shall choose one of their number to be chairman of such meeting. All the provisions of Articles 103, 108, 123, 124 and 125 shall <i>mutatis mutandis</i> apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Article.
144.	The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may, without prejudice to his right under any contract with the Company, be removed by the Board. Anything by the Companies <del>Act</del> <u>Law</u> or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically on behalf of the Board.
145.	The Secretary shall attend all meetings of the Shareholders and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Companies <del>Act</del> <u>Law</u> and these Articles, together with such other duties as may from time to time be prescribed by the Board.
146.	A provision of the Companies <del>Act</del> <u>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.
147.	(a) Subject to the Companies <del>Act</del> <u>Law</u> , the Company shall have one or more Seals as the Board may determine, and may have a Seal for use outside the Cayman Islands. The Board shall provide for the safe custody of each Seal, and no Seal shall be used without the authority of the Board or a committee authorised by the Board in that behalf.

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
153.	<p>(a) The Company in general meeting may, upon the recommendation of the Board, resolve to capitalise any sum standing to the credit of any of the Company's reserve accounts which are available for distribution (including its share premium account and capital redemption reserve fund, subject to the Companies <del>Act-Law</del>) and to appropriate such sums to the holders of Shares on the Register at the close of business on the date of the relevant resolution (or such other date as may be specified therein or determined as provided therein) in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of Dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid.</p> <p>(b) Subject to the Companies <del>Act-Law</del>, whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the reserves or profits and undivided profits resolved to be capitalised thereby, and attend to all allotments and issues of fully paid Shares, debentures, or other securities and generally shall do all acts and things required to give effect thereto. For the purpose of giving effect to any resolution under this Article, the Board may settle any difficulty which may arise in regard to a capitalisation issue as it thinks fit, and in particular may disregard fractional entitlements or round the same up or down and may determine that cash payments shall be made to any Shareholders in lieu of fractional entitlements or that fractions of such value as the Board may determine may be disregarded in order to adjust the rights of all parties or that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the Shareholders concerned, and no Shareholders who are affected thereby shall be deemed to be, and they shall be deemed not to be, a separate class of Shareholders by reason only of the exercise of this power. The Board may authorise any person to enter on behalf of all Shareholders interested in a capitalisation issue any agreement with the Company or other(s) providing for such capitalisation and matters in connection therewith and any agreement made under such authority shall be effective and binding upon all concerned. Without limiting the generality of the foregoing, any such agreement may provide for the acceptance by such persons of the Shares, debentures or other securities to be allotted and distributed to them respectively in satisfaction of their claims in respect of the sum so capitalised.</p>
154.	Subject to the Companies <del>Act-Law</del> and these Articles, the Company in general meeting may declare Dividends in any currency but no Dividends shall exceed the amount recommended by the Board.

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
156.	<p>(a) No Dividend shall be declared or paid or shall be made otherwise than in accordance with the Companies <del>Act</del> Law.</p> <p>(b) Subject to the provisions of the Companies <del>Act</del> Law but without prejudice to paragraph (a) of this Article, where any asset, business or property is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) the profits and losses thereof as from such date may at the discretion of the Board in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company, and be available for Dividend accordingly. Subject as aforesaid, if any Shares or securities are purchased cum Dividend or interest, such Dividend or interest may at the discretion of the Board be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof or to apply the same towards reduction of or writing down the book cost of the asset, business or property acquired.</p>
160.	<p>(a)(i) (B) the Board, after determining the basis of allotment, shall give not less than <del>fourteen (14)</del> clear days' notice in writing to the Shareholders of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;</p> <p>(a)(ii)(B) the Board, after determining the basis of allotment, shall give not less than <del>fourteen (14)</del> clear days' notice in writing to the Shareholders of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;</p>
168.	<p>All Dividends, bonuses or other distributions or the proceeds of the realisation of any of the foregoing unclaimed for one (<del>1</del>) year after having been declared by the Company until claimed and, notwithstanding any entry in any books of the Company may be invested or otherwise made use of by the Board for the benefit of the Company or otherwise howsoever, and the Company shall not be constituted a trustee in respect thereof. All Dividends, bonuses or other distributions or the proceeds of the realisation of any of the foregoing unclaimed for six (<del>6</del>) years after having been declared may be forfeited by the Board and, upon such forfeiture, shall revert to the Company and, in the case where any of the same are securities of the Company, may be re-allotted or re-issued for such consideration as the Board thinks fit and the proceeds thereof shall accrue to the benefit of the Company absolutely.</p>

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
171.	The Board shall make or cause to be made such annual or other returns or filings as may be required to be made in accordance with the Companies <del>Act-Law</del> .
172.	The Board shall cause proper books of account to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place; and of the assets and liabilities of the Company and of all other matters required by the Companies <del>Act-Law</del> necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions.
174.	No Shareholder (not being a Director) or other person shall have any right of inspecting any account or book or document of the Company except as conferred by the Companies <del>Act-Law</del> or ordered by a court of competent jurisdiction or authorised by the Board or the Company in general meeting.
175.	(b) Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by two <del>(2)</del> of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than <del>twenty-one</del> <u>(21)</u> days before the date of the meeting be delivered or sent by post together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being <del>be</del> (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
	(c) Subject to the Listing Rules, the Company may send summarised financial statements to Shareholders who has, in accordance with the Listing Rules, consented and elected to receive summarised financial statements instead of the full financial statements. The summarised financial statements must be accompanied by any other documents as may be required under the Listing Rules and must be sent to the Shareholders not less than twenty-one (21) days before the general meeting to those Shareholders that have consented and elected to receive the summarised financial statements.
176.	<p>(a) The <del>Shareholders</del> Company shall at <del>each</del> annual general meeting <del>by Ordinary Resolution</del> appoint one or more firms of auditors to <del>audit the accounts of the Company and</del> hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee <del>of the Company</del> shall not be appointed Auditors <del>of the Company</del>. <del>The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act.</del> The remuneration of the Auditors shall be fixed by <del>or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board</del> <u>by Ordinary Resolution or in such manner as the Shareholders may determine.</u></p> <p>(b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, <u>by Ordinary Resolution</u>, remove the Auditors <del>by Special Resolution</del> at any time before the expiration of <del>his</del> <u>the</u> term of office and shall, by Ordinary Resolution, at that meeting, appoint new <u>Auditor(s)</u> <del>auditors</del> in <u>his</u> <del>stead</del> <u>(their</u> <del>its</del> <u>place)</u> for the remainder of <del>such</del> <u>the</u> term.</p> <p>(c) <del>The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditor(s) (if any) may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 176(b), 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 Shareholders at such remuneration to be determined by the Shareholders under Article 176(a).</del></p>

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
177.	The Auditors <del>of the Company</del> shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information as may be necessary for the performance of his or their duties, and the Auditors shall audit every balance sheet and profit and loss account of the Company in each year and prepare an Auditors' report thereon to be annexed thereto. Such report shall be laid before the Company in the annual general meeting.
178.	No person other than the retiring Auditors shall be appointed as Auditors at an annual general meeting unless notice of an intention to nominate that person to the office of Auditors has been given to the Company not less than <u>fourteen (14)</u> clear days before the annual general meeting, and the Company shall send a copy of any such notice to the retiring Auditors and shall give notice thereof to the Shareholders not less than seven <u>(7)</u> days before the annual general meeting provided that the above requirement for sending a copy of such notice to the retiring Auditors may be waived by notice in writing by the retiring Auditors to the Secretary.
180.	<p>(a) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the Companies <del>Act</del> Law and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.</p> <p>(b) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies <del>Act</del> Law and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.</p>

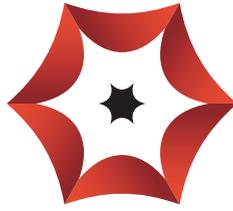
Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
	(c) Any such notice or document may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen (15) days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. Where any notice or document is served or delivered to any person in respect of a share in accordance with these Articles, no person deriving any title or interest in that share shall be entitled to any further service or delivery of that notice or document.
181.	(c) If on three (3) consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address for the service of notices on him.
187.	No Shareholder (not being a Director) shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company which in the opinion of the Board will be inexpedient in the interests of the Shareholders-of the Company to communicate to the public.
188.	Subject to the Companies <del>Act-Law</del> , a resolution that the Company be wound up by the <del>court-Court</del> or be wound up voluntarily shall be passed by way of a Special Resolution.
190.	If the Company shall be wound up (in whatever manner) the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Companies <del>Act Law</del> , divide among the Shareholders in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different classes of Shareholders and the Shareholders within each class. The liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of Shareholders as the liquidator, with the like sanction, shall think fit, but so that no Shareholder shall be compelled to accept any Shares or other assets upon which there is a liability.

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
193.	<p>(a) (i) during the period of <u>twelve (12)</u> years prior to the date of the advertisements referred to in sub-paragraph (ii) below (or, if published more than once, the first thereof) at least three <u>(3)</u> Dividends or other distributions in respect of the Shares in question have become payable or been made and no Dividend or other distribution in respect of the Shares during that period has been claimed;</p> <p>(ii) the Company has caused an advertisement to be inserted in the Newspapers of its intention to sell such Shares and a period of three <u>(3)</u> months has elapsed since the date of such advertisement (or, if published more than once, the first thereof);</p> <p>(iii) the Company has not at any time during the said periods of <u>twelve (12)</u> years and three <u>(3)</u> months received any indication of the existence of the holder of such Shares or of a person entitled to such Shares by death, bankruptcy or operation of law; and</p>
194.	<p>(a) any share certificate which has been cancelled at any time after the expiry of one <u>(1)</u> year from the date of such cancellation;</p> <p>(b) any dividend mandate or any variation or cancellation thereof or any notification of change of name or address at any time after the expiry of two <u>(2)</u> years from the date on which such mandate, variation, cancellation or notification was recorded by the Company;</p> <p>(c) any instrument of transfer of Shares which has been registered at any time after the expiry of six <u>(6)</u> years from the date of registration;</p> <p>(d) any other document, on the basis of which any entry in the Register is made, at any time after the expiry of six <u>(6)</u> years from the date on which an entry in the Register was first made in respect of it;</p>
195.	The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the Companies <del>Act</del> Law:
196.	The following provisions shall have effect at any time and from time to time provided that they are not prohibited by or inconsistent with the Companies <del>Act</del> Law:
<b><u>FINANCIAL YEAR</u></b>	
197.	<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>

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## NOTICE OF ANNUAL GENERAL MEETING

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### China Jicheng Holdings Limited 中國集成控股有限公司

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

**(Stock Code: 1027)**

### NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of China Jicheng Holdings Limited 中國集成控股有限公司 (the “**Company**”) will be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on 29 June 2023 at 3:00 p.m. for considering and, if thought fit, to transact the following businesses:

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 6 June 2023.

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2022;
2. Each being a separate resolution:
  - (a) To re-elect Mr. Huang Wenji as executive Director;
  - (b) To re-elect Mr. Chung Kin Hung, Kenneth as executive Director;
  - (c) To re-elect Mr. Tso Sze Wai as independent non-executive Director; and
  - (d) To authorise the board of Directors of the Company (the “**Board**”) to fix the Directors’ remuneration;
3. To re-appoint Elite Partners CPA Limited as the auditors of the Company and to authorise the Board to fix the auditors’ remuneration;

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## NOTICE OF ANNUAL GENERAL MEETING

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4. To consider and if thought fit, pass the following resolution as ordinary resolution of the Company (with or without amendments), “**THAT**:
- (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined (d) below) to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period;
  - (c) the total number of Shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20% of the total number of Shares of the Company in issue on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
  - (d) for the purposes 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 or any other applicable law of the Cayman Islands to be held; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

- 5. To consider and if thought fit, pass the following resolution as ordinary resolution of the Company (with or without amendments), “**THAT:**
  - (a) subject to paragraph (b), the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the total number of Shares of the Company in issue 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 purposes 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 of the Company, or any other applicable law of the Cayman Islands to be held; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(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 of the Company by this resolution.”

6. To consider and if thought fit, pass the following resolution as ordinary resolution of the Company (with or without amendments), “**THAT:**

subject to the ordinary resolutions nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 4 above be and is hereby extended by the addition thereon of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this resolution, provided that such amount shall not exceed 10% of the total number of Shares of the Company on the date of the passing of resolution no. 5.”

7. To consider and, if thought fit, pass the following resolution as a special resolution of the Company (with or without amendments), “**THAT:**

(a) the proposed amendments to the existing memorandum and articles of association of the Company (the “**Proposed Amendments**”), details of which are set out in Appendix III to the circular of the Company dated 6 June 2023 be and are hereby approved;

(b) the second 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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) any one of the Directors and the 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  
**China Jicheng Holdings Limited**  
**Huang Wenji**  
*Chairman*

Fujian Province, the PRC, 6 June 2023

*Notes:*

1. A form of proxy for the meeting is enclosed.
2. Any member of the Company entitled to attend and vote at the meeting 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 or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. 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.
3. 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 or attorney duly authorised.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's Hong Kong branch share registrar and transfer office, 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 adjournment thereof (as the case may be) at which the person named in the instrument proposes to vote.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any Share, any one of such persons may vote at any meeting either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stand first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.

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## NOTICE OF ANNUAL GENERAL MEETING

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7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against ordinary resolution no. 5 as set out in this notice will be included in a circular to be sent to members of the Company.
8. The register of members of the Company will be closed from Monday, 26 June 2023 to Thursday, 29 June 2023, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Friday, 23 June 2023.
9. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong any time after 12:00 noon on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the websites of the Company at ([www.china-jicheng.cn](http://www.china-jicheng.cn)) and the Stock Exchange at ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the date, time and venue of the rescheduled meeting.

*As at the date of this notice, the Board comprises four executive Directors, namely Mr. Huang Wenji, Mr. Yang Guang, Mr. Lin Zhenshuang and Mr. Chung Kin Hung, Kenneth, and three independent non-executive Directors, namely Mr. Tso Sze Wai, Mr. Yang Xuetai and Ms. Lee Kit Ying, Winnie.*