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

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker 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 Tai Kam Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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

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**TAI KAM HOLDINGS LIMITED**

**泰錦控股有限公司**

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

**(Stock Code: 8321)**

**I. PROPOSED GRANT OF SHARE ISSUE MANDATE AND SHARE  
REPURCHASE MANDATE;  
II. PROPOSED RE-ELECTION OF DIRECTORS;  
III. PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION;  
AND  
IV. NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (“AGM”) of Tai Kam Holdings Limited (the “Company”) to be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong, at 3:00 p.m. on Friday, 27 October 2023 is set out on pages AGM-1 to AGM-6 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Boardroom Share Registrars (HK) Limited, the Hong Kong branch share registrar and transfer office of the Company, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. at or before 3:00 p.m. on Wednesday, 25 October 2023 (Hong Kong time)) (or any adjournment thereof). Completion and return of the accompanying form of proxy will not preclude you from attending and voting at the AGM (or any adjournment thereof) in person if you so wish and in such event, the form of proxy shall be deemed to be revoked.

*This circular will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the day of its posting. This circular will also be published on the Company’s website at [www.taikamholdings.com](http://www.taikamholdings.com).*

27 September 2023

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## CHARACTERISTICS OF GEM

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

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



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## DEFINITIONS

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

“AGM”	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, at 3:00 p.m. on Friday, 27 October 2023, the notice of which is set out on pages AGM-1 to AGM-6 of this circular
“Articles of Association”	the amended and restated articles of association of the Company
“Board”	the board of Directors
“close associates”	has the meaning ascribed to it under the GEM Listing Rules
“Companies Act”	the Companies Act (Revised) of the Cayman Islands as amended from time to time
“Company”	Tai Kam Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	22 September 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Date”	28 October 2016, being the date of listing of the Shares on GEM

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## DEFINITIONS

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“Memorandum and Articles”	the memorandum and articles of association of the Company currently in force and as amended, supplemented or otherwise modified from time to time
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Share Issue Mandate”	a general mandate to the Directors to allot, issue or otherwise deal with securities of the Company not exceeding 20% of the total number of Shares in issue as at the date of passing of the Shareholders’ resolution approving the Share Issue Mandate
“Share Repurchase Mandate”	a general mandate to the Directors to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the Shareholders’ resolution approving the Share Repurchase Mandate
“Shareholder(s)”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers as approved by the Securities and Futures Commission in Hong Kong, as amended from time to time
“%”	per cent

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LETTER FROM THE BOARD

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**TAI KAM HOLDINGS LIMITED**

**泰錦控股有限公司**

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

**(Stock Code: 8321)**

*Executive Directors:*

Mr. Lang Junhao (*Chairman*)

Ms. Liu Tanying

*Independent non-executive Directors:*

Mr. Lo Chi Yung

Ms. Li Yixuan

Mr. Lau Wang Lap

*Registered office:*

Windward 3, Regatta Office Park,

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Principal Place of Business*

*in Hong Kong:*

Unit 1104A, 11/F,

Kai Tak Commercial

Building,

No.317-319

Des Voeux Rd Central

Hong Kong

27 September 2023

*To the Shareholders*

*Dear Sir or Madam,*

**I. PROPOSED GRANT OF SHARE ISSUE MANDATE AND SHARE  
REPURCHASE MANDATE;  
II. PROPOSED RE-ELECTION OF DIRECTORS;  
III. PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION;  
AND  
IV. NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information regarding the resolutions to be proposed at the AGM relating to, *inter alia*, (i) the granting of the Share Issue Mandate to the Directors; (ii) the granting of the Share Repurchase Mandate to the Directors; (iii) the re-election of Directors; and (iv) the Proposed Amendments, to enable the Shareholders to make informed decisions as to whether to vote for or against the resolutions.

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## LETTER FROM THE BOARD

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### PROPOSALS FOR GRANTING THE GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

An ordinary resolution will be proposed to grant to the Directors a new general mandate to allot, issue or otherwise deal with additional Shares of not exceeding 20% of the total number of Shares in issue as at the date of passing of the resolution during the period from the close of the AGM up to (i) the conclusion of the next annual general meeting of the Company, or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws or the Articles of Association to be held, or (iii) the date of revocation or variation of the said resolution by passing an ordinary resolution in general meeting prior to the next annual general meeting, whichever is the earliest. As at the Latest Practicable Date, there was in issue a total of 246,400,000 Shares. Subject to the passing of the resolution and assuming that no further Shares are issued or repurchased prior to the AGM, no more than 49,280,000 Shares may be allotted and issued by the Company if the Share Issue Mandate is exercised in full.

At the AGM, an ordinary resolution will be proposed to grant to the Directors a new general mandate to repurchase the Shares up to 10% of the total number of Shares in issue as at the date of passing the resolution during the period from the close of the AGM up to (i) the conclusion of the next annual general meeting of the Company, or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws or the Articles of Association to be held, or (iii) the date of revocation or variation of the said resolution by passing an ordinary resolution in general meeting prior to the next annual general meeting, whichever is the earliest. As at the Latest Practicable Date, there was in issue a total of 246,400,000 Shares. Subject to the passing of the resolution and assuming that no further Shares are issued or repurchased prior to the AGM, no more than 24,640,000 Shares may be repurchased by the Company if the Share Repurchase Mandate is exercised in full.

Conditional on the passing of the resolutions to grant the Share Issue Mandate and the Share Repurchase Mandate, an ordinary resolution to authorise the Directors to exercise the powers of the Company to allot, issue, and deal with additional securities under the Share Issue Mandate by adding the number of those Shares repurchased by the Company pursuant to the Share Repurchase Mandate will be proposed at the AGM.

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## LETTER FROM THE BOARD

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With reference to the proposed new general mandates, the Directors, as at the date hereof, wish to state that they have no immediate plans to issue any new Shares or repurchase Shares pursuant to the relevant mandates.

An explanatory statement in connection with the Share Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the relevant resolution in accordance with the requirements of the GEM Listing Rules.

### **PROPOSED RE-ELECTION OF DIRECTORS**

In accordance with Articles 108 and 112 of the Articles of Association, Mr. Lang Junhao and Mr. Lo Chi Yung shall retire and, being eligible, offer themselves for re-election at the AGM.

The details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **PROCESS FOR NOMINATION OF DIRECTORS**

The process for the nomination of Directors, including independent non-executive Directors, are to invite nominations from Board members or Nomination Committee members. In the context of re-appointment of any existing member(s) of the Board, the Nomination Committee makes recommendations to the Board for its consideration and recommendation, for the proposed candidates to stand for re-election at a general meeting.

### **RECOMMENDATION OF THE NOMINATION COMMITTEE**

The Nomination Committee has considered Mr. Lang Junhao's extensive experience in the construction industry, his working profile and other perspectives, skills and experience as set out in Appendix II to this circular. The Nomination Committee is satisfied that Mr. Lang Junhao has the required character, integrity and experience to continuously fulfil her role as an executive Director effectively.

The Nomination Committee has also considered Mr. Lo Chi Yung's extensive experience in accounting and finance, his working profile and others perspectives skills and experience as set out in Appendix II to this circular. The Nomination Committee is satisfied that Mr. Lo Chi Yung has the required characters, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively.

Each of the retiring Directors standing for re-election above brings to the Board a diversity of perspectives, including but not be limited to age, cultural and educational background, experience (professional or otherwise), skills and knowledge.

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## LETTER FROM THE BOARD

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The Board has assessed and reviewed the written confirmation of independence from each of the independent non-executive Directors who have offered themselves for re-election at the AGM based on the independence criteria as set out in the GEM Listing Rules. The Board is of the view that there is nothing that would affect the exercise of independent judgement by any such retiring independent non-executive Director standing for re-election.

Accordingly, with the recommendation of the Nomination Committee, the Board believes the re-election of Mr. Lo Chi Yung as independent non-executive Directors and Mr. Lang Junhao as an executive Director would be in the best interests of the Company and Shareholders as a whole and has proposed that all the above retiring Directors stand for re-election as Directors 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 GEM Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers. As such, the Board proposes to amend the Memorandum and Articles for the purposes of, among others, (i) bringing the Memorandum and Articles in line with amendments made to the GEM Listing Rules and applicable laws of the Cayman Islands; and (ii) making certain other housekeeping amendments to the Memorandum and Articles.

Details of the Proposed Amendments (with mark-ups showing changes from the existing Memorandum and Articles) 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 shall remain valid. The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments conform with the applicable requirements under the GEM Listing Rules and are not inconsistent with the applicable laws of 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.

### **AGM**

A notice convening the AGM to be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong, at 3:00 p.m. on Friday, 27 October 2023 is set out on pages AGM-1 to AGM-6 of this circular.

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## LETTER FROM THE BOARD

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A form of proxy is enclosed with this circular for use at the AGM. Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed form of proxy to the office of the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the AGM (i.e. at or before 3:00 p.m. on Wednesday, 25 October 2023 (Hong Kong time)) (or any adjournment thereof). Completion of the accompanying form of proxy will not preclude you from attending and voting at the AGM (or any adjournment thereof) in person if you so wish and in such event, the form of proxy shall be deemed to be revoked.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at the AGM must be taken by poll except where the Chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

### RESPONSIBILITY STATEMENT

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

### RECOMMENDATION

The Directors are of the opinion that (i) the granting of the Share Issue Mandate to the Directors; (ii) the granting of Share Repurchase Mandate to the Directors; (iii) the re-election of Directors; and (iv) the Proposed Amendments are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of all the resolutions to be proposed at the AGM.

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 20 October 2023 to Friday, 27 October 2023, both days inclusive, during which period no transfer of Shares will be registered.

In order to be eligible to attend and vote at the AGM, unregistered holders of Shares should ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Thursday, 19 October 2023.

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## LETTER FROM THE BOARD

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### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text in the event of inconsistency.

Yours faithfully  
For and on behalf of the Board  
**Tai Kam Holdings Limited**  
**Lang Junhao**  
*Chairman*

*This appendix contains information required under Rule 13.08 of the GEM Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in connection with the proposed Share Repurchase Mandate.*

### **1.    SHAREHOLDERS' APPROVAL**

All proposed repurchase of shares by a company with its primary listing on the Stock Exchange must be approved in advance by way of an ordinary resolution, either of a specific approval of a particular transaction or of a general mandate to the Directors to make such repurchases.

### **2.    TOTAL NUMBER OF SHARES IN ISSUE**

As at the Latest Practicable Date, the total number of Shares in issue was 246,400,000 Shares.

Subject to the passing of the ordinary resolution approving the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the AGM, the Directors will be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total number of not exceeding 24,640,000 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

### **3.    REASONS FOR REPURCHASES**

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

**4.    SOURCE OF FUNDS**

Repurchases of Shares made pursuant to the Share Repurchase Mandate must be made out of funds legally available for such purpose in accordance with its Articles of Association, the GEM Listing Rules, the applicable laws of the Cayman Islands and/or any other applicable laws, as the case may be. Pursuant to the Share Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilised in this connection, including funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase. In the case of any premium payable on the repurchase, such payment will be made out of funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company. The Company may not repurchase securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of GEM prevailing from time to time.

**5.    IMPACT OF SHARE REPURCHASES**

There might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements for the year ended 30 April 2023) in the event the Share Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company. The Directors would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole.

**6.    SHARE PRICES**

The highest and lowest traded prices of which the Shares were traded on the Stock Exchange during each of the previous 12 months prior to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Price per Share</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2022</b>		
September	0.315	0.27
October	0.33	0.295
November	0.465	0.3
December	0.3	0.23
<b>2023</b>		
January	0.232	0.178
February	0.208	0.181
March	0.237	0.208
April	0.23	0.22
May	0.239	0.188
June	0.237	0.215
July	0.215	0.21
August	0.23	0.21
September (up to the Latest Practicable Date)	0.23	0.187

**7.    UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the Share Repurchase Mandate in accordance with the Articles of Association, the GEM Listing Rules and the applicable laws, rules and regulations of the Cayman Islands from time to time in force.

**8.    DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge, having made all reasonable enquires, any of their close associates, has any present intention to sell any Shares to the Company or its subsidiaries in the event that the Share Repurchase Mandate is approved by the Shareholders.

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so in the event that the Company is authorised to make repurchases of Shares.

#### **9.    EFFECT OF THE TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, 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 purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate the control of the Company, and depending on the level of increase of the Shareholders' interests, may become obliged to make a mandatory offer in accordance with Rules 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, no Shareholder's interested in 5 per cent or more of the issued share capital of the Company as recorded in the register of interests in shares and short positions of the Company under Section 336(I) of Part XV of the Securities and Futures Ordinance.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. The Directors will not repurchase shares if the repurchase would result in the number of the Shares which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

#### **10.   SHARES REPURCHASED BY THE COMPANY**

The Company did not repurchase any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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## APPENDIX II      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

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

**Mr. Lo Chi Yung** (羅智勇), aged 44, was appointed as an independent non-executive director on 30 April 2021.

He holds a bachelor of computer science and engineering degree from The Hong Kong University of Science and Technology. He has over 19 years of project management, marketing and business development experience in financial services industry. Prior to joining our Group, Mr. Lo had held senior management position in sizable companies and he was mainly responsible for project management, strategic planning and operational management.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lo has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and is not connected with any other Directors, senior management or substantial or controlling Shareholders and has not held any other position with any members of the Group.

As at the Latest Practicable Date, Mr. Lo did not have any interests in any share in the Company (within the meaning of Part XV of the SFO).

Mr. Lo has renewed the letter of appointment for a term of 1 years and, which may be terminated by not less than one month's notice served by either party on the other; and (b) subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the amended and restated memorandum and articles of association of the Company. In accordance with the amended and restated memorandum and articles of association of the Company, Mr. Lo will hold office until the next annual general meeting of the Company. Mr. Lo is entitled to a remuneration of HK\$96,000 per annum, which was determined with reference to his duties and responsibilities with the Company.

**Mr. Lang Junhao** (郎俊豪) (“**Mr. Lang**”), aged 35, was appointed as an executive Director on 18 April 2023. He was graduated from the profession of administrative management of the Open University of China (formerly known as China Central Radio and TV University (中央廣播電視大學)). Mr. Lang has 10 years of experience at cost engineer field. Prior to joining the Group, Mr. Lang was a manager of the engineering department of a construction company.

As at the Latest Practicable Date, Mr. Lang did not have any interests in any share in the Company (within the meaning of Part XV of the SFO).

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**APPENDIX II      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED**

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Mr. Lang has entered into a director's service agreement with the Company for a term of one year from 18 April 2023, which may be terminated by giving the other party not less than one month's prior notice in writing. Mr. Lang is entitled to receive an annual director fee of HK\$360,000 which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group. In addition, Mr. Lang is entitled to such discretionary bonus as the Board may approve, provided that the total amount of the bonus payable to all the executive Directors for any financial year of the Company shall not exceed 20% of the combined profits attributable to Shareholders (after payment of such discretionary bonuses) in respect of that financial year of the Company.

As at the Latest Practicable Date, Mr. Lang has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and is not connected with any other Directors, senior management or substantial or controlling Shareholders and has not held any other position with any members of the Group.

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

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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.

<b>Provision No.</b>	<b>Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)</b>
Cover Page	<p style="text-align: center;"><b><u>SECOND AMENDED AND RESTATED</u></b> <b>MEMORANDUM</b> <b>AND</b> <b>ARTICLES</b> <b>OF</b> <b>ASSOCIATION</b></p> <hr/> <p style="text-align: center;"><b>Tai Kam Holdings Limited</b> 泰錦控股有限公司</p> <hr/> <p style="text-align: center;">(as-adopted by a Special Resolution passed on <u>27 October 2023</u>-<del>26 September 2016</del>)</p>
Tables of Contents	<p style="text-align: center;"><u>Financial Year . . . . . 89</u></p>

<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></p> <p style="text-align: center;"><b><u>SECOND AMENDED AND RESTATED</u></b> <b>MEMORANDUM OF ASSOCIATION</b> <b>OF</b></p> <p style="text-align: center;"><b>Tai Kam Holdings Limited</b> <b>泰錦控股有限公司</b> <b>(Company)</b></p> <p style="text-align: center;">(adopted by a Special Resolution passed on <u>27 October 2023</u><del>26 September 2016</del>)</p>
2.	The registered office is situated at the offices of <u>Ocorian Trust (Cayman) Limited, Windward 3, Regatta Office Park, Estera Trust (Cayman) Limited, Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands</u> or at such other place in the Cayman Islands as the Directors may from time to time decide.
5.	If the Company is registered as an exempted company as defined in the Cayman Islands Companies <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 special resolution, to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de-registered in the Cayman Islands.
7.	The authorised share capital of the Company is HK\$20,000,000 consisting of <u>400,000,000</u> <del>2,000,000,000</del> shares of <u>a par value of HK\$0.05</u> <del>0.01</del> each, with the power for the Company to increase or reduce the said capital <u>subject to the provisions of the Cayman Islands Companies Act (as Revised) and the Articles of Association of the Company</u> and to issue any part of its capital, original 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><b>THE COMPANIES <del>ACT-LAW</del> (AS REVISED)</b>  <b>EXEMPTED COMPANY LIMITED BY SHARES</b></p> <p><b><u>SECOND AMENDED AND RESTATED</u></b>  <b>ARTICLES OF ASSOCIATION</b>  <b>OF</b></p> <p><b>Tai Kam Holdings Limited</b>  <b>泰錦控股有限公司</b>  <b>(Company)</b></p> <p>(adopted by a Special Resolution passed on <u>27 October 2023</u><del>-26 September 2016</del>)</p>						
1.	<p>(a) <del>The regulations in Table “A” in the Schedule to of the Companies Act Law (as Revised-revised) 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 style="width: 100%; border: none;"> <thead> <tr> <th style="text-align: left; width: 30%;">WORD</th> <th style="text-align: left;">MEANING</th> </tr> </thead> <tbody> <tr> <td style="vertical-align: top;"><u>Clear days:</u></td> <td style="vertical-align: top;"><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 style="vertical-align: top;"><u>Companies Act-Law:</u></td> <td style="vertical-align: top;">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> </tbody> </table>	WORD	MEANING	<u>Clear days:</u>	<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>	<u>Companies Act-Law:</u>	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;
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		<p>Listing Rules: shall mean the Rules Governing the Listing of Securities on <del>the Growth Enterprise Market GEM</del> of The Stock Exchange of Hong Kong Limited (as amended from time to time);</p> <p>Registered Office: means the registered office of the Company for the time being as required by the Companies <u>Act-Law</u>;</p> <p>Relevant Period: 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 <u>trading listing</u> 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>
(c)	(iii)	subject to the foregoing provisions of this Article, any words or expressions defined in the Companies <u>Act-Law</u> (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
(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 $\frac{3}{4}$ 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 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 notice specifying the intention to propose the resolution as a special resolution has been duly given <u>in accordance with Article 65</u> .
(e)		A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of <u>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> <sup>2</sup> notice has been duly given <u>in accordance with Article 65</u> .

2.	To the extent that the same is permissible under Cayman Islands law and subject to Article 13, a Special Resolution shall be required to <u>approve the amendments to the provisions of</u> <del>alter</del> the Memorandum of Association of the Company, to approve any amendment of the Articles, or to change the name of the Company.
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 <u>Act</u> <del>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 with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall <i>mutatis mutandis</i> apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than two <u>Shareholders present in person</u> <del>persons holding</del> (or, in the case of a Shareholder being a corporation, by its duly authorised representative) <u>holding or representing by proxy not less than one-third in nominal value of the issued Shares of that class and at, that the quorum for any meeting adjourned meeting for want of such holders, quorum shall be two</u> Shareholders present in person (or in the case of <del>a</del> the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) <u>shall be a quorum</u>; and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.</del></p>
6.	The authorised share capital of the Company on the date of the adoption of these Articles is HK\$20,000,000 divided into <u>400,000,000</u> <del>2,000,000,000</del> Shares of <u>a par value of HK\$0.05</u> <del>0.01</del> 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 <u>Act</u> <del>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.

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</del> <u>Law</u> , if and so far as such provisions may be applicable thereto.
12.	(a)	The Company may at any time pay commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any Shares, but so that the conditions and requirements of the Companies <del>Act</del> <u>Law</u> shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the Shares are issued.
	(b)	If any Shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable within a period of one year, the Company may pay interest on so much of that share capital as is for the time being paid up for the period and, subject to any conditions and restrictions mentioned in the Companies <del>Act</del> <u>Law</u> , 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.
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</del> <u>Law</u> , 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;

15.	(a)	<p>Subject to the Companies <del>Act</del> Law, 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>
	(b)	<p>Subject to the provisions of the Companies <del>Act</del> Law and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any Shares or attaching to any class of Shares, Shares may be issued on the terms that they may, at the option of the Company or the holders thereof, be liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.</p>

17.	(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.
	(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.
	(d)	The Register may be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine. <u>The Company may close the Register maintained in Hong Kong in a manner which complies with section 632 of the Companies Ordinance.</u>
18.	(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.
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.

39.	Subject to the Companies <del>Act</del> Law, 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</del> Law.
62.	At all times during the Relevant Period <del>other than the year of the Company's adoption of these Articles</del> , the Company shall in each <u>financial year</u> hold a general meeting as its annual general meeting in addition to any other meeting in that <u>financial year</u> and shall specify the meeting as such in the notice calling it; <del>and not more than 15 Months</del> . <u>Each annual general meeting shall be held within six (6) Months after the end of the Company's financial year</u> (or such longer period as may be authorised by the HK Stock Exchange) <del>shall elapse between the date of one annual general meeting of the Company and that of the next. 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.</del>	
63.	All general meetings, other than annual general meetings, shall be called extraordinary general meetings.	

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 or more Shareholders holding, <del>on</del> <u>at</u> the date of deposit of the requisition, <del>not less than one-tenth a minority stake in the total number of issued shares in the paid up capital of the Company having the right,</del> and the minimum stake required to do this shall not be less than <u>ten per cent. (10%) of the voting rights in the issued share capital of the Company.</u> Such <u>Shareholder(s) shall also be entitled to add resolutions to the agenda for the extraordinary at-general meeting-meetings so concerned.</u> 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 <u>business or resolution</u> specified in such requisition. Such meeting shall be held within two <u>(2)</u> Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>	
65.		<p>An annual general meeting of the Company shall be called by at least 21 <u>clear</u> days' notice in writing, and a general meeting of the Company, other than an annual general meeting, shall be called by at least 14 <u>clear</u> days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner <del>hereinafter</del> <u>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 this Article be deemed to have been duly called, <u>subject to the Companies Act</u>, if it is so agreed:</p>
66.	(a)	<p>The accidental omission to give any notice to, or the non-receipt of any notice by, any person entitled to receive notice shall not invalidate any resolution passed or any proceedings at <del>any</del> such meeting.</p>
	(b)	<p>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>in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% of the total voting rights at the meeting of all <del>members of the Shareholders Company.</del></p>

APPENDIX III

PARTICULARS OF PROPOSED AMENDMENTS  
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

67.	(a) (a)	(iv)	the appointment <u>and removal</u> of <u>the Auditors and other officers</u> ;
79A.	<p><u>Each Shareholder has the right to speak and the right to vote at a general meeting (except where that 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.</p>		
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 or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. 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 shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. 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.</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>. <u>In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.</u></p>		
92.	(a)	<p>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 <u>at any meeting</u> of any class of Shareholders <del>of the Company</del>, and the person so authorised shall be entitled to 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</del>. References in these Articles to a Shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a Shareholder represented at the meeting by such duly authorised representative.</p>	

	(b)	Where a Shareholder is a Clearing House (or its nominee(s)), 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</del> any meeting of any class of Shareholders <u>or any meeting of creditors, and each of those proxies or representatives shall enjoy rights equivalent to the rights of other Shareholders,</u> provided that, if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were <del>a an individual</del> Shareholder <u>who is an individual,</u> including, the right to vote <del>individually on a show of hands</del> <u>and the right to speak.</u>
96.		The number of Directors shall not be less than two (2). The Company shall keep at its Registered Office a register of its directors and officers in accordance with the Companies <del>Act</del> <u>Law</u> .
104.	(b)	Except as would, if the Company were a company incorporated in Hong Kong, be permitted by the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies <del>Act</del> <u>Law</u> , the Company shall not directly or indirectly:
111.		<u>Subject to the Articles and the Companies Act,</u> <del>the</del> 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.
112.		The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director <u>to the existing Board</u> but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the 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.</del> Any Director appointed by <u>on</u> the Board <u>or as an additional</u> <del>addition</del> Director to the existing Board shall hold office only until the <u>first next following</u> annual general meeting of the Company <u>after his appointment</u> 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.

114.	The <del>Shareholders Company</del> may, at any general meeting convened and held in accordance with these Articles, by Ordinary Resolution, remove any Director (including a managing director or other executive director) at any time before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages 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 Director so appointed shall be subject to retirement by rotation pursuant to Article 108.
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.
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.
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-Law</del> 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> Law 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> Law 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> Law, the Company shall have one or more Seals as the Board may determine, and may have a Seal for use outside the Cayman Islands. The Board shall provide for the safe custody of each Seal, and no Seal shall be used without the authority of the Board or a committee authorised by the Board in that behalf.
153.	(a)	The Company in general meeting may, upon the recommendation of the Board, resolve to capitalise any sum standing to the credit of any of the Company's reserve accounts which are available for distribution (including its share premium account and capital redemption reserve fund, subject to the Companies <del>Act</del> Law) 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.

	(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.
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.
156.	(a)	No Dividend shall be declared or paid or shall be made otherwise than in accordance with the Companies <del>Act-Law</del> .
	(b)	Subject to the provisions of the Companies <del>Act-Law</del> 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.

APPENDIX III

PARTICULARS OF PROPOSED AMENDMENTS  
TO THE 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</del> Law.	
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</del> Law 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</del> Law or ordered by a court of competent jurisdiction or authorised by the Board or the Company in general meeting.	
176.	(a)	The <del>Shareholders</del> Company shall at <del>each annual</del> a general meeting by <u>Ordinary Resolution</u> appoint one or more firms of auditors to <u>audit the accounts of the Company and hold office until the conclusion of the next annual general meeting</u> 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. Such auditor may be a Shareholder but <del>no</del> A Director, officer or employee of <u>the Company or employee of any such Director, officer or employee shall not, during his continuance in office, be appointed Auditors of the Company.</u> <u>The remuneration of the Auditors shall be fixed by the Company in general meeting by Ordinary Resolution or in such manner as the Shareholders may determine.</u>
	(b)	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 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>The remuneration of any Auditor so appointed under this Article may be fixed by the Board. Subject to Article 176(c), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members at such remuneration to be determined by the Members under Article 176(a).</u>
	(c)	The Shareholders may, at any general meeting <u>convened</u> and held in accordance with these Articles, remove the Auditors by <u>Ordinary Special Resolution</u> at any time before the expiration of <u>his</u> <del>the</del> term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.

178.	No person other than the retiring Auditors shall be appointed as Auditors at a <del>an annual</del> 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 14 clear days before the <del>annual</del> general meeting, and the Company shall send a copy of any such notice to the retiring Auditors and shall give notice thereof to the Shareholders not less than seven days before the <del>annual</del> 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.	(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-Law</del> 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.
	(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 Law</del> 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.
188.	Subject to the Companies <del>Act-Law</del> , a resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution.	

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 <u>Act Law</u> , divide among the Shareholders in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different classes of Shareholders and the Shareholders within each class. The liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of Shareholders as the liquidator, with the like sanction, shall think fit, but so that no Shareholder shall be compelled to accept any Shares or other assets upon which there is a liability.
195.	The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the Companies <u>Act Law</u> :
196.	The following provisions shall have effect at any time and from time to time provided that they are not prohibited by or inconsistent with the Companies <u>Act Law</u> :
<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 on 30th day of April in each calendar year.</u>

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## NOTICE OF AGM

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**TAI KAM HOLDINGS LIMITED**

**泰錦控股有限公司**

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

**(Stock Code: 8321)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Tai Kam Holdings Limited (the “**Company**”) will be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 27 October 2023 at 3:00 p.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**” and each a “**Director**”) and the independent auditor of the Company for the year ended 30 April 2023.
2. (A) To re-elect Mr. Lo Chi Yung as an independent non-executive Director; and  
(B) To re-elect Mr. Lang Junhao as an executive Director.
3. To authorise the board of Directors (the “**Board**”) of the Company to fix the remuneration of the Directors.
4. To re-appoint Elite Partners CPA Limited as the independent auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration.

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## NOTICE OF AGM

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5. As special business, to consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions:

A. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company (the **“Shares”**) or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of the Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of warrants to subscribe for Shares or the exercise of options granted under any share option scheme adopted by the Company; or (iii) any scrip dividend schemes 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 (the **“Articles of Association”**) from time to time, shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

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## NOTICE OF AGM

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(d) for the purpose of this resolution:

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

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

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

B. “**THAT**:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange or of any other stock exchange, as amended from time to time, be and is hereby generally and unconditionally approved;

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## NOTICE OF AGM

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(b) the total number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of Shares 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 purpose of this resolution:

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

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and

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

C. “**THAT** conditional upon passing of the resolution nos. 5A and 5B as set out in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to resolution no. 5A as set out in the notice of convening this meeting be and is hereby extended by the addition thereto a number representing the total number of the Shares repurchased by the Company under the authority granted pursuant to resolution no. 5B as set out in the notice convening this meeting, provided that such number shall not exceed 10% of the total number of Shares in issue at the date of passing of this resolution.”

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## NOTICE OF AGM

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### SPECIAL RESOLUTION

6. As special business, to consider and, if thought fit, pass, with or without modification, the following resolution as a special resolution:

**“THAT:**

- (a) the proposed amendments to the existing Memorandum and Articles of the Company (the **“Proposed Amendments”**), be and are hereby approved;
- (b) the second amended and restated Memorandum and Articles of the Company (the **“New Memorandum and Articles”**) (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 the Company in substitution for, and to the exclusion of, the existing Memorandum and Articles of the Company with immediate effect after the close of the meeting; and
- (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 (including filing the New Memorandum and Articles with the relevant authorities for approval, endorsement and/or registration as appropriate) and execute and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as the director or Company Secretary of the Company in his or her sole opinion and absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the Proposed Amendments and adoption of the New Memorandum and Articles.”

By order of the Board  
**Tai Kam Holdings Limited**  
**Lang Junhao**  
*Chairman*

Hong Kong, 27 September 2023

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## NOTICE OF AGM

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*Notes:*

- A. For the purpose of determining shareholders' eligibility to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 20 October 2023 to Friday, 27 October 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the above meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Thursday, 19 October 2023.
- B. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and to vote on his/her behalf. A shareholder who is the holder of two or more shares in the Company may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not be a shareholder of the Company.
- C. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notorially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for the above meeting (or any adjournment thereof) (i.e. at or before 3:00 p.m. on Wednesday, 25 October 2023 (Hong Kong time)).
- D. Completion and delivery of a form of proxy shall not preclude you from attending and voting in person at the above meeting (or any adjustment thereof) if you so wish and in such event, the instrument appoint a proxy shall be deemed to be revoked.
- E. Where there are joint holders of any shares, any one of such joint holders may vote at the above meeting, either in person or by proxy in respect of such shares as if he/she was solely entitled hereto; but if more than one of such joint holders is present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such shares shall alone be entitled to vote in respect thereof.
- F. A form of proxy for use at the above meeting is attached herewith.
- G. Any voting at the above meeting shall be taken by poll.
- H. The form of proxy shall be signed by a shareholder of the Company or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorised.
- I. With regard to ordinary resolution no. 2 set out herein, details of the Directors proposed to be re-elected are set out in Appendix II to the circular of the Company dated 27 September 2023.
- J. In connection with the proposed share repurchase mandate under ordinary resolution no. 5B, an explanatory statement on share repurchase mandate is set out in Appendix I to the circular of the Company dated 27 September 2023.