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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 **Jinhui Holdings Company 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 transfer was effected for transmission to the purchaser or transferee.

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JINHUI HOLDINGS COMPANY LIMITED
金輝集團有限公司

(Incorporated in Hong Kong with limited liability)

Stock Code: 137

PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND TO BUY BACK SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING

The notice dated 22 April 2024 convening the annual general meeting of Jinhui Holdings Company Limited to be held at Soho 1 & 2, 6/F, Ibis Hong Kong Central and Sheung Wan Hotel, 28 Des Voeux Road West, Sheung Wan, Hong Kong on Monday, 27 May 2024 at 9:30 a.m. is reproduced on pages 37 to 40 of this circular for information only. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting should you so desire.

22 April 2024

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened at Soho 1 & 2, 6/F, Ibis Hong Kong Central and Sheung Wan Hotel, 28 Des Voeux Road West, Sheung Wan, Hong Kong on Monday, 27 May 2024 at 9:30 a.m.;
“AGM Notice”	the notice convening the AGM, a copy of which is reproduced on pages 37 to 40 of this circular;
“Articles of Association”	the articles of association of the Company and “Article” shall be construed accordingly;
“associates”	has the same meaning ascribed to it under the Listing Rules;
“Board”	the board of directors of the Company;
“CG Code”	Corporate Governance Code as set out in Appendix C1 to the Listing Rules;
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
“Company”	Jinhui Holdings Company Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Jinhui Shipping”	Jinhui Shipping and Transportation Limited, a company incorporated in Bermuda with limited liability, and an approximately 55.69% owned subsidiary of the Company as at the Latest Practicable Date, whose shares are listed on the Oslo Stock Exchange (Oslo Børs), Norway;
“Latest Practicable Date”	16 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Proposed Amendments”	the proposed amendments to the Articles of Association as set out in Appendix III to this circular;

DEFINITIONS

“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission, as amended from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



JINHUI HOLDINGS COMPANY LIMITED
金輝集團有限公司
(Incorporated in Hong Kong with limited liability)

Stock Code: 137

Executive Directors:

Ng Siu Fai, *Chairman*
Ng Kam Wah Thomas, *Managing Director*
Ng Ki Hung Frankie
Ho Suk Lin

Registered office:

26th Floor
Yardley Commercial Building
1-6 Connaught Road West
Hong Kong

Independent Non-executive Directors:

Cui Jianhua
Tsui Che Yin Frank
William Yau

22 April 2024

To the Shareholders,

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to give Shareholders the AGM Notice at which the necessary resolutions will be proposed to consider and, if thought fit, approve (i) the granting of the general mandates to issue and buy back the Shares; (ii) the re-election of retiring Directors; and (iii) the amendments to the Articles of Association.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SHARES AND TO BUY BACK SHARES

At the AGM, separate ordinary resolutions will be proposed to seek the approval of the Shareholders to grant to the Directors general mandates to:

- (i) allot and issue, subject to the criteria set out in the AGM Notice, Shares up to a maximum of 20% of the aggregate number of issued Shares as at the date of passing of the relevant resolution and to allot and issue further Shares bought back by the Company pursuant to the buy-back mandate referred to in (ii) below; and
- (ii) buy back, subject to the criteria set out in the AGM Notice, Shares up to a maximum of 10% of the aggregate number of issued Shares as at the date of passing of the relevant resolution.

The proposed general mandate to issue Shares will continue to be in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in paragraph (d) of resolution 5 as set out in the AGM Notice.

A statement explaining the proposed general mandate to buy back Shares is set out in the Explanatory Statement in Appendix I to this circular in accordance with the Listing Rules in respect of buy-back of securities by a company with its primary listing on the Stock Exchange.

RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises four executive directors, including the Chairman and the Managing Director, and three independent non-executive directors.

All the Directors, other than the Chairman and the Managing Director, shall be subject to retirement by rotation as provided in the Articles of Association. According to the Article 92, at the annual general meeting in every year, one-third of the Directors who are subject to retirement by rotation or, if their number is not three or multiple of three, the number nearest one-third, shall retire from office; but, if there is only one Director who is subject to retirement by rotation, he shall retire, provided that, in any case, every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. The Directors to retire by rotation shall be those who have been longest in office since their last appointment and re-appointment.

At the AGM, resolution numbered 2 as set out in the AGM Notice, Ms. Ho Suk Lin and Mr. Tsui Che Yin Frank will retire from office as Directors at the AGM and, being eligible, will offer themselves for re-election pursuant to the Articles of Association. Details of Ms. Ho Suk Lin and Mr. Tsui Che Yin Frank, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

LETTER FROM THE BOARD

Pursuant to code provision B.2.3 of Part 2 of the CG Code, if an independent non-executive director has served more than nine years, such director's further appointment should be subject to a separate resolution to be approved by shareholders. The papers to shareholders accompanying that resolution should state why the board (or the nomination committee) believes such independent non-executive director is still independent and should be re-elected, including the factors considered, the process and the discussion of the board (or the nomination committee) in arriving at such determination.

Mr. Tsui Che Yin Frank has served as an independent non-executive director of the Company for more than nine years since 1994. The Board noted the positive contributions of Mr. Tsui to the Board on the development of the Company's strategy and policies through his independent and constructive contributions supported by his skills, expertise and qualifications. His extensive experience gained from his management positions in various entities also contributes to the diversity of the Board. The nomination has been considered in accordance with the nomination policy and the objective criteria therein (including but not limited to skills, knowledge, experience, expertise, professional and educational qualifications), with due regard to the benefits of diversity as set out in the diversity policy of the Board. Mr. Tsui has given an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules to the Company. The nomination committee of the Company has assessed and is satisfied of the independence of Mr. Tsui. The Board is of the view that the long service of Mr. Tsui would not affect his exercises of independent judgements. The Board considers Mr. Tsui as independent and should be re-elected as an independent non-executive director of the Company at the AGM.

Pursuant to code provision B.2.4 of Part 2 of the CG Code, where all the independent non-executive directors have served more than nine years on the board, the length of tenure of each existing independent non-executive director should be disclosed on a named basis in the circular to shareholders or explanatory statement accompanying the notice of annual general meeting. All the existing independent non-executive directors of the Company, Mr. Cui Jianhua, Mr. Tsui Che Yin Frank and Mr. William Yau, have served the Company for more than nine years, and their length of tenure are respectively more than thirty years, twenty-nine years and nineteen years.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to amend the existing Articles of Association and to adopt an amended and restated Articles of Association of the Company in order to (i) align the Articles of Association with the applicable laws and regulations of Hong Kong, including the Companies Ordinance and the Listing Rules; (ii) bring the Articles of Association to conform to the core shareholder protection standards set out in Appendix A1 to the Listing Rules; (iii) provide flexibility to the Company in relation to the conduct of general meetings, so that the Company may convene hybrid or virtual general meetings where Shareholders may attend in person or by virtual meeting technologies; and (iv) incorporate certain housekeeping changes.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the AGM, and will become effective upon the approval by the Shareholders at the AGM. Full particulars of the Proposed Amendments are set out in Appendix III to this circular.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The AGM Notice convening the AGM to be held on Monday, 27 May 2024 at 9:30 a.m. at which the above proposals will be considered is reproduced on pages 37 to 40 of this circular. At the AGM, resolutions numbered 2, 5 to 8 will be proposed to approve the re-election of the retiring Directors, the grant of general mandate for the buy-back of Shares and the general mandate to allot, issue and deal with additional Shares, and to approve the Proposed Amendments to the Articles of Association.

VOTING BY POLL

All the resolutions set out in the AGM Notice would be decided by poll in accordance with the Listing Rules. The chairman of the AGM would explain the detailed procedures for conducting a poll at the commencement of the AGM.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for each Share registered in his name in the register. A Shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way.

After the conclusion of the AGM, the poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.jinhuiship.com).

RESPONSIBILITY STATEMENT

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

RECOMMENDATIONS

The Directors consider that each of (i) the re-election of retiring Directors; (ii) the general mandates to buy back Shares and to issue Shares; and (iii) the Proposed Amendments to the Articles of Association are in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors recommend that Shareholders should vote in favour of all the relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Jinhui Holdings Company Limited
Ng Siu Fai
Chairman

This appendix serves as an explanatory statement as required by the Listing Rules to provide the requisite information to you for your consideration of the proposal to permit the granting of the general mandate given to the Directors to buy back shares of the Company.

GENERAL MANDATE TO BUY BACK SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to exercise all the powers of the Company to buy back Shares subject to the criteria set out in this circular. Shareholders should note that the authority relates only to buy back made on the Stock Exchange and otherwise in accordance with the Listing Rules.

In addition, the general mandate to buy back Shares will continue to be in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in paragraph (c) of resolution 6 as set out in the AGM Notice.

EXERCISE OF THE BUY-BACK MANDATE

Whilst the Directors do not presently intend to buy back any Shares, they believe that the flexibility afforded by the mandate granted to them would be beneficial to the Company if resolution 6 as set out in the AGM Notice (the “Buy-back Mandate”) is passed.

Subject to the criteria set out in the AGM Notice, it is proposed that the maximum number of Shares which may be bought back pursuant to the Buy-back Mandate will be 10% of the aggregate number of issued Shares on the date of passing of the relevant resolution for granting the Buy-back Mandate. Based on 530,289,480 Shares in issue as at the Latest Practicable Date, exercise in full of the Buy-back Mandate could result in up to 53,028,948 Shares being bought back by the Company in the course of the period prior to the next annual general meeting of the Company or such earlier date as referred to in paragraph (c) of resolution 6 as set out in the AGM Notice.

REASONS FOR BUY-BACKS

Buy-backs will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders. Such buy-backs may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per share.

FUNDING OF BUY-BACKS

Buy-backs must be funded out of funds legally available for the purpose in accordance with the Articles of Association and the laws of Hong Kong. Buy-backs pursuant to the Buy-back Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any buy-backs will be made out of funds of the Company permitted to be utilised in this connection, including profits otherwise available for distribution.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited financial statements as at 31 December 2023) in the event that the Buy-back Mandate is exercised in full at any time during the proposed purchase period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates have any present intention, if the Buy-back Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company or its subsidiaries or have undertaken not to do so if the Buy-back Mandate is approved by the Shareholders.

STATEMENT FROM THE DIRECTORS

The Directors will exercise the power of the Company to buy back Shares in accordance with the Buy-back Mandate, the Listing Rules and the applicable laws of Hong Kong, and confirm that neither the Explanatory Statement nor the proposed buy back Shares has any unusual features.

CONSEQUENCES

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

As at the Latest Practicable Date, to the best knowledge and belief of the Company, the following Shareholders had interests representing 10% or more of the issued Shares as recorded in the registers kept under Section 336 and Section 352 of the SFO:

Name of Shareholders	Number of Shares held and capacity			Total	Approximate percentage of the total number of the issued Shares	Approximate percentage of shareholding if the Buy-back Mandate is exercised in full
	Beneficial owner	Interest of spouse	Interest of controlled corporation			
Ng Siu Fai	25,203,000	15,140,000	205,325,568 <i>(Note 1)</i>	245,668,568	46.33%	51.47%
Ng Kam Wah Thomas	5,909,000	-	136,883,712 <i>(Note 2)</i>	142,792,712	26.93%	29.92%
Wong Yee Man Gloria	15,140,000	230,528,568 <i>(Note 3)</i>	-	245,668,568	46.33%	51.47%
Ng Chi Lam Michael	-	-	205,325,568 <i>(Note 4)</i>	205,325,568	38.72%	43.02%
Fairline Consultants Limited	205,325,568	-	-	205,325,568	38.72%	43.02%
Timberfield Limited	136,883,712	-	-	136,883,712	25.81%	28.68%

Notes:

1. Mr. Ng Siu Fai, the Chairman and an Executive Director, is deemed to be interested in 205,325,568 Shares through his interests in 51% of the issued capital in Fairline Consultants Limited (as disclosed hereinabove).
2. Mr. Ng Kam Wah Thomas, Managing Director and an Executive Director, is deemed to be interested in 136,883,712 Shares through his interests in 100% of the issued capital in Timberfield Limited (as disclosed hereinabove).
3. Ms. Wong Yee Man Gloria is deemed to be interested in 230,528,568 Shares through the interests of her spouse, Mr. Ng Siu Fai (as disclosed hereinabove).
4. Mr. Ng Chi Lam Michael is deemed to be interested in 205,325,568 Shares through his interests in 49% of the issued capital in Fairline Consultants Limited (as disclosed hereinabove).
5. Mr. Ng Siu Fai and Mr. Ng Kam Wah Thomas are brothers. Mr. Ng Chi Lam Michael is the son of Mr. Ng Siu Fai and Ms. Wong Yee Man Gloria.

The shareholding interests of the above Shareholders do not form part of the public float of the Company. In the event that the Directors exercise the power in full to buy back Shares pursuant to the Buy-back Mandate, then (if the present shareholdings remain the same) the shareholding interests of each of the above Shareholders would be increased to approximately the percentages as set out opposite their respective names in the table above and the aggregate shareholding interests of these substantial shareholders, who are deemed to be acting in concert with each other under the Takeovers Code, will be increased from 73.25% to 81.39% and thereby reducing the percentage which the number of Shares held by

the public bears to the total aggregate number of Shares in issue to less than 25%. However, as at the Latest Practicable Date, the Directors had no present intention to buy back Shares to an extent which will result in the percentage which the number of Shares held by the public bears to the total aggregate number of Shares in issue being reduced to less than 25%.

As the aggregate shareholding of Mr. Ng Siu Fai, Mr. Ng Kam Wah Thomas, Ms. Wong Yee Man Gloria, Mr. Ng Chi Lam Michael, Fairline Consultants Limited and Timberfield Limited is above 50% and any exercise of the Buy-back Mandate in full will only result in a proportionate increase in the shareholding interests of the members of the concert group, such increase would normally not give rise to an obligation on the part of any of them to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code. The Directors had no intention as at the Latest Practicable Date to exercise the Buy-back Mandate.

SHARE BUY-BACKS MADE BY THE COMPANY

No buy-backs of Shares (whether on the Stock Exchange or otherwise) have been made by the Company or its subsidiaries during the six months prior to the Latest Practicable Date.

SHARE PRICES

During each of the twelve months preceding the Latest Practicable Date, the highest and lowest traded prices for Shares recorded on the Stock Exchange were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	1.00	0.98
May	0.98	0.75
June	0.90	0.75
July	0.92	0.74
August	0.79	0.63
September	0.68	0.56
October	0.72	0.59
November	0.70	0.63
December	0.68	0.64
2024		
January	0.70	0.58
February	0.71	0.59
March	0.68	0.56
April (<i>up to and including the Latest Practicable Date</i>)	0.68	0.56

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

The details of Directors who will retire and proposed to be re-elected at the AGM are as follows:

HO SUK LIN

Executive Director

Ms. Ho Suk Lin, aged 60. The Company Secretary of the Company since 1991, an Executive Director of the Company since 1993, an executive director and the company secretary of Jinhui Shipping since 1994, and a director and/or company secretary of a number of subsidiaries of the Company. Ms. Ho is responsible for the Group's financial controls and secretarial matters. Ms. Ho has extensive working experience in finance and management. Prior to joining the Group in 1991, she worked in an international accounting firm. Ms. Ho is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales.

Save as disclosed above, Ms. Ho did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and does not have any relationship with any of the Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Ho has personal interest in 3,850,000 Shares.

Save as disclosed herein, Ms. Ho was not interested in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Ms. Ho has a letter of appointment with the Company for a term of three years commencing from 1 January 2022 which shall continue until terminated by either party by giving to the other party not less than three months' prior notice in writing and is subject to retirement and re-election provisions in the Articles of Association of the Company. The emoluments paid by the Company to Ms. Ho for the year ended 31 December 2023 amounted to approximately HK\$255,000. In addition, the directors' fee and emoluments paid by Jinhui Shipping and its subsidiaries to Ms. Ho for the year ended 31 December 2023 amounted to approximately HK\$2,203,000. The directors' fees and emoluments were determined based on Ms. Ho's duties and responsibilities and the prevailing market conditions.

Save as disclosed herein, there are no other matters that need to be brought to the attention to the Shareholders or other information which requires disclosure under rule 13.51(2) of the Listing Rules.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

TSUI CHE YIN FRANK

Independent Non-executive Director

Mr. Tsui Che Yin Frank, aged 66. An Independent Non-executive Director of the Company since 1994 and a non-executive director of Jinhui Shipping since 2006. Mr. Tsui has extensive experience in investment and banking industries and held senior management positions at various international financial institutions. Mr. Tsui is an independent non-executive director of Melco International Development Limited listed in Hong Kong. Mr. Tsui graduated with a Bachelor's and a Master's Degree in Business Administration from The Chinese University of Hong Kong and with a Law Degree from the University of London. He holds a Doctoral Degree in Business Administration from The University of Newcastle, Australia.

Save as disclosed above, Mr. Tsui did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and does not have any relationship with any of the Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Tsui has personal interest in 1,000,000 Shares.

Save as disclosed herein, Mr. Tsui was not interested in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Tsui has a letter of appointment with the Company for a term of three years commencing from 1 January 2022 which shall continue until terminated by either party by giving to the other party not less than three months' prior notice in writing and is subject to retirement and re-election provisions in the Articles of Association of the Company. For the year ended 31 December 2023, Mr. Tsui was entitled to a fixed directors' fee of HK\$100,000 per annum as a Non-executive Director and a fee of HK\$121,000 as the chairman of the audit committee, a member of both the remuneration committee and nomination committee of the Company, and was also entitled to approximately HK\$220,000 as a non-executive director, the chairman of both the audit committee and remuneration committee of Jinhui Shipping. The directors' fees and emoluments were determined based on Mr. Tsui's duties and responsibilities and the prevailing market conditions.

Save as disclosed herein, there are no other matters that need to be brought to the attention to the Shareholders or other information which requires disclosure under rule 13.51(2) of the Listing Rules.

The following are the Proposed Amendments, with the proposed insertions and deletions indicated by the underlined text and the strikethrough text, respectively. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are to clauses, paragraphs and article numbers of the amended and restated Articles of Association. If the serial numbering of the Articles of Association is changed due to the addition, deletion or re-arrangement of certain clauses made in these amendments, the serial numbering of the amended and restated Articles of Association as so amended shall be changed accordingly, including cross-references.

Article no.	Proposed Amendments (showing changes to the Articles of Association and the parts without changes in the following provisions are shown in “...”)
Memorandum of Association	Delete the Memorandum of Association in its entirety.
Heading	<p style="text-align: center;">THE COMPANIES ORDINANCE (CHAPTER 32 <u>622</u>)</p> <p style="text-align: center;">_____</p> <p style="text-align: center;">Company Limited by Shares</p> <p style="text-align: center;">_____</p> <p style="text-align: center;">ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;">JINHUI HOLDINGS COMPANY LIMITED 金輝集團有限公司</p> <p style="text-align: center;"><i>(Adopted by special resolution passed on 15th November, 1991; and amended by special resolutions passed on 31st August, 1994, 12th June, 1996, 21st June, 2004, 20th May, 2005, and 26th June, 2006 and 27th May, 2024*)</i></p> <p><i>* or such other date on which the Proposed Amendments are adopted.</i></p>

1(1)	<p>...</p> <p><u>“actionable corporate communication”</u> <u>has the same meaning as in the Listing Rules;</u></p> <p><u>“associate”</u> <u>has the same meaning as in the Rules Governing the Listing of Securities on the Stock Exchange <u>Listing Rules;</u></u></p> <p><i>*(As amended by special resolution dated 21st June, 2004.)</i></p> <p>...</p> <p><u>“clearing house”</u> <u>a recognised clearing house as referred to in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) from time to time;</u></p> <p><u>“close associate”</u> <u>has the same meaning as in the Listing Rules;</u></p> <p><u>“corporate communication”</u> <u>has the same meaning as in the Listing Rules;</u></p> <p><u>“Directors”</u> <u>the directors for the time being of the Company;</u></p> <p>...</p> <p><u>“holder”</u> <u>in relation to shares, the member whose name is entered in the register of members <u>Register</u> as the holder of the shares;</u></p> <p><u>“Hong Kong”</u> <u>Hong Kong Special Administrative Region of the People’s Republic of China;</u></p> <p><u>“hybrid meeting”</u> <u>a general meeting held and conducted by (a) physical attendance and participation by members and/or proxies at the principal meeting venue and where applicable, one or more meeting venues; and (b) virtual attendance and participation by members and/or proxies by means of virtual meeting technology;</u></p> <p><u>“Listing Rules”</u> <u>the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time;</u></p> <p><u>“meeting venues”</u> <u>has the same meaning as in Article 57B;</u></p> <p>...</p>
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	<p>“the Ordinance”</p> <p>...</p> <p>“physical meeting”</p> <p>“principal meeting venue”</p> <p>“public holiday”</p> <p>“Published published in the Newspaper newspapers”</p> <p>“the Register”</p> <p>“the seal”</p> <p>...</p> <p>“the Stock Exchange”</p>	<p>subject to paragraph (3) of this Article, the Companies Ordinance (Chapter 32 <u>622</u> of the Laws of Hong Kong) and any amendments thereto or re-enactment thereof for the time being in force and includes every other ordinance incorporated therein or substituted therefor and in the case of any such substitute the references in these Articles to the provisions of the ordinance shall be read as references to the provisions substituted therefor in the new ordinance;</p> <p><u>a general meeting held and conducted by physical attendance and participation by members and/or proxies at the principal meeting venue and where applicable, one or more meeting venues;</u></p> <p><u>has the same meaning as in Article 49A(b);</u></p> <p><u>has the same meaning given to it by section 3 of the Interpretation and General Clauses Ordinance (Chapter 1 of the Laws of Hong Kong);</u></p> <p>has the <u>same</u> meaning assigned to it by the Rules Governing the Listing of Securities of the Stock Exchange from time to time <u>as in the Listing Rules;</u></p> <p><u>the register of members of the Company, and includes any branch register to be kept pursuant to the provisions of the Ordinance;</u></p> <p>the common seal from time to time of the Company and an <u>the</u> official seal (if any) kept by the Company by virtue of section 73A of the Ordinance, or either of them as the case may require <u>as permitted by these Articles and the Ordinance;</u></p> <p>The Stock Exchange of Hong Kong Limited;</p>
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	<p><u>“virtual meeting”</u> <u>a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by means of virtual meeting technology; and</u></p> <p><u>“virtual meeting technology”</u> <u>a technology that allows a person to listen, speak and vote at a meeting without being physically present at the meeting.</u></p>
1(3)	A reference in these Articles to any statute, <u>the Listing Rules</u> or provision of a statute <u>or the Listing Rules</u> includes a reference to any statutory modification, <u>amendment</u> or re-enactment of it for the time being in force.
1(6)	<p>...</p> <p>(d) references to a committee of the Directors are to a committee established in accordance with these Articles, whether or not comprised wholly of Directors; <u>and</u></p> <p>(e) wherever any provision of these Articles (except a provision for the appointment of a proxy) requires that a communication as between the Company, its Directors or members be effected in writing, the requirement may be satisfied by the communication being given in the form of an electronic record if the person to whom the communication is given consents to it being given to him in that form; and</p> <p>(f) wherever any provision of these Articles requires that a meeting of the Company, its Directors or members be held, the requirement may be satisfied by the meeting being held by such lawful electronic means and in such manner as may be agreed by the Company in general meeting.<u>[Repealed]</u></p> <p><i>* (As amended by special resolution dated 21st June, 2004.)</i></p>
2	<p>The regulations contained in Table A do not apply to the Company.</p> <p>(1) <u>The regulations in Schedule 1 (Model Articles for Public Companies Limited by Shares) to the Companies (Model Articles) Notice (Chapter 622H of the Laws of Hong Kong) shall not apply to the Company.</u></p> <p>(2) <u>The name of the Company is Jinhui Holdings Company Limited (金輝集團有限公司).</u></p> <p>(3) <u>The liability of the members is limited.</u></p> <p>(4) <u>The liability of the members is limited to any amount unpaid on the shares held by the members.</u></p>

3	<p>The authorised share capital of the Company is \$100,000,000 divided into 1,000,000,000 ordinary shares of \$0.10 each. [Repealed]</p> <p>* (As amended by special resolution dated 20th May, 2005.)</p>
4A	<p>The Directors may with the previous sanction of an ordinary resolution issue warrants to subscribe for any class of shares or securities of the Company on such terms as they may from time to time determine. Where such warrants are issued to bearer, no new warrants shall be issued to replace any warrant that has been lost unless the Directors are satisfied beyond reasonable doubt that the original has been destroyed and they have received an indemnity in satisfactory form with regard to the issue of the new warrant.</p> <p>* (As amended by special resolution dated 31st August, 1994.)</p>
4B	<p>...</p> <p>* (As amended by special resolution dated 31st August, 1994.)</p>
5	<p>Subject to the provisions of the Ordinance, any share may be issued which is or is to be liable, to be redeemed at the option of the Company or the holder on such terms and in such manner as may be <u>determined by the Directors or provided by these Articles</u>. Subject to the provisions of the Ordinance and these Articles, the Company may purchase its own shares, including any redeemable shares, provided that, to the extent required by the Ordinance, the manner of purchase has first been authorised by the Company in general meeting and may make payment therefor in any manner authorised by the Ordinance. Where the Company intends to purchase for redemption any redeemable share of the Company, any purchase not made through the Stock Exchange or by tender shall be limited to a maximum price and tenders shall be invited from all the members <u>holding redeemable shares of the Company alike for any purchase which is made by tender.</u></p> <p>* (As amended by special resolution dated 31st August, 1994.)</p>
6	<p>Subject to the provisions of the Ordinance and these Articles, the unissued shares in the Company shall be at the disposal of the Directors, who may offer, allot, grant options over or otherwise dispose of them to such persons and on such terms as the Directors think fit. [Repealed]</p>
8A	<p>...</p> <p>* (As amended by special resolution dated 31st August, 1994.)</p>

<p>9</p>	<p>Subject to the provisions of the Ordinance, if at any time the capital of the Company is divided into different classes of shares, the rights attached to any class may be varied, either while the Company is a going concern or during or in contemplation of a winding up:-</p> <p>(a) in such manner (if any) as may be provided by those rights; or</p> <p>(b) in the absence of any such provision, with the consent in writing of the holders of three quarters in nominal value of <u>at least three-fourths of the total voting rights of the members holding</u> the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class, but not otherwise. To every such separate meeting the provisions of these Articles relating to general meetings shall apply, except that the necessary quorum at any such meeting other than an adjourned meeting shall be two persons together holding or representing by proxy at least one-third <u>of the total voting rights</u> of the issued shares of the class in question and at an adjourned meeting shall be one person holding shares of the class in question or his proxy.</p>
<p><u>11</u></p>	<p style="text-align: center;"><u>REGISTER OF MEMBERS AND SHARE CERTIFICATES</u></p> <p>(1) <u>The Board shall cause to be kept a register of members and there shall be entered therein the particulars required under the Ordinance.</u></p> <p>(2) <u>Subject to the provisions of the Ordinance, if the Board considers it necessary or appropriate, the Company may establish and maintain a branch register of members at such location outside Hong Kong as the Board thinks fit.</u></p> <p>(3) <u>The Register shall be open for inspection by members provided that the Company may be permitted to close the Register in accordance with the Ordinance.</u></p>
<p><u>11A(1)</u></p>	<p>Every holder of shares shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of that holding) or, upon payment for every certificate after the first of \$2.50 (or such higher <u>such sum not exceeding</u> the maximum amount as permitted by the Stock Exchange from time to time), to several certificates each for one or more of his shares. Every certificate shall be issued under the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up on them. The Company shall not be bound to register more than four persons as joint holders of any share or issue more than one certificate for shares held jointly by several persons and delivery of a certificate or certificates to one joint holder shall be a sufficient delivery to all of them. Where a share stands in the names of two or more</p>

	persons, the person first named in the Register shall as regards service of notices and, subject to the provisions of these Articles, all or any other matters connected with the Company, except the transfer of the shares, be deemed the sole holder thereof.
11A(2)	<p>If a share certificate is defaced, worn-out, lost or destroyed, it will be replaced on payment of a maximum fee of \$200 (or such higher sum not exceeding the maximum amount as permitted by the Stock Exchange from time to time) in respect of replacing certificates representing shares with a market value of \$20,000 or less (at the time the request for replacement is made) for a person named on the register and a maximum fee of \$400 (or such higher maximum amount as prescribed by the Stock Exchange from time to time) in respect of replacing shares representing either (i) a market value of more than \$20,000 (as the time the request for replacement is made) or (ii) if that person's name is not on the register (irrespective of the market value of the shares concerned), on such terms and conditions, if any, as to publication of notices, evidence and indemnity as the Directors think fit and in the case of wearing-out or defacement, after delivery up of the old certificate. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company the costs incurred by the Company (or its registrar) in publishing the required public notice.</p> <p><i>*(As amended by special resolutions dated 31st August, 1994 and 12th June, 1996.)</i></p>
16	<p>Subject to the terms of allotment, the Directors may make calls upon the members in respect of any amounts unpaid on their shares (whether in respect of nominal value or premium) and each member shall (subject to receiving at least fourteen clear days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the Company of an amount due under it, be revoked in whole or in part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect of which the call was made.</p>
20	<p>An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as including an instalment of a call, shall be deemed to be a call and if it is not paid these Articles shall apply as if that sum had become due and payable by virtue of a call.</p>
23	<p>...</p> <p><i>*(As amended by special resolution dated 31st August, 1994.)</i></p>
27	<p>...</p> <p><i>*(As amended by special resolution dated 12th June, 1996.)</i></p>
27A	<p>...</p> <p><i>*(As amended by special resolution dated 21st June, 2004.)</i></p>

<p>28</p>	<p>...</p> <p>(a) is lodged, duly stamped, at the Office or at such other place as the Directors may appoint and is accompanied by the certificate for the share to which it relates, such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and a fee of \$2.50 (or such higher such fee not exceeding the maximum amount as permitted by the Stock Exchange from time to time);</p> <p>...</p> <p><i>* (As amended by special resolution dated 12th June, 1996.)</i></p>
<p>29</p>	<p>If the Directors refuse to register a transfer of a share, they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal. <u>Upon request by the transferor or transferee in writing, the Directors must, within twenty-eight days after receiving such request, send to the transferor or transferee (as the case may be) a statement of the reasons for the refusal.</u></p>
<p>33A</p>	<p>The Registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in an appointed newspaper and, where applicable, any other newspapers in accordance with the requirements of any stock exchange in respect of which the shares of the Company are listed or quoted to that effect be suspended at such times and for such periods (not exceeding thirty (30) days in any year) as the Board may determine.<u>[Repealed]</u></p> <p><i>* (As amended by special resolution dated 31st August, 1994.)</i></p>
<p>36</p>	<p>A person becoming entitled to a share by reason of the death or bankruptcy of a member shall have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to attend or vote at any general meeting or at any separate meeting of the holders of any class of shares. Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied within 90 days the Directors may thereafter withold <u>withhold</u> payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.</p>
<p>37</p>	<p style="text-align: center;">‡UNTRACEABLE MEMBERS</p> <p style="text-align: center;"><i>* (As amended by special resolution dated 31st August, 1994.)</i></p> <p>...</p> <p><i>* (As amended by special resolution dated 31st August, 1994.)</i></p>

38	<p>...</p> <p>(c) the Company has, after the expiration of that period, by an advertisement Published <u>published</u> in the Newspapers <u>newspapers</u> and by notice to the Stock Exchange if shares of the class concerned are listed on that exchange, given notice of its intention to sell such share; and</p> <p>...</p> <p><i>* (As amended by special resolution dated 31st August, 1994.)</i></p>
39	<p style="text-align: center;">STOCK</p> <p>The Company may by ordinary resolution convert any paid up shares into stock and re-convert any stock into paid up shares of any denomination. [Repealed]</p>
40	<p>A holder of stock may transfer it or any part of it in the same manner, and subject to the same provisions of these Articles as would have applied to the shares from which the stock arose if they had not been converted, or as near thereto as circumstances admit, but the Directors may fix the minimum amount of stock transferable at an amount not exceeding the nominal amount of any of the shares from which the stock arose. [Repealed]</p>
41	<p>A holder of stock shall, according to the amount of the stock held by him, have the same rights as if he held the shares from which the stock arose: provided that no such right (except participation in dividends and in the assets of the Company) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that right. [Repealed]</p>
42	<p>All the provisions of these Articles applicable to paid up shares shall apply to stock, and the words "share" and "member" shall include "stock" and "stockholder" respectively. [Repealed]</p>

43	<p>The Company may from time to time alter its capital in any one or more of the ways permitted by the Ordinance. The Company may by ordinary resolution:</p> <p>(a) increase its share capital by new shares of such amount as the resolution prescribes;</p> <p>(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</p> <p>(c) subject to the provisions of the Ordinance, sub divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum;</p> <p>(d) determine that, as between the shares resulting from such a sub division, any of them may have any preference or advantage as compared with the others; and</p> <p>(e) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.</p>
45	<p>Subject to the provisions of the Ordinance, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account, in any way.</p>
47	<p><u>Except as provided by the Ordinance, the Company shall in each financial year hold a general meeting as its annual general meeting in accordance with the requirements of the Ordinance. All general meetings of the members of the Company other than annual general meetings shall be called extraordinary general meetings. All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held in such manner: (a) as a physical meeting in any part of the world and at one or more meeting venues; (b) as a hybrid meeting; or (c) as a virtual meeting, as may be determined by the Board in its absolute discretion.</u></p>
48	<p>The Directors may call general meetings and on a member's requisition under section 113 of the Ordinance shall forthwith convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within Hong Kong sufficient Directors to call a general meeting, any Director or, if there is no Director within Hong Kong, any member of the Company may call a general meeting.</p> <p>(1) <u>The Directors may, if they think fit, call a general meeting.</u></p> <p>(2) <u>General meetings shall also be convened by the Directors on the requisition of members pursuant to the provisions of the Ordinance.</u></p>

49	<p>An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one <u>clear</u> days’ notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by at least fourteen <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 and the hour of meeting and, in case of special business, the general nature of that business, and shall be given; in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that subject to the provisions of the Companies Ordinance, 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 if it is so agreed:-</p> <p>(a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and</p> <p>(b) in the case of any other meeting case, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than ninety five representing at least 95 per cent. in nominal value of the shares giving that right <u>representing at least 95 per cent. of the total voting rights at the meeting of all the members.</u></p>
49A	<p><u>The notice of a general meeting shall:</u></p> <p>(a) <u>specify the date and time of the meeting;</u></p> <p>(b) <u>save for a virtual meeting, specify the physical venues of the meeting (and if the meeting is to be held in two or more physical venues using any technology that enables members who are not together at the same physical venue to listen, speak and vote at the meeting (in accordance with the requirements of the Ordinance), including the principal physical venue of the meeting (the “principal meeting venue”) and the other meeting venues);</u></p> <p>(c) <u>if the general meeting is to be a hybrid meeting or a virtual meeting, include a statement to that effect and with details of the virtual meeting technology for virtual attendance and participation at the meeting (and such virtual meeting technology may vary from meeting to meeting as the Board, in its sole discretion, may see fit) or where such details will be made available by the Company prior to the meeting;</u></p>

	<p>(d) <u>state the general nature of the business to be dealt with at the meeting;</u></p> <p>(e) <u>in the case of a notice calling an annual general meeting, states that the meeting is an annual general meeting;</u></p> <p>(f) <u>if a resolution is intended to be moved at the meeting, include notice of the resolution and include or be accompanied by a statement containing the information and explanation, if any, that is reasonably necessary to indicate the purpose of the resolution; and</u></p> <p>(g) <u>contain a statement specifying a member’s right to appoint a proxy or separate proxies in accordance with the Ordinance.</u></p>
49B	Written notice must be given to every member in accordance with Articles 49 and 49A.
51	All business shall be deemed special that is transacted at an extraordinary general meeting. All business that is transacted at an annual general meeting shall also be deemed special, with the exception of declaring dividends, the consideration of the accounts and balance sheet and the reports of the Directors and auditors and other documents required to be annexed to the balance sheet, the appointment of Directors in the place of those retiring (whether by rotation or otherwise) and the reappointment of the retiring auditors (other than retiring auditors who have been appointed by the Directors to fill a casual vacancy) and the fixing of the remuneration of the auditors. [Repealed]
52A	<u>Any member or proxy or a duly authorised representative of a corporation which is a member attending and participating in the physical meeting held in one or more meeting venues, or any member or proxy or a duly authorised representative of a corporation which is a member attending and participating in a virtual meeting or a hybrid meeting by means of virtual meeting technology is deemed to be present at and shall be counted in the quorum of the meeting and entitled to vote at the meeting in question.</u>
53	If a quorum is not present within half an hour after the time appointed for holding the meeting, or if during a meeting a quorum ceases to be present, the meeting if convened on the requisition of or by members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place <u>(where applicable), or to such day, time and place (where applicable) and in such form and manner referred to in Article 47 as the Directors may determine.</u> If at the adjourned meeting a quorum is not present within fifteen minutes after the time appointed for holding the meeting, the meeting shall be dissolved.

54	The chairman (if any) of the board of Directors <u>Board</u> , or in his absence the vice-chairman (if any), or in the absence of both of them some other Director nominated by the Directors, shall preside as chairman of the meeting, but if neither the chairman nor the vice- chairman nor such other Director (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number present to be chairman and, if there is only one Director present and willing to act, he shall be chairman.
57	Without prejudice to any other power of adjournment he may have under these Articles or at common law, the chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place <u>(where applicable) and/or from one form to another (a physical meeting, a hybrid meeting or a virtual meeting)</u> , but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give notice of an adjournment <u>in the same manner as in the case of an original meeting specifying the details required in Article 49A but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting.</u>
57A	<p><u>If it appears to the chairman that:</u></p> <ul style="list-style-type: none"><u>(a) the virtual meeting technology at the principal meeting venue or at such other meeting venues at which the meeting may be attended has become inadequate for the purposes referred to in Article 57B or is otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or</u><u>(b) in the case of a virtual meeting or a hybrid meeting, virtual meeting technology being made available by the Company has become inadequate; or</u><u>(c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</u><u>(d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;</u> <p><u>then, without prejudice to any other power which the chairman of the meeting may have under these Articles or the Ordinance, the chairman may, at his absolute discretion, without the consent of the members or proxies present at the meeting, and before or after the meeting has started and irrespective of whether a quorum is</u></p>

	<u>present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.</u>
57B	<u>The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of virtual meeting technology at such venue or venues (“meeting venues”) determined by the Board at its absolute discretion.</u>
57C	<p><u>All general meetings are subject to the following and, where appropriate, all references to members in this Article shall include proxies and duly appointed representatives:</u></p> <p>(a) <u>where a member is attending a meeting venue and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the principal meeting venue;</u></p> <p>(b) <u>where members are physically present at a meeting venue and/or participating in a virtual meeting or a hybrid meeting by means of virtual meeting technology, that meeting shall be duly constituted and its proceedings are valid provided that the chairman of the meeting is satisfied that adequate virtual meeting technology is available throughout the meeting to ensure that members at all meeting venues and/or members participating in a virtual meeting or a hybrid meeting by means of virtual meeting technology are able to participate in the business for which the meeting has been convened;</u></p> <p>(c) <u>where members attend a meeting by being present at one of the meeting venues and/or where members participate in a virtual meeting or a hybrid meeting by means of virtual meeting technology, a failure (for any reason) of the virtual meeting technology or communication equipment, or any other failure in the arrangements for enabling those in a meeting venue other than the principal meeting venue to participate in the business for which the meeting has been convened, or in the case of a virtual meeting or a hybrid meeting, the inability of one or more members to access, or continue to access, the virtual meeting technology despite adequate virtual meeting technology having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and</u></p> <p>(d) <u>if any of the meeting venues is not in the same jurisdiction as the principal meeting venue and/or in the case of a hybrid meeting, unless otherwise stated in the notice, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the principal meeting venue; and in the case of a virtual meeting, the time for lodging proxies shall be as stated in the notice for the meeting.</u></p>

<p><u>57D</u></p>	<p><u>The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the principal meeting venue and/or any meeting venues and/or participation and/or voting in a virtual meeting or a hybrid meeting by means of virtual meeting technology (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it/he shall in its/his absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that, if applicable, a member who, pursuant to such arrangements, is not entitled to attend in person (in the case of a member being a corporation, by its duly authorised representative) or by proxy, at any meeting venue shall be entitled so to attend at one of the other meeting venues; and the entitlement of any member so to attend the meeting or adjourned meeting or postponed meeting at any of such meeting venues shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.</u></p>
<p><u>57E</u></p>	<p><u>The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction as the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting venue, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.</u></p>
<p><u>57F</u></p>	<p><u>All persons seeking to attend and participate in a virtual meeting or a hybrid meeting shall be responsible for maintaining adequate virtual meeting technology to enable them to do so. Subject to Article 57A, any inability of a person or persons to attend or participate in a general meeting by way of virtual meeting technology shall not invalidate the proceedings of and/or resolutions passed at that meeting.</u></p>
<p><u>57G</u></p>	<p><u>Without prejudice to other provisions in these Articles, a physical meeting may also be held by means of such telephone, electronic or other virtual meeting technologies as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u></p>

58	<p>A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded or a poll is required to be demanded pursuant to the rules of the Stock Exchange Listing Rules. Subject to the provisions of the Ordinance, a poll may be demanded:-</p> <p>...</p> <p>(c) by a member or members representing not less than one tenth <u>5 per cent.</u> of the total voting rights of all the members having the right to vote at the meeting; or,</p> <p>(d) by a member or members holding shares conferring a right to vote on the resolution on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all the shares conferring that right. <u>[Repealed]</u></p> <p><i>* (As amended by special resolution dated 26th June, 2006.)</i></p>
66	<p>Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person <u>or by proxy</u> or (being a corporation) is present by a duly authorised representative <u>or proxy</u> who is not himself a member entitled to vote, shall have one vote, and on a poll every member, <u>who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or proxy.</u> shall have one vote for every share of which he is the holder which is fully paid-up or credited as fully paid-up (but so that no amount paid up or credited as paid-up on a share in advance of calls or instalments shall be treated for the purposes of this Article as paid-up on the share).</p>
67	<p>In the case of joint holders the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the register of members <u>Register</u>.</p>
69A	<p>Where <u>All</u> members have the right to speak and vote at a general meeting except where any member is, under the Rules Governing the Listing of Securities on the Stock Exchange 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 member in contravention of such requirement or restriction shall not be counted.</p> <p><i>* (As amended by special resolution dated 21st June, 2004.)</i></p>
73	<p>...</p> <p>(a) be deposited at the Office or at such other place in Hong Kong as is specified in the notice convening the meeting, or in any instrument of proxy sent out by the Company in relation to the meeting, <u>or delivered electronically to the</u></p>

	<p><u>Company in the manner specified by the Company, in each case, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or</u></p> <p>...</p> <p>and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid. <u>In calculating the periods set out above, no account is to be taken of any part of a day that is a public holiday.</u></p>
75	<p>The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit Provided <u>provided</u> that any form issued to a member for use by him for appointing a proxy to attend and vote at an extraordinary general meeting or at an annual general meeting at which any special business (determined as provided in Article 51) is to be transacted shall be such as to enable the member, according to his intention, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such special business; and (ii) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.</p>
78	<p>(a) Any corporation which is a member of the Company may, by resolution of its Directors <u>directors</u> or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company, or at any separate meeting of the holders of any class of shares. Except as otherwise provided in these Articles, the person so authorised shall be entitled to exercise the same power on behalf of the corporation as the corporation could exercise if it were an individual member of the Company, and the corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present at it.</p> <p>...</p> <p>* (As amended by special resolution dated 31st August, 1994.)</p>
84	<p>An alternative <u>alternate</u> Director shall cease to be an alternate Director if his appointor ceases to be a Director; but, if a Director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate Director made by him which was in force immediately prior to his retirement shall continue after his reappointment.</p>
86	<p>...</p> <p>* (As amended by special resolution dated 21st June, 2004.)</p>
87	<p>The business of the Company shall be managed by the Directors who, subject to the provisions of the Ordinance, the memorandum and these Articles and to any directions given by special resolution, may exercise all the powers of the Company.</p>

	No alteration of the memorandum or these Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by these Articles and a meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.
88(5)	<p>(a) The Board shall cause a proper register to be kept, in accordance with the provisions of the Companies Ordinance, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Companies Ordinance in regard to the registration of mortgages and charges therein specified and otherwise.</p> <p>(b) If the Company issues a series of debentures or debenture stock not transferable by delivery, the Board shall cause a proper register to be kept of the holders of such debentures in accordance with the provisions of the Companies Ordinance.</p>
92	<p>...</p> <p>* (As amended by special resolution dated 26th June, 2006.)</p>
93	<p>...</p> <p>* (As amended by special resolution dated 26th June, 2006.)</p>
95	<p>...</p> <p>(b) not earlier than the day after the despatch of the notice of the general meeting and not later than seven days prior to the date of the meeting which period shall be at least <u>7</u> <u>seven</u> days, notice executed by a member qualified to vote on the appointment or reappointment has been given to the Company of the intention to propose that person for appointment or reappointment, stating the particulars which would, if he were appointed or reappointed, be required to be included in the Company's register of Directors, together with notice executed by that person of his willingness to be appointed or reappointed. Such notice shall be lodged with the Company no later than seven days prior to the date of the meeting appointed for such election.</p> <p>* (As amended by special resolutions dated 31st August, 1994 and 21st June, 2004.)</p>
97	Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Director, either to fill a <u>casual</u> vacancy or as an additional Director, and may also determine the rotation in which any additional Directors are to retire.
98	The Directors may appoint a person who is willing to act to be a Director, either to fill a <u>casual</u> vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed as the maximum

	<p>number of Directors (if any). A Director so appointed shall retire at the next following <u>first annual</u> general meeting <u>after his appointment</u>, and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting.</p> <p><i>* (As amended by special resolution dated 26th June, 2006.)</i></p>
100	<p>...</p> <p><i>* (As amended by special resolutions dated 31st August, 1994 and 21st June, 2004.)</i></p>
103	<p>...</p> <p><i>* (As amended by special resolution dated 26th June, 2006.)</i></p>
104(1)	<p>...</p> <p>(b) may</p> <p>(i) hold any other office or place of profit with the Company (except that of Auditor <u>auditor</u>) in conjunction with his office of Director for such period and, subject to the relevant provisions of the Ordinance, upon such terms as the Board may determine. Any remuneration (whether by way of salary, commission, participation in profits or otherwise) paid to any Director in respect of any such other office or place of profit shall be in addition to any remuneration provided for by or pursuant to any other Article;</p> <p>(ii) act by himself or his firm in a professional capacity for the Company (otherwise than as Auditor <u>auditor</u>) and he or his firm may be remunerated for professional services as if he were not a Director;</p> <p>...</p> <p><i>* (As amended by special resolution dated 31st August, 1994.)</i></p> <p>...</p>
111	<p>...</p> <p><i>* (As amended by special resolution dated 31st August, 1994.)</i></p>
112(1)	<p>Save as otherwise provided by these Articles, a Director shall not vote (nor be counted in the quorum) at a meeting of the Directors on any resolution concerning a matter in which he or any of his associates <u>close associates (and if required by the Listing Rules, his other associates)</u> has a material interest (other than an interest in shares, debentures or other securities of, or otherwise in, the Company), unless the interest of the Director or any of his associates <u>close associates (and if required by the Listing Rules, his other associates)</u> arises only because of the case falls within one or</p>

more of the following sub-paragraphs and if required by the Listing Rules, all references to close associates in this Article shall refer to associates:-

- (a) the resolution relates to the giving to him or any of his ~~associates~~ close associates of a guarantee, security, or indemnity in respect of money lent to, or any obligation incurred by him or any of them for the benefit of, the Company or any of its subsidiaries;
- (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director or any of his ~~associates~~ close associates has himself/ themselves assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (c) the interest of the Director or any of his ~~associates~~ close associates arises by virtue of him or any of them being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any shares in or debentures or other securities of the Company or any other company which the Company may promote or be interested in for subscription or purchase;
- (d) the resolution relates to an arrangement for the benefit of employees of the Company or any of its subsidiaries, including but without being limited to an employees' share scheme, pension fund, or retirement, death or disability benefits scheme, which does not accord to any Director or any of his ~~associates~~ close associates as such any privilege or advantage not generally accorded to the employees to whom the arrangement relates; and
- (e) the resolution relates to a transaction or arrangement with any other company in which the Director or any of his ~~associates~~ close associates is interested, whether directly or indirectly, as an officer or executive or shareholder or in which the director or any of his ~~associates~~ close associates is beneficially interested in shares of that company, provided that he and his ~~associates~~ close associates are not in aggregate holders of or beneficially interested in five per cent or more of the issued shares of any class of that company (or of any other company through which his interest or that of his ~~associates~~ close associates is derived) and not entitled to exercise five per cent or more of the voting rights available to members of the relevant company (and for the purpose of calculating the said percentage there shall be disregarded any shares held by the Director or his ~~associates~~ close associates as bare or custodian trustee and in which the Director and his ~~associates~~ close associates have no beneficial interest, and any shares comprised in any unit trust scheme in which the Director and his ~~associates~~ close associates are interested only as a unit holder).

~~*(As amended by special resolution dated 21st June, 2004.)~~

SECRETARY AND AUDITORS	
<u>116A</u>	<u>Subject to the provisions of the Ordinance, the Company may, by ordinary resolution, appoint and fix the remuneration of the auditors, and remove the auditors before the expiration of their period of office.</u>
119	... <i>* (As amended by special resolution dated 31st August, 1994.)</i>
123	Any dividend or other money payable in respect of a share may be paid by cheque or warrant sent by post to the registered address of the person entitled or, if two or more persons are other holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members <u>Register</u> or to such person and to such address as the person or person entitled may in writing direct. Every cheque or warrant shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque or warrant shall be a good discharge to the Company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other money payable in respect of the share.
126(1)(a)(iv)	the dividend (or that part of the dividend to be satisfied by the allotment of shares as aforesaid) shall not be payable in cash on shares in respect whereof the cash election has not been duly exercised ("the non-elected shares") and in lieu and in satisfaction thereof shares shall be allotted credited as fully paid up to the holders of the non-elected shares on the basis of allotment determined as aforesaid and for such purpose the Directors shall capitalise and apply out of any part of the undivided profits of the Company or any part of any reserve or fund of the Company (including any share premium account or capital redemption reserve) as the Directors may determine, a sum equal to the aggregate nominal amount of the shares to be allotted on such basis and apply the same in paying up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the non-elected shares on such basis;
126(1)(b)(iv)	the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on shares in respect whereof the share election has been duly exercised ("the elected shares") and in lieu thereof shares shall be allotted credited as fully paid up to the holders of the elected shares on the basis of allotment determined as aforesaid and for such purpose the Directors shall capitalise and apply out of any part of the undivided profits of the Company or any part of any reserve or fund of the Company (including any share premium account and capital redemption reserve) as the Directors may determine, a sum equal to the aggregate nominal amount of the shares to be allotted on such basis and apply the same in paying up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the elected shares on such basis.

127(a)	subject as hereinafter provided, resolve to capitalise any undivided profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of any reserve or fund of the Company (including any share premium account or capital redemption reserve);
127(b)	appropriate the sum resolved to be capitalised to the members in proportion to the nominal amounts <u>number</u> of the shares (whether or not fully paid) held by them respectively which would entitle them to participate in a distribution of that sum if the shares were fully paid and the sum were then distributable and were distributed by way of dividend and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to that sum , and allot the shares or debentures credited as fully paid to those members or as they may direct, in those proportions, or partly in one way and partly in the other; but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this Article, only be applied in paying up unissued shares to be allotted to members credited as fully paid;
129	... <i>* (As amended by special resolution dated 21st June, 2004.)</i>
130	A printed copy of the Directors' and auditors' reports accompanied by printed copies of the balance sheet <u>statement of financial position</u> and every document required by the Ordinance to be annexed to the balance sheet <u>statement of financial position</u> shall, not less than twenty-one clear days before the annual general meeting before which they are to be laid, delivered or sent by post <u>be given</u> to every member and holder of debentures of the Company <u>in accordance with Article 132</u> , and to the auditors; but this Article shall not require a copy of those documents to be sent <u>given</u> to any member or holder of debentures of whose address the Company is unaware or to more than one of the joint holders of any shares or debentures. If all or any of the shares in or debentures of the Company are listed or dealt in on any stock exchange, there shall at the same time be forwarded to the secretary of that stock exchange such number of copies of each of those documents as may be required by the regulations of that stock exchange.
130A	... <i>* (As amended by special resolution dated 21st June, 2004.)</i>
131	Any notice (<u>including corporate communication and actionable corporate communication</u>) to be given to or by any person pursuant to these Articles shall be in writing, except that a notice calling a meeting of the Directors need not be in writing.

132	<p><u>To the extent permitted by and subject to the Ordinance and the Listing Rules, The the Company may give any notice (including corporate communication) to a member in any of the following manners:</u></p> <p>(a) either personally; or</p> <p>(b) by sending it by post in a prepaid envelope or wrapper addressed to the member at his registered address or by leaving it at that address; <u>or</u></p> <p>(c) <u>by sending or otherwise making available to members using electronic means;</u> <u>or</u></p> <p>(d) <u>by making available on the Company's website and the Stock Exchange's website.</u></p> <p>In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members <u>Register</u> in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within Hong Kong may either give to the Company an address within Hong Kong or an address outside Hong Kong and notices may be sent to him at either address.</p>
<u>132A</u>	<p><u>Without prejudice to Article 132 and to the extent permitted by the Ordinance and the Listing Rules from time to time, the Company may give actionable corporate communication by sending or otherwise making available to members individually using electronic means.</u></p>
133	<p>A member present either in person or by proxy, or in the case of a corporate member by a duly authorised representative <u>or proxy</u>, at any meeting of the Company or of the holders of any class of shares shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.</p>
134	<p>(1) Any notice to be given to a member may be given by reference to the register of members <u>Register</u> as it stands at any time within the period of fifteen days before the notice is given; and no change in the register <u>Register</u> after that time shall invalidate the giving of the notice.</p> <p>(2) Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members <u>Register</u>, has been given to the person from whom he derives his title; but this paragraph does not apply to a notice given under section 329 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).</p> <p>*(As amended by special resolution dated 21st June, 2004.)</p>

135	Where, by reason of the suspension or curtailment of postal services within Hong Kong, the Company is unable effectively to convene a general meeting by notice sent by post, notice of the meeting shall be sufficiently given if Published in the Newspapers <u>published in the newspapers or made available in any way permitted by Article 132</u> . The Company shall send a copy of the notice to members by post if at least seven clear days before the meeting the posting of notices to addresses throughout Hong Kong again becomes practicable.
136	Any notice to be given by the Company to the members or any of them, and not provided for by or pursuant to these Articles, shall be sufficiently given if Published in the Newspapers <u>published in the newspapers or made available in any way permitted by Article 132</u> .
139(1)(d)	any other document on the basis of which an entry in the register of members <u>Register</u> is made, at any time after the expiry of six years from the date on which an entry in the register <u>Register</u> was first made in respect of that document.
139(3)	It shall be conclusively presumed in favour of the Company that every entry in the register of members <u>Register</u> purporting to have been made on the basis of a document destroyed in accordance with this Article was duly and properly made, that every instrument of transfer so destroyed was duly registered, that every share certificate so destroyed was duly cancelled, and that every other document so destroyed was valid and effective in accordance with the particulars in the records of the Company: provided that:- ...
<u>140A</u>	<u>If the Company shall be wound up, subject to the provisions of the Ordinance, at least three-quarters of the total voting rights of the members present and voting in person or by proxy at a general meeting shall be required to approve a voluntary winding up of the Company.</u>
141	... * (As amended by special resolutions dated 31st August, 1994 and 21st June, 2004.)
142	... * (As amended by special resolution dated 31st August, 1994.)
	<u>AMENDMENT TO ARTICLES OF ASSOCIATION</u>
<u>143</u>	<u>Subject to the provisions of the Ordinance, at least three-quarters of the total voting rights of the members in a general meeting shall be required to approve changes to these Articles.</u>

NOTICE OF ANNUAL GENERAL MEETING



JINHUI HOLDINGS COMPANY LIMITED

金輝集團有限公司

(Incorporated in Hong Kong with limited liability)

Stock Code: 137

NOTICE IS HEREBY GIVEN that the annual general meeting of Jinhui Holdings Company Limited (the “Company”) will be held at Soho 1 & 2, 6/F, Ibis Hong Kong Central and Sheung Wan Hotel, 28 Des Voeux Road West, Sheung Wan, Hong Kong on Monday, 27 May 2024 at 9:30 a.m. for the following purposes:

1. To receive and consider the Financial Statements, the Directors’ Report and the Independent Auditor’s Report for the year ended 31 December 2023;
2. To re-elect, each as a separate resolution, the following retiring directors of the Company:
 - (a) Ms. Ho Suk Lin as an executive director; and
 - (b) Mr. Tsui Che Yin Frank as an independent non-executive director.
3. To authorise the board of directors of the Company to fix the directors’ remunerations.
4. To re-appoint Grant Thornton Hong Kong Limited as auditor of the Company and authorise the board of directors of the Company to fix the auditor’s remuneration.

AS SPECIAL BUSINESS

5. To consider and, if thought fit, to pass, with or without amendments, the following resolution as an Ordinary Resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and it is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiary companies of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the articles of association of the Company (the “Articles”) from time to time; or (iv) the exercise of the subscription or conversion rights attaching to any warrants issued by the Company or any securities which are convertible into ordinary shares of the Company, shall not exceed 20% of the number of issued shares of the Company on the date of the passing of this Resolution and the said approval to the Directors in paragraph (a) above shall be limited accordingly; and
- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 applicable laws of Hong Kong to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the shareholders on the register on a fixed record date in proportion to their shareholdings as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, to pass, with or without amendments, the following resolution as an Ordinary Resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to buy back its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and it is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which may be bought back by the Company pursuant to paragraph (a) above shall not exceed 10% of the number of issued shares of the Company on the date of the passing of this Resolution and the said approval to the Directors in paragraph (a) above shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 applicable laws of Hong Kong to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.”

7. To consider as Special Business and, if thought fit, pass, with or without amendments, the following resolution as an Ordinary Resolution:

“THAT:

conditional upon Resolution No. 6 above being passed, the aggregate number of shares of the Company which are bought back by the Company under the authority granted to the Directors as mentioned in Resolution No. 6 above shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution No. 5 above, provided that such number of shares of the Company bought back by the Company shall not exceed 10% of the number of issued shares of the Company on the date of the passing of this Resolution.”

NOTICE OF ANNUAL GENERAL MEETING

8. To consider as Special Business and, if thought fit, pass, with or without amendments, the following resolution as a Special Resolution:

“THAT:

- (a) the existing memorandum of association of the Company be hereby deleted in its entirety;
 - (b) the proposed amendments to the articles of association of the Company (the “Articles of Association”), the details of which are set forth in Appendix III to the circular of the Company dated 22 April 2024, be and are hereby approved;
 - (c) the amended and restated Articles of Association (incorporating the proposed amendments to the Articles of Association), a copy of which has been produced to the meeting marked “A” and for identification purpose signed by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing Articles of Association with immediate effect after the close of this meeting; and
 - (d) the directors of the Company be and are hereby authorised to do all things necessary to implement the adoption of the amended and restated Articles of Association.”
9. To transact such other business as may properly be transacted at an annual general meeting.

By Order of the Board
Ho Suk Lin
Company Secretary

Hong Kong, 22 April 2024

Notes:

- 1. A member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- 2. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority, must be lodged with the Company’s share registrar, Tricor Standard Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the above meeting and any adjourned meeting.
- 3. The register of members of the Company will be closed from Wednesday, 22 May 2024 to Monday, 27 May 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Tricor Standard Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 21 May 2024.
- 4. A circular containing, inter alia, further details on resolutions regarding (i) re-election of Directors; (ii) renewal of general mandate to buy back shares of the Company; and (iii) proposed amendments to the Articles of Association of the Company will be sent to members of the Company together with the annual report.