
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in First Shanghai Investments Limited, you should at once hand this circular and the accompanying proxy form 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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FIRST SHANGHAI INVESTMENTS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 227)

- (i) PROPOSALS RELATING TO GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
AND
(ii) RE-ELECTION OF DIRECTORS
AND
(iii) PROPOSED ADOPTION OF THE 2024 SHARE OPTION SCHEME
AND
(iv) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of First Shanghai Investments Limited to be held at 19th Floor, Wing On House, 71 Des Voeux Road Central, Hong Kong on Friday, 24 May 2024 at 3:00 p.m. is set out on pages 36-40 of this circular. A form of proxy is also enclosed.

Whether or not you are able to attend the annual general meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the registered office of the Company at Room 1903, Wing On House, 71 Des Voeux Road Central, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting (or any adjournment thereof). Completion of a form of proxy will not preclude you from attending and voting at the annual general meeting (or any adjournment thereof) in person if you so wish.

22 April 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
INTRODUCTION	5
GENERAL MANDATE TO ISSUE SHARES	6
GENERAL MANDATE TO REPURCHASE SHARES	6
PROPOSED RE-ELECTION OF DIRECTORS	9
PROPOSED ADOPTION OF THE 2024 SHARE OPTION SCHEME	14
ANNUAL GENERAL MEETING	19
RECOMMENDATION	20
RESPONSIBILITY STATEMENT	20
 APPENDIX – SUMMARY OF THE PRINCIPAL TERMS OF THE 2024 SHARE OPTION SCHEME	 21
 NOTICE OF THE ANNUAL GENERAL MEETING	 36

DEFINITIONS

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

“2014 Share Option Scheme”	means the share option scheme adopted by the Company by resolutions of Shareholders in general meeting on 23 May 2014;
“2024 Share Option Scheme”	means the new share option scheme proposed to be adopted by the Company at the AGM;
“Adoption Date”	means 24 May 2024, the date on which the 2024 Share Option Scheme is conditionally adopted by the Company by resolutions of the Shareholders in general meeting;
“AGM”	the annual general meeting of the Company to be convened and held on Friday, 24 May 2024 at 3:00 p.m. or any adjournment thereof (as the case may be), the notice of which is set out on pages 36-40 of this circular;
“Appendix”	means the appendix with the summary of the principal terms of the 2024 Share Option Scheme as set out in pages 21-35 to this circular;
“Articles”	means the amended articles of association of the Company adopted on 23 May 2014;
“Auditors”	means the auditors for the time being of the Company;
“awards”	means Shares granted or to be granted under any share award scheme of the Company;
“Board”	means the board of Directors;
“Business Day”	means a day (other than Saturdays, Sundays, public holidays and days on which a tropical cyclone warning No.8 or above or a “black rainstorm warning signal” is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which banks in Hong Kong are open for general banking business;
“close associates”	has the meaning ascribed to it under the Listing Rules;
“Companies Ordinance”	means the Companies Ordinance (Cap. 622) of the Laws of Hong Kong (as may be amended from time to time);

DEFINITIONS

“Company”	means First Shanghai Investments Limited (第一上海投資有限公司), a company incorporated under the laws of Hong Kong and whose Shares are listed and traded on the Main Board of the Stock Exchange (Stock Code: 227);
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules;
“core connected person”	has the meaning ascribed to it under the Listing Rules;
“Directors”	means the directors of the Company;
“Eligible Participants”	means the directors and employees of the Company or any of its subsidiaries (including persons who are granted Options under the 2024 Share Option Scheme as an inducement to enter into employment contracts with the Company);
“Grantee”	means any Eligible Participant who accepts an Offer made in accordance with the terms of the 2024 Share Option Scheme or (where the context so permits) any person entitled to exercise any such Option in consequence of the death of the original Grantee;
“Group”	means the Company and its subsidiaries from time to time;
“HK\$”	means Hong Kong Dollars, the lawful currency of Hong Kong;
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China;
“Hong Kong Branch Share Registrar”	means Computershare Hong Kong Investor Services Limited;
“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”	means The Rules Governing the Listing of Securities on the Stock Exchange;
“Main Board”	means the main board of the Stock Exchange;

DEFINITIONS

“Model Code”	means the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules (as amended from time to time);
“Nomination Committee”	means the nomination committee of the Board;
“Offer”	means an offer for the grant of such Option made in accordance with the terms of the 2024 Share Option Scheme;
“Offer Letter”	means the letter for any grant of such Option in writing (or in such form as the Board may from time to time determine), made by the Company to an Eligible Participant;
“Offer Period”	has the meaning ascribed to it in paragraph 11 of the Appendix;
“Option”	means an option to subscribe for Shares granted or to be granted under the 2024 Share Option Scheme;
“Option Period”	means in respect of any particular Option, a period to be determined and notified by the Board to the Grantee during which the Option may be exercised and, in any event, shall not be more than ten (10) years commencing from the date of grant of such Option and expiring on the last day of such ten (10) year period, subject to the provisions for early termination in accordance with the terms of the 2024 Share Option Scheme;
“Other Schemes”	means any other share option schemes (including any existing share options schemes) and share award schemes of the Company other than the 2024 Share Option Scheme;
“Relevant Event”	means any event including a capitalisation issue, rights issue, sub-division or consolidation of shares or reduction of share capital of the Company;
“Remuneration Committee”	means the remuneration committee of the Board;
“Scheme Mandate Limit”	has the meaning ascribed to it in paragraph 4a of the Appendix;

DEFINITIONS

“Scheme Period”	means the period commencing on the Adoption Date and ending on the tenth (10) anniversary of the Adoption Date (both dates inclusive);
“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), amended or supplemented from time to time;
“Share(s)”	means a fully paid share in the capital of the Company;
“Shareholders”	means the holders of Shares;
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“Subscription Price”	means the price per Share at which a Grantee may subscribe for Shares on the exercise of an Option and shall be stated in the Offer Letter for the grant of any Option;
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission (as amended from time to time); and
“%”	per cent.

LETTER FROM THE BOARD



FIRST SHANGHAI INVESTMENTS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 227)

Directors:

Mr. Lo Yuen Yat (*Chairman*)

Mr. Xin Shulin

Mr. Yeung Wai Kin

Ms. Lao Yuanyuan

Mr. Kwok Lam Kwong, Larry, *S.B.S., J.P.**

Prof. Woo Chia-Wei**

Mr. Liu Ji**

Mr. Yu Qihao**

Mr. Zhou Xiaohe**

Mr. Li Zhiyun**

Registered Office:

Room 1903, Wing On House

71 Des Voeux Road Central

Hong Kong

* *Non-executive director*

** *Independent non-executive directors*

22 April 2024

Dear Sir or Madam,

**(i) PROPOSALS RELATING TO GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES**

AND

(ii) RE-ELECTION OF DIRECTORS

AND

(iii) PROPOSED ADOPTION OF THE 2024 SHARE OPTION SCHEME

AND

(iv) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

At the AGM of the Company for the year ended 31 December 2023, resolutions will be proposed to: (i) grant to the Directors general mandates to issue and repurchase shares of the Company; (ii) re-elect Directors; and (iii) adopt the 2024 Share Option Scheme.

LETTER FROM THE BOARD

The purpose of this circular is to give you further details of the abovementioned proposals and notice of the AGM for the year ended 31 December 2023. In compliance with the Listing Rules, this circular also contains the explanatory statement and gives all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the purchase by the Company of its own shares, the particulars of the Directors proposed to be re-elected at the AGM and the proposed adoption of the 2024 Share Option Scheme.

GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed to grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20 per cent. of the issued share capital of the Company to provide flexibility to the Company to raise fund by issue of shares efficiently. On the Latest Practicable Date, there were in issue an aggregate of 2,190,679,905 Shares. On the assumption that no Shares will be issued prior to the AGM, exercise in full of the mandate could result in up to 438,135,981 Shares being issued by the Company. The mandate allows the Company to allot, issue and deal with additional Shares only up to the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

In addition, an ordinary resolution will also be proposed to authorise an extension of this mandate by adding thereto any Shares repurchased under the general mandate to repurchase shares.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be given a general mandate to exercise all powers of the Company to repurchase issued and fully paid Shares. Under such mandate, the number of Shares that the Company may repurchase shall not exceed 10 per cent. of the share capital of the Company in issue on the date of the resolution. The Company's authority is restricted to purchases made on the Stock Exchange in accordance with the Listing Rules. Based on 2,190,679,905 Shares in issue as at the Latest Practicable Date and on the assumption that no Share will be issued prior to the AGM, exercise in full of the mandate could result in up to approximately 219,067,990 Shares being repurchased by the Company. The mandate allows the Company to make or agree to make purchases only up to the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

LETTER FROM THE BOARD

The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases may enhance the net value of the Company and/or earnings per Share. As compared with the financial position of the Company as at 31 December 2023 (being the date of its latest audited accounts), the Directors consider that there would be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed purchases were to be carried out in full during the proposed purchase period. No purchase would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company.

The Company is empowered by the Articles to purchase its Shares. Hong Kong law provides that payment in connection with a share repurchase may only be paid out of distributable profits or the proceeds of a fresh issue of shares. Under Hong Kong law, the Shares so repurchased will be treated as cancelled.

The Directors intend to apply the profits that would otherwise be available for distribution by way of dividend for any purchase of its Shares.

Directors, their associates and connected persons

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of the associates of any of the Directors has any present intention, in the event that the proposal is approved by Shareholders, to sell Shares to the Company.

No core connected person of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make purchases of Shares.

Undertaking of the directors

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the proposed resolution in accordance with the Listing Rules and all applicable laws of the Hong Kong, and in accordance with the regulations set out in the Articles.

Confirmation by the Company

The Company confirms that neither the explanatory statement nor the share repurchase mandate has any unusual features.

LETTER FROM THE BOARD

Effect of Takeovers Code

A repurchase of Shares by the Company may result in an increase in the proportionate interests of a substantial shareholder of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Mr. Lo Yuen Yat (“**Mr. Lo**”), who held approximately 53.39 per cent. of the issued share capital of the Company, was the only substantial shareholder holding more than 10 per cent. of the issued share capital of the Company. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution, the shareholdings of Mr. Lo in the Company would be increased to approximately 59.32 per cent. of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. As at the Latest Practicable Date, the Directors have no intention to exercise in full the power to repurchase Shares under the general mandate.

Stock Exchange Rules for Repurchases of Shares

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Shareholders’ approval

The Listing Rules provide that all shares repurchases on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, which may be by way of general mandate, or by special resolution in relation to specific transactions.

(b) Source of funds

Repurchases must be funded out of funds legally available for the purpose in accordance with its Articles, the laws of Hong Kong and the Listing Rules.

LETTER FROM THE BOARD

General

During each of the six months preceding the date of this circular, no Share had been repurchased by the Company.

During each of the previous 12 months, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

Month	Per Share	
	Highest HK\$	Lowest HK\$
2023		
April	0.147	0.132
May	0.142	0.125
June	0.135	0.122
July	0.130	0.119
August	0.125	0.100
September	0.109	0.102
October	0.113	0.104
November	0.112	0.108
December	0.126	0.106
2024		
January	0.142	0.110
February	0.133	0.106
March	0.150	0.131
April (up to the Latest Practicable Date)	0.130	0.126

PROPOSED RE-ELECTION OF DIRECTORS

Resolutions will be proposed at the AGM for the re-election of Mr. Xin Shulin, Ms. Lao Yuanyuan, Mr. Zhou Xiaohe and Mr. Li Zhiyun as the Directors according to the Articles. Their particulars are as follows (with age in brackets):

Mr. XIN Shulin (70). Appointed as Director of the Company in 1998. Mr. Xin joined the Company in 1994 as Executive Vice President in charge of direct investment and property development business. He graduated from Lanzhou University in 1982 and obtained his MBA degree from University of Denver, USA in 1992.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Mr. Xin did not have any interest in Shares of the Company within the meaning of Part XV of the SFO. He has an employment contract with the Company which does not have any specific length of service in respect of his appointment. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Mr. Xin is entitled to a fixed monthly salary of HK\$210,110 which was determined with reference to his qualification, experience and responsibilities and a discretionary bonus to be decided by the Board with reference to the operating results of the Group and the performance of Mr. Xin in the relevant financial year. The total amount of emoluments for the year ended 31 December 2023 received by Mr. Xin is set out in note 12 to the consolidated financial statements of the Company's 2023 annual report.

As at the Latest Practicable Date, Mr. Xin has not held any directorships in the last three (3) years in public companies with securities listed on any securities markets in Hong Kong or overseas.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Xin does not have any relationships with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, there is no information which is disclosable nor is/was Mr. Xin involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(w) of the Listing Rules and there are no other matters concerning Mr. Xin that need to be brought to the attention of the Shareholders.

Ms. LAO Yuanyuan (45). Appointed as Director of the Company in 2021. Ms. Lao was responsible for the business development of Crimson Pharmaceutical (Hong Kong) Limited and is presently responsible for direct investment business of the Company. Ms. Lao was an executive director of the China Assets (Holdings) Limited ("**China Assets**") from 2005 to 2015 and was redesignated as a non-executive director from 2016 to 2017. China Assets was a company listed in Hong Kong during the relevant period. Ms. Lao worked in the investment banking division at Merrill Lynch & Co in New York City. Ms. Lao graduated magna cum laude from Columbia University, USA, where she studied Engineering Management Systems. Ms. Lao is the daughter of Mr. Lo Yuen Yat, the Chairman and executive Director of the Company.

As at the Latest Practicable Date, Ms. Lao did not have any interest in Shares of the Company within the meaning of Part XV of the SFO. She has a service contract with the Company which does not have any specific length of service in respect of her appointment. She is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Ms. Lao is entitled to a fixed monthly salary of HK\$51,200 which was determined with reference to her qualification, experience and responsibilities and a discretionary bonus to be decided by the Board with reference to the operating results of the Group and the performance of Ms. Lao in the relevant financial year. Ms. Lao had not received any Directors' emoluments for the year ended 31 December 2023.

LETTER FROM THE BOARD

Save as disclosed above, as at the Latest Practicable Date, Ms. Lao has not held any directorships in the last three (3) years in public companies with securities listed on any securities markets in Hong Kong or overseas.

As at the Latest Practicable Date, there is no information which is disclosable nor is/was Ms. Lao involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(w) of the Listing Rules and there are no other matters concerning Ms. Lao that need to be brought to the attention of the Shareholders.

Mr. ZHOU Xiaohe (71). Appointed as independent non-executive Director of the Company in 2007. Mr. Zhou has extensive experience in investment and financing industries. He was educated in China and graduated from the Beijing Industrial University major in Computer Automation. Mr. Zhou was a non-executive director of the Company from 18 May 1995 to 16 June 1998.

As at the Latest Practicable Date, Mr. Zhou was interested in 160,000 Shares of the Company within the meaning of Part XV of the SFO. He has a service contract with the Company which will expire on the date which the annual general meeting of the Company will be held during the 2025 calendar year. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. He is entitled to a director's fee of HK\$264,000 per annum and a further fee of HK\$30,000 per annum for being a member of the audit committee of the Board, such fee being determined by reference to the market range for the position and is subject to review by the Board from time to time.

As at the Latest Practicable Date, Mr. Zhou has not held any directorships in the last three (3) years in public companies with securities listed on any securities markets in Hong Kong or overseas.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhou does not have any relationships with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, there is no information which is disclosable nor is/was Mr. Zhou involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(w) of the Listing Rules and there are no other matters concerning Mr. Zhou that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Mr. LI Zhiyun (60). Appointed as independent non-executive Director of the Company in May 2023. Mr. Li is the founder of several entities, namely Mandarin Fine Foods Co. Ltd (北京曼德琳精美食品有限公司), Beijing Pan Am International Flight School (北京泛美國際飛行學院), Phoenix International Flying College (鳳凰國際飛行學院) (the “**PIFC**”), CETC Wuhu Diamond Aircraft Manufacture Co. Ltd (the “**CETC**”) and Wuhu Zhong Ke Aircraft Co. Ltd. (蕪湖中科飛機製造有限公司) (“**Wuhu Zhong Ke Aircraft**”). Mr. Li has been acting as an investor and a director of the PIFC since October 2010, the vice-chairman of the board of CETC since October 2013, a director of Shandong Binao Aircraft Manufacture Co. Ltd (山東濱奧飛機製造有限公司) since October 2014 and a general manager of Wuhu Zhong Ke Aircraft since October 2016. Mr. Li graduated from the Foreign Affairs Institute of China (currently known as China Foreign Affairs University) with a bachelor’s degree in international law in June 1986.

As at the Latest Practicable Date, Mr. Li did not have any interest in Shares of the Company within the meaning of Part XV of the SFO. He has a service contract with the Company pursuant to which he was appointed for an initial term of two (2) years as an independent non-executive Director and shall thereafter continue on a month-to-month basis unless otherwise agreed between Mr. Li and the Company. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Mr. Li is entitled to a director’s fee of HK\$264,000 per annum and a further fee of HK\$30,000 per annum as a member of the audit committee of the Board determined by the Board with reference to his duties and responsibilities and prevailing market conditions and practice.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li has not held any directorships in the last three (3) years in public companies with securities listed on any securities markets in Hong Kong or overseas.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Li does not have any relationships with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, there is no information which is disclosable nor is/was Mr. Li involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(w) of the Listing Rules and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

Recommendation by the Nomination Committee with respect of the re-election of the Directors, particularly the independent non-executive Director

Recommendations to the Board for the proposal for re-election of the aforesaid Directors were made by the Nomination Committee, after evaluating their performance and considering a range of diversity perspectives including but not limited to skills, regional and industrial experience, background, race, gender and other qualities as set out in the board diversity policy of the Company.

LETTER FROM THE BOARD

Pursuant to code provision set out in paragraph B.2.3 of Appendix C1 of the Listing Rules, (i) the Board has assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules and affirmed that Mr. Zhou and Mr. Li remains independent; (ii) the Nomination Committee has assessed and is satisfied of the independence of Mr. Zhou and Mr. Li; and (iii) the Board considers that Mr. Zhou and Mr. Li remains independent of management and free of any relationships which could materially interfere with the exercise of their independent judgment.

The Nomination Committee, after having considered a range of diversity perspectives including but not limited to gender, age, cultural and educational backgrounds, ethnicity, professional experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company, considers that Mr. Zhou and Mr. Li can contribute to the diversity of the Board.

Independent non-executive Directors who have served more than nine (9) years

According to code provision B.2.4 of Appendix C1 to the Listing Rules, where all the independent non-executive Directors of an issuer have served more than nine (9) years on the Board, the issuer should, among others, disclose the length of tenure of each existing independent non-executive Director on a named basis in this circular. Prof. Woo Chia-Wei, Mr. Liu Ji, Mr. Yu Qihao and Mr. Zhou Xiaohe were appointed as independent non-executive Directors on 28 December 1993, 11 March 2004, 17 March 2005 and 7 October 2007 respectively, and as at the Latest Practicable Date, have served more than 30 years, 20 years, 19 years and 16 years respectively. Although Prof. Woo Chia-Wei, Mr. Liu Ji, Mr. Yu Qihao and Mr. Zhou Xiaohe were served as independent non-executive Directors for more than nine (9) years, they meet the independence factors set out in Rule 3.13 of the Listing Rules and are not involved in the daily management of the Company, nor in any relationships or circumstances which would interfere with the exercise of their independent judgment. In addition, they continue to demonstrate the attributes of independent non-executive director and there is no evidence that their tenure has had any impact on their independence. Taking into account the above, the Board is of the opinion that Prof. Woo, Mr. Liu, Mr. Yu and Mr. Zhou remain independent notwithstanding the length of his service and it believes that their valuable knowledge and experience in the Group's business and their general business acumen continue to generate significant contribution to the Company.

Save as mentioned above, none of the above independent non-executive Directors has any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and does not have any other matters that need to be brought to the attention of the Shareholders of the Company or any other information required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

The Company has received from Mr. Zhou and Mr. Li, respectively, a confirmation of their independence pursuant to Rule 3.13 of the Listing Rules. The Company considers Mr. Zhou and Mr. Li as independent.

LETTER FROM THE BOARD

In view of the aforesaid factors and experience, knowledge and commitment of the relevant individuals, the Board would recommend the abovementioned Directors, namely, Mr. Xin, Ms. Lao, Mr. Zhou and Mr. Li for re-election at the AGM.

PROPOSED ADOPTION OF THE 2024 SHARE OPTION SCHEME

1. Introduction

The 2014 Share Option Scheme was adopted by the Company on 23 May 2014 and is valid for a period of ten (10) years and will expire on 22 May 2024. Since the adoption of the 2014 Share Option Scheme and up to the Latest Practicable Date, no Options have been granted under the 2014 Share Option Scheme and there were no Options outstanding as at the Latest Practicable Date.

Pursuant to the consultation conclusions by the Stock Exchange, Chapter 17 of the Listing Rules was amended with effect from 1 January 2023. Upon the expiry of the 2014 Share Option Scheme and in light of the above, the Company proposes to adopt the 2024 Share Option Scheme. The provisions of the 2024 Share Option Scheme will comply with the requirements of the amended Chapter 17 of the Listing Rules which has taken effect on 1 January 2023.

No Options have been granted since the adoption of the 2014 Share Option Scheme, however the Company considers that the adoption of the 2024 Share Option Scheme is vital for the continued development of the Company to incentivize and reward employees and directors of the Group for their contributions to the Group and will enhance the Group's competitiveness by attracting talented recruits.

Save for the 2014 Share Option Scheme which will expire on 22 May 2024, the Company had no Other Schemes as at the Latest Practicable Date.

2. Proposed Adoption of the 2024 Share Option Scheme

For the purpose of Chapter 17 of the Listing Rules, the 2024 Share Option Scheme will constitute a share scheme involving the grant by the Company of options over new Shares. Accordingly, the adoption of the 2024 Share Option Scheme will be subject to, among others, the Shareholders' approval at the AGM.

LETTER FROM THE BOARD

The conditions of the 2024 Share Option Scheme are set out in the section headed “29. CONDITIONS OF THE 2024 SHARE OPTION SCHEME” in the Appendix hereto and will take effect upon satisfaction of the following:

- (a) the passing of ordinary resolutions by the Shareholders at general meeting of the Company to (i) approve and adopt the 2024 Share Option Scheme; (ii) to authorise the Board to grant Options under the 2024 Share Option Scheme; and (iii) to authorise the Board to allot and issue Shares pursuant to the exercise of any Options to be granted pursuant to the 2024 Share Option Scheme; and
- (b) the Listing Committee (as defined in the Listing Rules) of the Stock Exchange granting approval for the listing of, and the permission to deal in, any Shares on the Stock Exchange which may be issued by the Company in respect of the Options granted under the 2024 Share Option Scheme.

3. Purpose of the 2024 Share Option Scheme

The purpose of the 2024 Share Option Scheme is set out in the section headed “1. PURPOSE” in the Appendix hereto.

The purpose of the 2024 Share Option Scheme is to recruit, retain and motivate high calibre professionals such as employees and directors of the Group by providing incentives or rewards to Eligible Participants who contribute to promoting the interests of the business and operations of the Group.

4. The Eligible Participants

The Eligible Participants and the criteria for determination of their eligibility are set out in the section headed “3. THE ELIGIBLE PARTICIPANTS” in the Appendix hereto.

In assessing the eligibility of Eligible Participants, the Board will consider, among others, individual performance, work ethic, time commitment (full-time or part-time), responsibilities or employment conditions according to the prevailing market practice and industry standard, the length of engagement with the Group and the individual contributions or potential contributions to the Group in the future. The granting of Options to Eligible Participants under the 2024 Share Option Scheme will help reward their past contributions and at the same time incentivise them to continually contribute to the longer-term growth and development of the Group, which serves the purpose of the 2024 Share Option Scheme as Eligible Participants in turn, will be able to benefit if and when price of Shares increase.

LETTER FROM THE BOARD

The Board is of the view that based on the nature of the Group's business, the criteria above aligns with the purpose of the 2024 Share Option Scheme and the long-term interests of the Company and its Shareholders.

5. Vesting Period

The vesting period of the Options is set out in the section headed "9. VESTING PERIOD OF OPTIONS" in the Appendix hereto.

The section also refers to circumstances in which the Board may grant Options with a vesting period that is shorter than the prescribed twelve (12) month period. To ensure full practicability in fully attaining the purpose of the 2024 Share Option Scheme, the Board and the Remuneration Committee are of the view that (a) there are certain circumstances where a strict twelve (12) month vesting period requirement would not work or would not be fair and reasonable to the Grantee such as those set out in paragraph 9 of the Appendix hereto; (b) there is a need for the Company to retain flexibility to reward exceptional performers with accelerated vesting period or as part of competitive terms and conditions to induce exceptional talents to join the Group; and (c) the Company should be allowed discretion to formulate its own talent recruitment and retention strategies in response to the ever-changing market conditions and industry competition, and thus should have flexibility to impose vesting conditions such as performance based vesting conditions (if any) depending on individual circumstances.

For the reasons set out above, the Board and the Remuneration Committee are of the view that under the specific and limited circumstances prescribed in the section headed "9. VESTING PERIOD OF OPTIONS" of the Appendix hereto, granting Options that may have a vesting period shorter than the prescribed twelve (12) month period would be appropriate and align with the purpose of the 2024 Share Option Scheme.

6. Performance Targets and Clawback Mechanisms

The performance targets and clawback mechanisms are set out in the section headed "10. PERFORMANCE TARGETS" in the Appendix hereto.

The 2024 Share Option Scheme does not prescribe any performance targets that must be met before an Option can be exercised or a clawback mechanism to recover or withhold an Option to be granted. However, the 2024 Share Option Scheme does give the Board discretion to impose such conditions on the Options or prescribe such clawback mechanism where appropriate.

LETTER FROM THE BOARD

The Board considers that it may not always be appropriate to impose such conditions particularly when the purpose of granting Options is to remunerate or compensate directors or employees of the Group. The Board believes that it is not practicable or beneficial to expressly set out a generic set of performance targets in the 2024 Share Option Scheme, as each Eligible Participant will play different roles and contribute different ways and values to the Group. The Board considers it more beneficial to the Company to retain flexibility in setting out the terms and conditions of the Options under particular circumstances of each grant and as such, would facilitate the Board to offer suitable incentives to attract and retain quality professionals that are valuable to the development of the Group.

In relation to a clawback mechanism, all Options granted which are unvested shall automatically lapse under certain circumstances as specified in the 2024 Share Option Scheme. For more details of the circumstances in which Options which are unvested shall lapse, please refer to paragraph 27 of the Appendix hereto.

The Group will utilize its internal assessment system to appraise and evaluate the performance targets applicable to each grant of Options on a case-by-case basis by considering the relevant factors and circumstances at such time. The Company will consider the past contributions of Eligible Participants with reference to the factors set out above and form an internal assessment as regards to the future value that such Eligible Participants may bring to the growth and development of the Group. The assessment involves the consideration and appraisal of the Eligible Participants' expected contribution with reference to such Eligible Participants' nature of duties (e.g. whether in a sales role, management role or a support role), position within the Group (e.g. whether overall Group level targets or specific performance indicators should be adopted) and other features including geographical location, corporate culture and business strategy focus. Specific weightings will be given to the factors above in order to provide a fair and reasonable basis and in the interest of the Company and its Shareholders as a whole. The Board or the Remuneration Committee (if authorised by the Board) shall have sole discretion in determining whether the relevant performance targets for the Eligible Participants has been met.

The Board is of the view that the aforesaid will provide the Board with more flexibility in setting the terms and conditions of the grant of Options under particular circumstances of each grant and facilitate the Board's aim to offer meaningful incentives to attract and retain high quality Eligible Participants that are valuable to the development of the Group and therefore benefits the Group and the Shareholders as a whole.

7. Scheme Mandate Limit

The total number of Shares which may be issued in respect of all Options which may be granted under the 2024 Share Option Scheme is set out in the section headed "4. SCHEME MANDATE LIMIT" in the Appendix hereto.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the number of issued Shares was 2,190,679,905 Shares. Assuming that there will be no change in the number of issued Shares between the Latest Practicable Date and the Adoption Date, the total number of Shares which may be issued under the Scheme Mandate Limit upon exercise of all Options to be granted under the 2024 Share Option Scheme and Other Schemes would be no more than 219,067,990 Shares representing no more than approximately 10% of issued share capital of the Company on the date of approval of the 2024 Share Option Scheme.

8. Subscription Price of Options

The Subscription Price in respect of any particular Option which may be granted under the 2024 Share Option Scheme is set out in the section headed “12. SUBSCRIPTION PRICE OF OPTIONS” in the Appendix hereto. The Subscription Price shall be such price as determined by the Board in its absolute discretion at the time of grant of the relevant Options and shall be at least the higher of (i) the closing price of the Shares as stated in the Stock Exchange’s daily quotation sheet on the date of the grant of the Option, which must be a Business Day; and (ii) the average closing price of the Shares as stated in the Stock Exchange’s daily quotations sheets for the five (5) Business days immediately preceding the date of the grant of the Option. The basis of determining the Subscription Price is also specified in the requirements set out in Chapter 17 of the Listing Rules. The Directors consider that such basis will serve to preserve the value of the Company and encourage Eligible Participants to acquire proprietary interests in the Company.

9. Application for Listing

An application will be made to the Stock Exchange for the approval of the listing for, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options granted under the 2024 Share Option Scheme.

10. Documents on Display

A copy of the 2024 Share Option Scheme will be displayed on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.firstshanghai.com.hk>) from Monday, 22 April 2024 and up to and including the date of the AGM, and will also be available for inspection at the AGM.

11. Other Information

As at the Latest Practicable Date, the Company had not granted or proposed to grant or intended to grant any Options under the 2024 Share Option Scheme.

None of the Directors is a trustee of the 2024 Share Option Scheme nor has a direct or indirect interest in the trustee.

LETTER FROM THE BOARD

The Company will, where applicable, comply with the applicable requirements under Chapter 17 of the Listing Rules in respect of the operation of the 2024 Share Option Scheme.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder had any material interest in the adoption of the 2024 Share Option Scheme. Accordingly, no Shareholder is required to abstain from voting on the resolution approving the adoption of the 2024 Share Option Scheme.

ANNUAL GENERAL MEETING

You will find on pages 36-40 of this circular a notice of the AGM to be held at 3:00 p.m. on Friday, 24 May 2024 at 19th Floor, Wing On House, 71 Des Voeux Road Central, Hong Kong.

Resolution no. 4A will be proposed as an ordinary resolution to give a general mandate to the directors to allot, issue and deal with shares of the Company not exceeding 20 per cent. of the total number of shares of the Company in issue as at the date of the resolution.

Resolution no. 4B will be proposed as an ordinary resolution to give a general mandate to the directors to make on-market purchases of shares of the Company of up to 10 per cent. of the total number of shares of the Company in issue as at the date of the resolution.

Resolution no. 4C will be proposed as an ordinary resolution to extend resolution no. 4A to include the aggregate number of shares of the Company which are repurchased by the Company under the authority granted to the directors pursuant to resolution no. 4B.

Resolution no. 5 will be proposed as an ordinary resolution to consider and approve the 2024 Share Option Scheme and the Scheme Mandate Limit.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote at the AGM in accordance with Article 60 of the Articles. The result of the poll shall be deemed to be the resolution of the general meeting at which the poll was demanded or required and the poll results will be published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.firstshanghai.com.hk). Given that no Shareholder is considered as having a material interest in the resolutions to be proposed at the AGM, no Shareholder is required to abstain from voting at the AGM for the relevant resolutions.

There is enclosed a form of proxy for use at the AGM. You are requested to complete the form of proxy and return it to the registered office of the Company in accordance with the instructions printed thereon **not less than 48 hours before** the time fixed for holding the meeting, whether or not you intend to be present at the meeting. The completion and return of the form of proxy will not prevent you from attending and voting in person should you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed granting of the mandates to issue and repurchase shares of the Company, the re-election of Directors and the adoption of the 2024 Share Option Scheme are in the interest of the Company and Shareholders as a whole and so recommend you to vote in favour of the relevant resolutions at the AGM. The Directors will vote all their shareholdings in favour of such resolutions.

RESPONSIBILITY STATEMENT

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

Yours faithfully,

By order of the Board

FIRST SHANGHAI INVESTMENTS LIMITED

LO Yuen Yat

Chairman

The following is a summary of the principal terms of the 2024 Share Option Scheme to be approved and adopted by ordinary resolution at the annual general meeting, but such summary does not form part of, nor was it intended to be, part of the 2024 Share Option Scheme, nor should it be taken as affecting the interpretation of the rules of the 2024 Share Option Scheme:

1. PURPOSE

The purpose of the 2024 Share Option Scheme is to recruit, retain and motivate high calibre professionals such as employees and directors of the Group by providing incentives or rewards to Eligible Participants who contribute to promoting the interests of the business and operations of the Group.

2. ADMINISTRATION OF THE 2024 SHARE OPTION SCHEME

The 2024 Share Option Scheme shall be subject to the administration of the Board and the Listing Rules (including the independent non-executive Directors) whose decision (save as otherwise provided herein) shall be final and binding on all parties. The Board (or such committee) shall have the right (i) to interpret and construe the provisions of the 2024 Share Option Scheme; (ii) to determine the persons who will be granted Options under the 2024 Share Option Scheme, the vesting conditions and/or vesting periods and the number and Subscription Price of Options granted thereto; (iii) to make such appropriate and equitable adjustments to the terms of Options granted under the 2024 Share Option Scheme as it deems necessary; and (iv) to make such other decisions or determinations as it shall deem appropriate in the administration of the 2024 Share Option Scheme.

No member of the Board or committee of the Board shall be personally liable by reason of any contract or other instrument executed by such member or on his/her behalf in his/her capacity as a member of the Board or committee of the Board nor for any mistake of judgment made in good faith, and the Company shall indemnify and hold harmless each employee, officer or Director of the Company to whom any duty or power relating to the administration or interpretation of the 2024 Share Option Scheme may be allocated or delegated, against any cost or expense (including counsel fees) or liability (including any sum paid in settlement of a claim with the approval of the Board) arising out of any act or omission to act in connection with the 2024 Share Option Scheme unless arising out of such person's own fraud or bad faith.

3. THE ELIGIBLE PARTICIPANTS

The eligibility of Eligible Participants shall be determined by the Board and will take into account the experience of the Eligible Participant on the Group's businesses, the length of service of the Eligible Participant with the Group and the amount of support, effort and contributions the Eligible Participant has exerted and given towards the Group and the amount of potential support, effort and contribution the Eligible Participant is likely able to give or make towards the Group in the future.

The basis of eligibility of Eligible Participants are set out below, the Board will consider among others, factors including individual performance, work ethic, time commitment (full-time or part-time), responsibilities or employment conditions according to the prevailing market practice and industry standard, the length of engagement with the Group and the individual contributions or potential contributions to the Group in the future.

4. SCHEME MANDATE LIMIT

(a) The Scheme Mandate Limit

The total number of Shares which may be issued in respect of all Options or awards to be granted under the 2024 Share Option Scheme and Other Schemes (excluding for this purpose Options and awards which have lapsed in accordance with the terms of the 2024 Share Option Scheme and Other Schemes) (the “**Scheme Mandate Limit**”), must not in aggregate exceed 10% (or such other percentage which may be specified by the Stock Exchange from time to time) of the total number of Shares in issue as at the Adoption Date or the relevant date of approval of the Scheme Mandate Limit.

(b) Refreshment

Subject to the provisions of the 2024 Share Option Scheme the Scheme Mandate Limit may be refreshed by ordinary resolution of the Shareholders in general meeting every three (3) years from the date of the Shareholders’ approval for the last refreshment (or the Adoption Date), provided that:

- (i) the Scheme Mandate Limit so refreshed shall not exceed 10% (or such other percentage which may be specified by the Stock Exchange from time to time) of the total number of issued Shares as at the date of such Shareholders’ approval of the refreshment of the Scheme Mandate Limit;
- (ii) for the purpose of calculating the Scheme Mandate Limit, Options or awards lapsed in accordance with the terms of the 2024 Share Option Scheme and Other Schemes will not be regarded as utilised; and
- (iii) a circular regarding the proposed refreshment of the Scheme Mandate Limit has been despatched to the Shareholders containing the number of Options that were already granted under the existing Scheme Mandate Limit and the accompanying reason for refreshment and any other information required under the Listing Rules.

Further to the requirements set out above, any refreshment of the Scheme Mandate Limit within three (3) years from the date of the Shareholders' approval for the last refreshment (or the Adoption Date) must be approved by the Shareholders in general meeting provided that:

- (i) any controlling shareholders and their associates (or if there are no controlling shareholder, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates) must abstain from voting in favour of the relevant resolution at the general meeting;
- (ii) the Company must comply with the requirements under Rules 13.39(6) and (7), 13.40, 13.41 and 13.42 of the Listing Rules; and
- (iii) the requirements above do not apply if the refreshment is made immediately after an issue of securities by the Company to its Shareholders on a pro rata basis as set out in Rule 13.36(2)(a) of the Listing Rules such that the unused part of the Scheme Mandate Limit (as a percentage of the relevant class of Shares in issue) upon refreshment is the same as the unused part of the Scheme Mandate Limit immediately before the issue of securities, rounded to the nearest whole Share.

(d) Grant in Excess of the Scheme Mandate Limit

The Company may seek separate approval from the Shareholders in general meeting for granting Options which will result in the Scheme Mandate Limit being exceeded, provided that:

- (i) the grant is only to Eligible Participants identified by the Company before the approval is sought;
- (ii) a circular regarding the grant has been dispatched to the Shareholders containing the information required under the Listing Rules;
- (iii) the number and terms of Options to be granted to such Eligible Participant must be fixed before Shareholders' approval; and
- (iv) the date of the Board meeting for proposing such grant of Options should be taken as the date of grant for the purpose of calculating the relevant Subscription Price.

(e) Share Consolidation or Subdivision

If the Company conducts any share consolidation or subdivision after the Scheme Mandate Limit has been approved in general meeting, the maximum number of Shares that may be issued by the Company pursuant to the 2024 Share Option Scheme and Other Schemes under the unutilized Scheme Mandate Limit as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same, rounded to the nearest whole Share.

5. MAXIMUM ENTITLEMENT OF EACH PARTICIPANT

Where any grants of Options to a Eligible Participant would result in the Shares issued and to be issued in respect of all Options and awards granted to such Eligible Participant (excluding any Options or awards lapsed in accordance with the terms of the 2024 Share Option Scheme and Other Schemes) in the twelve (12) month period up to and including the date of such grant representing in aggregate over 1% of the relevant class of Shares of the Company in issue must be separately approved by Shareholders in general meeting with such Eligible Participant and his close associates (or associates if the Eligible Participant is a connected person) abstaining from voting.

The Company must send a circular to the Shareholders and the circular must disclose the identity of the Eligible Participant, the number and terms of the Options to be granted (and Options previously granted to such Eligible Participant during the twelve (12)-month period), the purpose of granting the Options to the Eligible Participant, an explanation as to how the terms of the Options serve such purpose and such information as may be required by the Stock Exchange from time to time. The number and terms (including the subscription price) of the Option to be granted to such Eligible Participant must be fixed before the general meeting of the Company, and the date of the meeting of the Board for proposing such grant should be taken as the offer date for the purpose of calculating the Subscription Price.

6. GRANT OF OPTIONS TO CONNECTED PERSONS

Any grant of any Options to a Director, chief executive or substantial shareholder of the Company (or any of their respective associates) under the 2024 Share Option Scheme, requires the approval of the independent non-executive Directors (excluding any independent non-executive Director who is a prospective Grantee of the Options).

Where an Option is to be granted to an independent non-executive Director (or any of their respective associates) or a substantial shareholder of the Company and the grant will result in the Shares issued in respect of all Options and awards (excluding any Options and awards lapsed in accordance with the 2024 Share Option Scheme and Other Schemes) grant to such person in the twelve (12) month period up to and including the date of such grant in aggregate exceeding 0.1% of the relevant class of Shares in issue such grant shall not be valid unless:

- (a) a circular containing the details of the grant (including the number and terms of the Options to be granted to each Eligible Participant) has been despatched to the Shareholders in accordance with the relevant provisions of the Listing Rules including a recommendation from the independent non-executive Directors (excluding the independent non-executive Director who is the prospective Grantee of the Options) to the independent Shareholders as to voting;
- (b) the grant has been approved by the Shareholders in general meeting in accordance with the relevant provisions of the Listing Rules, the relevant Grantee, his associates and all core connected persons shall abstain from voting (except that a connected person may vote against the resolution if his intention to do so has been stated in the circular required to be issued pursuant to the Listing Rules); and
- (c) the Company must comply with the requirements set out in Rules 13.40, 13.41 and 13.42 of the Listing Rules.

Any change in the terms of an Option granted to a Eligible Participant who is a director, chief executive or substantial shareholder of the Company, or any of their respective associates, must be approved by Shareholders in the manner above and in accordance with Chapter 17 of the Listing Rules, if the initial grant of the Options requires such approval (except where the changes take effect automatically under the existing terms of the 2024 Share Option Scheme).

The requirements set out above do not apply where the Eligible Participant is only a proposed Director or proposed chief executive of the Company.

7. RESTRICTION ON THE TIME OF GRANT OF OPTIONS

No Options shall be granted after any inside information (as defined in the SFO) has come to the knowledge of the Company until (and including) the trading day after the Company has announced the information in accordance with the Listing Rules and the SFO. In particular, no Options shall be granted during the period commencing one (1) month immediately preceding the earlier of:

- (a) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for approval of the results of the Company for any year, half-year or any other interim period (whether or not required under the Listing Rules); and
- (b) the deadline for the Company to publish an announcement of its results for any year, half-year, or any other interim period (whether or not required under the Listing Rules),

and ending on the date of the results announcement (or any delay in the publishing of the results announcement or any other periods of time stipulated by the relevant sections of the Listing Rules from time to time in relation to any restriction on the time of grant of Options).

For the avoidance of doubt, in compliance with the Listing Rules, an Offer may not be made to an Eligible Participant who is a Director during the periods of times in which the Director is prohibited from dealing in the Shares pursuant to the Model Code or any corresponding code or securities dealing restrictions adopted by the Company.

8. EXERCISE PERIOD

The 2024 Share Option Scheme shall be valid and effective for a period to be determined by the Board during which the Options may be exercised and, in any event, shall not be more than ten (10) years commencing on the date on which the Offer in relation to the Options is deemed to have been accepted and expiring on the last day of such ten (10) year period.

Subject to the provisions of the 2024 Share Option Scheme, Options may be exercised in whole or in part by the Grantee (or, as the case may be, such Grantee's legal personal representative) at any time during the Option Period and, other than where it is exercised to the full extent outstanding, shall be exercised in integral multiples of such number of Shares as shall represent one board lot for dealing in Shares on the Stock Exchange for the time being, by the Grantee (or, as the case may be, such Grantee's legal personal representative) by giving notice in writing to the Company stating that the Option is thereby exercised and the number of Shares in respect of which it is exercised. Each such notice must be accompanied by a remittance for the full amount of the Subscription Price for the Shares in respect of which the notice is given.

9. VESTING PERIOD OF OPTIONS

Save for the circumstances prescribed in the paragraph below, an Option must be held by the Grantee for at least twelve (12) months before the Option can be exercised.

A shorter vesting period may be allowed for Eligible Participants, the Remuneration Committee (in the case where such Eligible Participant is a Director or senior manager identified by the Company) or the Directors (in the case where such Eligible Participant is neither a Director nor a senior manager identified by the Company) shall have the authority to determine a shorter vesting period, if the Remuneration Committee (or, as the case may be, the Directors) considers that a shorter vesting period is appropriate to align with the purpose of the 2024 Share Option Scheme, including where:

- (a) grants of “make-whole” Options to new Eligible Participants to replace their respective options or awards they forfeited when leaving their previous employers;
- (b) grants to an Eligible Participants whose employment is terminated due to death or disability or event of force majeure;
- (c) grants of Options with specific and objective performance-based vesting conditions in lieu of time-based vesting criteria as determined in the conditions of grant as there is a need for the Company to retain flexibility to reward exceptional performers with accelerated vesting or in exceptional circumstances where justified, and the Company should be allowed discretions to formulate its own talent recruitment and retention strategies in response to changing market conditions and industry competition, and thus should have flexibility to impose vesting conditions such as performance-based vesting conditions instead of time-based vesting criteria on a case-by-case basis;
- (d) grants with a total vesting and holding period of more than twelve (12) months; or
- (e) grants of Options that are made in batches during a year due to administrative or compliance reasons, which may be subject to any changes made to the applicable laws, regulations and rules in the jurisdictions in which the Eligible Participants and the Group are subject to and not connected with the performance of the relevant Eligible Participants, which include Options that should have been granted earlier if not for such administrative or compliance reasons but had to wait for subsequent batch, in which case the vesting date may be adjusted to take account of the time from which the Options would have been granted if not for such administrative or compliance requirements, which allows flexibility for the Company to reward Eligible Participants in case of delays due to administrative or compliance requirements. In the event of any administrative or compliance requirements which give rise to a shorter vesting period of the Options granted to any Eligible Participants, the Company will make further announcement as and when appropriate.

10. PERFORMANCE TARGETS

Except otherwise imposed by the Board pursuant to the provisions of the 2024 Share Option Scheme, there are no performance targets that must be met before an Option can be exercised or a clawback mechanism to recover or withhold an Option to be granted.

11. ACCEPTANCE OF OPTIONS

Subject to the provisions of the 2024 Share Option Scheme, an Offer shall be made to an Eligible Participant in an Offer Letter, requiring the Eligible Participant to undertake to hold the Option on the terms on which it is to be granted and to be bound by the provisions of the 2024 Share Option scheme and shall remain open for acceptance by the Eligible Participant for the duration of the Offer Period as stated in the Offer Letter, by which the Eligible Participant must accept the Offer or be deemed to have declined it. To the extent that the Offer is not accepted within the Offer Period, the Offer will be deemed not to have taken effect and will automatically lapse forthwith on the day following the last day of the Offer Period.

An Offer shall be deemed to have been accepted when the Company receives the duplicate of the Offer Letter comprising acceptance of the Offer duly signed by the Grantee with the number of Shares in respect of which the Offer is accepted clearly stated therein together with a remittance in favour of the Company of HK\$1.00 as consideration for the grant thereof. Such consideration shall not be refundable.

Any Offer may be accepted in respect of all or less than the number of Shares in respect of which it is offered provided that it is accepted in respect of a board lot for dealing in Shares on the Stock Exchange or an integral multiple thereof. To the extent that an Offer is not accepted within the time stated in the Offer Letter for that purpose, it will be deemed to have been irrevocably declined and upon which, the Options with respect to the declined Offer will be lapsed and will not be utilised for the purpose of calculating the Scheme Mandate Limit.

12. SUBSCRIPTION PRICE OF OPTIONS

The Subscription Price in respect of any particular Option shall be such price as determined by the Board in its absolute discretion at the time of the grant of the relevant Option (and shall be stated in the Offer Letter to the relevant Eligible Participant) and shall be at least the higher of:

- (a) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of the grant of the Option, which must be a Business Day;
- (b) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five (5) Business days immediately preceding the date of the grant of the Option,

provided that the Subscription Price shall be subject to adjustments in accordance with paragraph 24 below (no such adjustments may be made to the extent that a Share would be issued at less than its nominal value (if any)).

13. RIGHTS ARE PERSONAL TO GRANTEES

An Option shall be personal to the Grantee and shall not be assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest whatsoever in favour of any third party over or in relation to any Option or enter into any agreements to do so. Any breach of the foregoing by a Grantee shall entitle the Company to cancel any Option or any part thereof granted to such Grantee to the extent not already exercised.

14. RANKING OF SHARES

The Shares to be allotted and issued upon the exercise of such Option will be subject to the Articles for the time being in force and will rank *pari passu* in all respects with the fully paid Shares in issue as from the day when the name of the Grantee is registered on the register of members of the Company and accordingly will entitle the holders to participate in all dividends or other distributions paid or made on or after the date when the name of the Grantee is registered on the register of members of the Company other than any dividend or other distribution previously declared or recommended or resolved to be paid or made with respect to a record date which shall be before the date when the name of the Grantee is registered on the register of members of the Company, provided always that when the date of exercise of the Option falls on a day upon which the register of members of the Company is closed then the exercise of the Option shall become effective on the first Business Day in Hong Kong on which the register of members of the Company is re-opened.

A Share allotted and issued upon the exercise of Options shall not carry any voting rights until the completion of registration of the Grantee (or any other person) as the holder thereof.

15. RIGHTS ON DEATH

In the event the Grantee ceases to be an Eligible Participant by reason of the person's death before exercising the Option in full (provided that none of the events which would be a ground for termination of the person's employment, directorship, office, appointment or engagement under paragraph 16 below arises prior to his death), the Grantee or the Grantee's personal representatives may exercise the Option (to the extent vested and not already exercised) in whole or in part within a period of twelve (12) months from the date of death or the last day on which the Grantee was at work with the Group whether salary or director's fee is paid in lieu of notice or not or such longer period as the Board may determine.

16. RIGHTS ON CESSATION OF EMPLOYMENT OR DIRECTORSHIP

In the event the Grantee ceases to be an Eligible Participant by reason of termination of his employment or directorship with the Group on any one or more of the following grounds (i) that he has been guilty of persistent and serious misconduct; (ii) that he has become insolvent or has made any arrangements or composition with his creditors generally; or (iii) that he has been convicted of any criminal offence (other than an offence, which in the opinion of the Board, does not bring the Grantee or any member of the Group into disrepute), before exercising the Option in full, the Grantee's Option (to the extent vested and not already exercised) shall lapse automatically and will not in any event be exercisable on the date of cessation, or such longer period as the Board may determine.

17. RIGHTS ON RETIREMENT

In the event that the Grantee ceases to be an Eligible Participant by reason of his retirement as an employee or director of the Group (other than a director's retirement by rotation in accordance with the Articles or any other articles of the Group) in accordance with his contract of employment or contractual engagement or as prescribed by applicable law (all evidenced to the satisfaction of the Board), before exercising the Option in full, the Grantee may exercise the Option (to the extent vested and not already exercised) in whole or in part within a period of twenty-four (24) months from the date of cessation of employment or directorship which date shall be the last day on which the Grantee was at work with the Company, whether salary or director's fee is paid in lieu of notice or not, or such longer period as the Board may determine.

18. RIGHTS ON CESSATION FOR OTHER REASONS

Subject to paragraph 16 where the Grantee ceases to be an Eligible Participant for any reason except for those stated in paragraphs 15 and 17 before exercising his/her Option in full, the Option (to the extent vested and not yet exercised) held by such Grantee shall lapse on the date of cessation of employment or directorship and will not be exercisable unless the Board determines otherwise, in which event the Option shall be exercisable to the extent and within such period as the Board may determine. The date of such cessation shall be his last actual working day whether salary or director's fee is paid in lieu of notice or not.

In respect of a Grantee who is a prospective employee of the Group being offered an Option as an inducement to enter into employment contracts with the Company, the date on which the Board shall at their absolute discretion determine that the Grantee no longer has interests to join the Group as an employee or the termination date of the employment offer specified in the Offer to the Grantee (if any), the Option (to the extent vested and not already exercised) shall lapse and terminate at the end of the abovementioned period.

19. RIGHTS ON A GENERAL OFFER BY WAY OF TAKEOVER

In the event a general offer by way of a takeover is made to all Shareholders (or such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional, the Company shall give written notice thereof to all Grantees and the Grantees may, exercise the Options to its full extent or to the extent specified in such notice.

20. RIGHTS ON A GENERAL OFFER BY WAY OF SCHEME OF ARRANGEMENT

In the event a general offer by way of a scheme of arrangement, is made to all the Shareholders and the 2024 Share Option Scheme has been approved by the necessary number of Shareholders at the requisite meetings, the Company shall give written notice thereof to all Grantees and the Grantees may, by delivering a notice in writing to the Company within seven (7) days of such Shareholders' approval, exercise the Options to its full extent or to the extent specified in such notice.

21. RIGHTS ON WINDING UP

In the event a notice is given by the Company to its members to convene a general meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind up the Company, the Company shall on the same date as or soon after it despatches such notice to each member of the Company give notice thereof to all Grantees (together with a notice of the existence of the provisions) and thereupon, each Grantee shall be entitled to exercise all or any of his Option at any time not later than seven (7) days prior to the proposed general meeting of the Company by giving notice in writing to the Company, accompanied by a remittance for the full amount of the aggregate exercise price for the Shares in respect of which the notice is given whereupon the Company shall as soon as possible and, in any event, no later than the Business Day immediately prior to the date of the proposed general meeting referred to above, issue and allot the relevant Shares to the Grantee credited as fully paid.

22. RIGHTS ON RECONSTRUCTION, COMPROMISE OR ARRANGEMENT

In the event of a compromise or arrangement, other than a scheme of arrangement contemplated in paragraph 20 above, between the Company and its members or creditors being proposed in connection with a scheme for the reconstruction or amalgamation of the Company, the Company shall give written notice thereof to all Grantees on the same day as it gives notice of the meeting to its members or creditors to consider the a scheme or arrangement and the Grantee, may at any time thereafter, but before such time as shall be notified by the Company, exercise all or any of his Option, and the Company shall as soon as possible and in any event no later than the Business Day immediately prior to the date of the proposed meeting, allot, issue and register in the name of the Grantee such number of fully paid Shares which fall to be issued on exercise of such Option. In the event that the Grantees do not exercise all or any of his

Option before the specified timing, and provided that the then market price of the Option is higher than the exercise price of the Option, the Board may in its sole discretion, sell the Option on behalf of the Grantee, whereby the Grantee will be entitled to receive the cash equivalent from such sale (less any costs incurred by the Company (if any)). In the event that the market price of the Option is lower than the exercise price of the Option or the Board in its sole discretion decides not to sell the Option on the market, the Option will automatically lapse.

23. CANCELLATION OF OPTIONS

The Board may, cancel an Option granted but not exercised with the approval of the Grantee of such Option in certain circumstances. An Option may be granted to an Eligible Participant in place of his cancelled Option provided that the availability of the Scheme Mandate Limit is approved by the Shareholders as referred to in Rule 17.03B or 17.03C of the Listing Rules. The Options cancelled will be regarded as utilised for the purpose of calculating the Scheme Mandate Limit.

24. ADJUSTMENTS

Upon the occurrence of any Relevant Event, in which the Board considers an adjustment necessary, and upon receiving a statement in writing from the Auditors and the independent financial advisor of the Company that the proposed adjustments are fair and reasonable and is in accordance with the Listing Rules, such corresponding adjustments (if any) shall be made to:

- (a) the number or nominal amount of Shares subject to the Option so far exercised; and/or
- (b) the Subscription Price per Share as the independent financial adviser of the Company for the time being or the Auditors shall at the request of the Company or any Grantee certify in writing to be in their opinion fair and reasonable.

Any adjustments must give a Grantee the same proportion of the equity capital (rounded to the nearest whole Share), as that to which that Grantee was previously entitled, but no such adjustments may be made to the extent that a Share would be issued at less than its nominal value (if any). The issue of securities as consideration in a transaction may not be regarded as a circumstance requiring adjustment. In respect of any such adjustments, other than any made on a capitalisation issue, an independent financial adviser or the Auditor must confirm to the Board in writing that the adjustments satisfy the requirements set out in the Listing Rules.

25. LIFE OF THE 2024 SHARE OPTION SCHEME

Subject to early termination in accordance with the provisions of the 2024 Share Option Scheme, the 2024 Share Option Scheme shall be valid and effective for the Scheme Period, after which no further Options will be granted under the 2024 Share Option Scheme, and the 2024 Share Option Scheme shall remain in full force and effect in all other respects to the extent necessary to give full effect to the exercise of any Options granted. Options complying with the provisions of the Listing Rules which are granted during the Scheme Period and remain unexercised immediately prior to the end of the Scheme Period shall continue to be exercisable in accordance with their terms of grant within the Option Period for which such Options are granted, notwithstanding the expiry of the 2024 Share Option Scheme.

26. ALTERATIONS TO THE TERMS OF THE 2024 SHARE OPTION SCHEME

The Board may in their absolute discretion, alter the definition of “Eligible Participants”, “Grantee”, and “Option Period” and the provisions in Clauses 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14 and 15 of the 2024 Share Option Scheme, which are of a material nature or provisions relating to the matters set out in Rule 17.03 of the Listing Rules to the advantage of Grantees or prospective Grantees provided that approval from Shareholders in general meeting (with Grantees and their associates abstaining from voting) has been obtained.

Save for the above, the Board or a committee of the Board may alter the terms of the 2024 Share Option Scheme without the approval of the Shareholders in general meeting. No such alteration shall operate to affect adversely the terms of issue of any Options granted or agreed to be granted prior to such alteration except with the consent or sanction in writing of such majority of the Grantees as would be required of the Shareholders under the Articles for the time being of the Company for a variation of the rights attached to the Shares.

Any alterations to the terms and conditions of any particular Option granted to an Eligible Participant must be approved by the Board, the Remuneration Committee, the independent non-executive Directors and or the Shareholders in general meeting (as the case may be) if the initial grant of the Options was so approved, except where the alterations take effect automatically under the existing terms and conditions of the 2024 Share Option Scheme.

The amended terms of the 2024 Share Option Scheme or the Options must still comply with the relevant requirements of the Listing Rules. Any change to the authority of the Board or scheme administrators to alter the terms and conditions of the 2024 Share Option Scheme shall be approved by the Shareholders in general meeting. The Company must provide to each Grantee all details relating to changes in the terms and conditions of the 2024 Share Option Scheme during the Scheme Period immediately upon such changes taking effect.

27. LAPSE OF OPTIONS

An Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:

- (a) the expiry of the Option Period (subject to the provisions of the 2024 Share Option Scheme);
- (b) the expiry of any periods or the occurrence of any relevant events referred to in paragraphs 15-19 above;
- (c) subject to the scheme of arrangement becoming effective, the expiry of the period referred to in paragraph 20 above;
- (d) subject to paragraph 21 above, the date of the commencement of the Company's winding-up procedures;
- (e) subject to paragraph 22 above, the date when the proposed compromise or arrangement becomes effective; or
- (f) the date on which the Grantee commits a breach as stipulated under paragraph 13 above.

28. TERMINATION

The Company may, by ordinary resolution in general meeting, terminate the operation of the 2024 Share Option Scheme before the expiry of the Scheme Period and in such event no further Options will be offered. On termination, the provisions of the 2024 Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of Options (to the extent not already exercised) granted prior to the termination or otherwise as may be required in accordance with the provisions of the 2024 Share Option Scheme. Options (to the extent not already exercised) granted prior to termination shall continue to be valid and exercisable in accordance with the 2024 Share Option Scheme.

Details of Options granted (including Options exercised or outstanding) under the 2024 Share Option Scheme and (if applicable) Options that become void or non-exercisable as a result of the terminations must be disclosed in the circular to Shareholders seeking approval of the first new scheme established thereunder or the refreshment of the Scheme Mandate Limit after such termination.

29. CONDITIONS OF THE 2024 SHARE OPTION SCHEME

The effectiveness of the 2024 Share Option Scheme is conditional upon:

- (a) the passing of ordinary resolutions by the Shareholders at general meeting of the Company to (i) approve and adopt the 2024 Share Option Scheme; (ii) to authorise the Board to grant Options under the 2024 Share Option Scheme; and (iii) to authorise the Board to allot and issue Shares pursuant to the exercise of any Options to be granted pursuant to the 2024 Share Option Scheme; and
- (b) the Listing Committee (as defined in the Listing Rules) of the Stock Exchange granting approval for the listing of, and the permission to deal in, any Shares on the Stock Exchange which may be issued by the Company in respect of the Options granted under the 2024 Share Option Scheme.

NOTICE OF THE ANNUAL GENERAL MEETING



FIRST SHANGHAI INVESTMENTS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 227)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the abovenamed company (the “**Company**”) will be held at 19th Floor, Wing On House, 71 Des Voeux Road Central, Hong Kong on Friday, 24 May 2024 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and independent auditor for the year ended 31 December 2023.
2. To elect directors and to authorise the board of directors to fix their remuneration.
3. To appoint auditor and to authorise the board of directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

A. “**THAT:**

- (a) subject to paragraph (c), the exercise by the directors of the Company during the Relevant Period 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 is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the directors of the Company 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;

NOTICE OF THE ANNUAL GENERAL MEETING

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue or scrip dividend scheme or similar arrangement of the Company or the exercise of the subscription rights under the share option scheme of the Company shall not exceed 20 per cent. of the total number of shares of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes 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 law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company 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 THE ANNUAL GENERAL MEETING

B. **“THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the total number of shares of the Company in issue as at the date of this resolution and the said approval be limited accordingly; and
- (c) for the purposes 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 law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- C. **“THAT** conditional upon resolution no. 4B above being passed, the aggregate number of shares of the Company which are repurchased by the Company under the authority granted to the directors of the Company as mentioned in resolution no. 4B above shall be added to the total number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 4A above.”

NOTICE OF THE ANNUAL GENERAL MEETING

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

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Shares which may fall to be issued and allotted pursuant to the exercise of any options that may be granted under the share option scheme of the Company (the rules of which are contained in the document marked “A” and initialled by the chairman of the meeting for identification purpose) (“**2024 Share Option Scheme**”), the 2024 Share Option Scheme be hereby approved and adopted and the Directors be hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2024 Share Option Scheme without limitation:

- (a) to approve the Scheme Mandate Limit (as defined in the 2024 Share Option Scheme) on the total number of Shares that may be issued in respect of all options and awards to be granted to the eligible participant under all the share schemes of the Company shall not exceed 10% of the Shares in issue as at the date of this resolution;
- (b) to grant options thereunder and to allot and issue Shares pursuant to the 2024 Share Option Scheme;
- (c) to alter and/or modify the 2024 Share Option Scheme from time to time provided that such alteration and/or modification is effected in accordance with the provisions of the 2024 Share Option Scheme relating to the alteration and/or modification and subject to Chapter 17 of the Listing Rules;
- (d) to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the exercise of options granted under the 2024 Share Option Scheme and subject to the Listing Rules; and
- (e) to take all such steps as may be necessary or desirable to implement such 2024 Share Option Scheme.”

By order of the Board
FIRST SHANGHAI INVESTMENTS LIMITED
YEUNG Wai Kin
Company Secretary

Hong Kong, 22 April 2024

NOTICE OF THE ANNUAL GENERAL MEETING

Registered Office:

Room 1903, Wing On House
71 Des Voeux Road Central
Hong Kong

Notes:

- (1) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the AGM. Accordingly, the chairman of the AGM will demand a poll on each of the proposed resolutions at the AGM pursuant to the Articles. The Articles provides that on a poll, every shareholder present in person or by proxy shall have one vote for each share registered in his name in the register. An explanation of the detailed procedures of conducting a poll will be provided to shareholders at the AGM. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.firstshanghai.com.hk).
- (2) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's registered office or the Hong Kong Branch Share Registrar office together with a power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (3) The register of members of the Company will be closed from Tuesday, 21 May 2024 to Friday, 24 May 2024, both days inclusive, during which period no transfer of shares will be effected. In order to determine the entitlement to attend and vote at the AGM, all Share transfers accompanied by the relevant share certificates must be lodged with the Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 20 May 2024.
- (4) If a typhoon signal No. 8 or above is hoisted or a black rainstorm warning signal is still in force before 9:00 a.m. on the day of the AGM, the AGM will be adjourned. The Company will post an announcement on the Company's website (www.firstshanghai.com.hk) and the Stock Exchange's website (www.hkexnews.hk) to notify members of the date, time and place of the adjourned meeting.

The AGM will be held as scheduled when an amber or a red rainstorm warning signal is in force. Members should decide on their own whether they would attend the AGM under bad weather conditions bearing in mind their own situations.