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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Sinomax Group Limited (the “Company”), you should at once hand this circular together with the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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# SINOMAX

## Sinomax Group Limited

### 盛諾集團有限公司

*(Incorporated under the laws of the Cayman Islands with limited liability)*

(Stock Code: 1418)

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES**

**(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

**(3) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM  
AND ARTICLES OF ASSOCIATION AND ADOPTION OF  
THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND**

**(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at Conference Room, Level 1 of Tower 2, MegaBox, Enterprise Square Five, 38 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong, on Friday, 7 June 2024 at 10 a.m. is set out on pages 37 to 42 of this circular.

A form of proxy for the annual general meeting is enclosed with this circular. Whether or not you intend to attend the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as practicable and in any event not later than 48 hours before the time for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

23 April 2024

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## DEFINITIONS

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

“2023 Annual Report”	the annual report of the Company for the year ended 31 December 2023
“acting in concert”	has the meaning ascribed to it under the Takeovers Code
“AGM”	the annual general meeting of the Company to be held at Conference Room, Level 1 of Tower 2, MegaBox, Enterprise Square Five, 38 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong, on Friday, 7 June 2024 at 10 a.m. or any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages 37 to 42 of this circular
“Articles”	the amended and restated articles of association of the Company as adopted by a special resolution passed on 22 June 2022 and in effect as at the Latest Practicable Date
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Companies Act”	the Companies Act (As Revised) of the Cayman Islands
“Company”	Sinomax Group Limited, a company incorporated under the laws of the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange

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## DEFINITIONS

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“Controlling Shareholder(s)”	has the meaning as ascribed to it under the Listing Rules and in respect of the Company, comprises Sinomax Enterprises Limited, Mr. Lam Chi Fan, Mr. Cheung Tung, Mr. Chen Feng and Ms. Cheung Shui Ying as at the Latest Practicable Date
“core connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of the passing of the ordinary resolution in relation thereto at the AGM
“Latest Practicable Date”	17 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the amended and restated memorandum of association of the Company as adopted by a special resolution passed on 22 June 2022 and in effect as at the Latest Practicable Date
“New Memorandum and Articles”	the amended and restated memorandum and articles of association of the Company which incorporates the Proposed Amendments proposed to be adopted by the Shareholders at the AGM
“Nomination Committee”	the nomination committee of the Company

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## DEFINITIONS

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“Post-IPO Share Option Scheme”	the post-IPO share option scheme conditionally adopted by the Company on 4 March 2014
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles, details of which are set out in Appendix III to this circular
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general and unconditional mandate to repurchase such number of fully paid up Shares not exceeding 10% of the aggregate number of the issued Shares as at the date of the passing of the ordinary resolution in relation thereto at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Vistra”	Vistra Trust (BVI) Limited, a company incorporated in the BVI on 6 April 2010, and a professional trustee authorised to provide trustee services pursuant to a licence issued by BVI Financial Services Commission on 29 May 2013
“%”	per cent

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## LETTER FROM THE BOARD

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# SINOMAX

## Sinomax Group Limited

### 盛諾集團有限公司

*(Incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 1418)**

*Executive Directors:*

Mr. Lam Chi Fan (*Chairman of the Board*)

Mr. Cheung Tung (*President*)

Mr. Chen Feng

Mr. Lam Kam Cheung

*(Chief Financial Officer and Company Secretary)*

Ms. Lam Fei Man

*Independent non-executive Directors:*

Mr. Wong Chi Keung

Mr. Zhang Hwo Jie

Dr. Cheung Wah Keung

*Registered office:*

P.O. Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

*Principal place of business*

*in Hong Kong:*

Units 2005-2007

Level 20 Tower 1

MegaBox Enterprise Square Five

38 Wang Chiu Road

Kowloon Bay

Hong Kong

23 April 2024

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES  
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
(3) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM  
AND ARTICLES OF ASSOCIATION AND ADOPTION OF  
THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

### 1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the ordinary resolutions to be proposed at the AGM involving, among others, (i) the granting of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate to include the Shares repurchased pursuant to the Repurchase Mandate; (ii) the re-election of the retiring Directors; and the special resolution to be proposed at the AGM in relation to the Proposed Amendments and the proposed adoption of the New Memorandum and Articles, and to give you the AGM Notice.

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## LETTER FROM THE BOARD

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### **2. ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS**

The 2023 Annual Report incorporating the audited consolidated financial statements of the Company for the year ended 31 December 2023 and the reports of the Directors and the auditors of the Company will be sent together with this circular to the Shareholders. The audited consolidated financial statements of the Company for the year ended 31 December 2023 have been reviewed by the Audit Committee.

### **3. FINAL DIVIDEND**

The Board recommended the payment of a final dividend of HK\$1.3 cents per Share. Subject to the approval of the Directors' recommendation by the Shareholders at the AGM, the final dividend will be paid on Friday, 19 July 2024.

Subject to the approval of the recommended final dividend at the AGM, the register of members of the Company will be closed from Wednesday, 3 July 2024 to Friday, 5 July 2024, both days inclusive, during which period, no transfer of Shares will be registered. In order to qualify for the entitlement to the final dividend to be approved at the AGM, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 2 July 2024.

### **4. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

#### **Issue Mandate**

At the AGM, an ordinary resolution will be proposed to the Shareholders to grant to the Directors the Issue Mandate.

Subject to the passing of the ordinary resolution approving the grant of the Issue Mandate at the AGM and on the basis that 1,750,002,000 Shares were in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or repurchased by the Company on or before the AGM, the Company will be allowed under the Issue Mandate to issue, allot and deal with a maximum of 350,000,400 Shares representing 20% of the aggregate number of the issued Shares as at the date of the passing of the ordinary resolution in relation thereto at the AGM.

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## LETTER FROM THE BOARD

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The Issue Mandate will end on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Issue Mandate by ordinary resolution of the Shareholders in general meeting of the Company.

### **Repurchase Mandate**

At the AGM, an ordinary resolution will also be proposed to the Shareholders to grant to the Directors the Repurchase Mandate.

Subject to the passing of the ordinary resolution approving the grant of the Repurchase Mandate at the AGM and on the basis that 1,750,002,000 Shares were in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or repurchased by the Company on or before the AGM, the exercise of the Repurchase Mandate in full will result in up to 175,000,200 Shares being repurchased by the Company, representing 10% of the aggregate number of the issued Shares as at the date of the passing of the ordinary resolution in relation thereto at the AGM.

The Repurchase Mandate will end on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting of the Company.

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

The Directors wish to state that they have no immediate plans to repurchase any Shares or to allot and issue any new Shares, other than Shares which may fall to be allotted and issued upon the exercise of any options that have been or may be granted under the share option schemes of the Company.

An explanatory statement providing the requisite information regarding the Repurchase Mandate as required to be sent to Shareholders under the Listing Rules is set out in Appendix I to this circular. The Directors confirmed that neither the explanatory statement nor the Repurchase Mandate has any unusual features.

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## LETTER FROM THE BOARD

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### 5. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 16.18 of the Articles, Ms. Lam Fei Man, Mr. Wong Chi Keung and Mr. Zhang Hwo Jie will retire from office as Directors by rotation at the AGM, and being eligible, have offered themselves for re-election as Directors at the AGM.

The biographical details of each of the retiring Directors, as required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, are set out in Appendix II to this circular.

The Nomination Committee has assessed the proposed re-election of each of the retiring Directors (including evaluating the performance and contribution of the retiring Directors during the last financial year of the Company and the period thereafter up to the date of evaluation and assessing the extensive knowledge and experience held by the retiring Directors as set out in Appendix II to this circular). After due evaluation and assessment, the Nomination Committee considered that the performance of the retiring Directors was satisfactory and contributed effectively to the operation of the Board and has recommended to the Board that the re-election of Ms. Lam Fei Man, Mr. Wong Chi Keung and Mr. Zhang Hwo Jie as Directors be proposed at the AGM and be recommended to the Shareholders. The recommendation was made in accordance with the nomination policy of the Company, taking into account a wide range of diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) and with due regards for the benefits of diversity of the Board as set out in the board diversity policy of the Company. The Nomination Committee is of the view that each of the retiring Directors has provided valuable contributions and objective and balanced views to the Board in relation to the Company's affairs and, having considered the depth and breadth of the professional experience, skills and knowledge of each retiring Director, is satisfied that each of them will continue to contribute to the diversity of the Board.

Particular attention was given to reviewing the independence and re-election of Mr. Wong Chi Keung and Mr. Zhang Hwo Jie, who were appointed as independent non-executive Directors on 10 July 2014 and have served in such role for more than nine years.

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## LETTER FROM THE BOARD

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In considering whether Mr. Wong Chi Keung and Mr. Zhang Hwo Jie are still independent, the Nomination Committee and the Board have taken into account their respective ability to act objectively and impartially and to exercise independence of judgment in relation to the Company's affairs and to offer or raise independent advices. Neither Mr. Wong Chi Keung nor Mr. Zhang Hwo Jie has engaged in any executive or management of the Company, and there does not exist any circumstance which are expected to interfere with the exercise of their independent judgement. In addition, each of Mr. Wong Chi Keung and Mr. Zhang Hwo Jie has provided an annual confirmation of their independence with regard to Rule 3.13 of the Listing Rules to the Company. The Nomination Committee and the Board are of the view that they both continue to fulfil the independence requirements. The Nomination Committee and the Board also noted that Mr. Wong Chi Keung and Mr. Zhang Hwo Jie have both devoted sufficient time and demonstrated the required attributes for the discharge of their duties as independent non-executive Directors.

Considering the previously mentioned factors and the independent scope of work of each of Mr. Wong Chi Keung and Mr. Zhang Hwo Jie in the past years, the Board considers that going forward, Mr. Wong Chi Keung and Mr. Zhang Hwo Jie would remain independent under the Listing Rules despite their long tenure of service. The Board also believes that the continuous appointment of Mr. Wong Chi Keung and Mr. Zhang Hwo Jie will bring considerable stability to the Board and the Board has benefited greatly from Mr. Wong Chi Keung and Mr. Zhang Hwo Jie who have gained valuable insight into the Group over time. The Board is of the opinion that each of Mr. Wong Chi Keung and Mr. Zhang Hwo Jie remains independent notwithstanding the length of his service and will continue to bring valuable business experience, knowledge and professionalism to the Board. Therefore, the Board considers that the re-election of each of Mr. Wong Chi Keung and Mr. Zhang Hwo Jie as independent non-executive Director is in the best interest of the Company and the Shareholders as a whole.

In compliance with the Corporate Governance Code as set out in Appendix C1 of the Listing Rules, separate resolutions setting out the continuous appointment of Mr. Wong Chi Keung and Mr. Zhang Hwo Jie are proposed at the AGM.

### **6. RE-APPOINTMENT OF AUDITORS**

The term of appointment of the Company's auditors, PricewaterhouseCoopers, will come to an end at the conclusion of the AGM, and being eligible, have offered itself for re-appointment at the AGM.

The Board (which was endorsed by the audit committee of the Company) proposed that, subject to the auditors' re-appointment being approved by the Shareholders at the AGM, PricewaterhouseCoopers be re-appointed as the auditors of the Company until the conclusion of the next annual general meeting of the Company.

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## LETTER FROM THE BOARD

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### **7. PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES AND PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES**

Reference is made to the announcement of the Company dated 15 April 2024.

The Board proposes to seek the approval of the Shareholders by way of special resolution at the AGM to amend the Memorandum and Articles and to adopt the New Memorandum and Articles for the purposes of, among others, (i) reflecting and aligning with the latest requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023; and (ii) making other minor amendments to the Memorandum and Articles for corresponding as well as housekeeping changes.

Details of the Proposed Amendments are set out in Appendix III to this circular.

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

The proposed adoption of the New Memorandum and Articles is subject to the approval of the Shareholders by way of a special resolution at the AGM and shall take effect upon passing of the special resolution at the AGM. Prior to the passing of the relevant special resolution at the AGM, the Memorandum and Articles shall remain valid.

Shareholders are advised that the Memorandum and Articles are available in English only, and the Chinese translation of the Proposed Amendments provided in Appendix III to this circular in Chinese is for reference only. In case there is any inconsistency, the English version of the Memorandum and Articles shall prevail.

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## LETTER FROM THE BOARD

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### 8. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 37 to 42 of this circular. At the AGM, (i) ordinary resolutions will be proposed to approve, among others, the grant of the Issue Mandate and the Repurchase Mandate, and the re-election of the retiring Directors; and (ii) a special resolution will be proposed to approve the Proposed Amendments and the adoption of the New Memorandum and Articles.

The register of members of the Company will be closed from Tuesday, 4 June 2024 to Friday, 7 June 2024, both days inclusive, during which period, no transfer of Shares will be registered and the record date of the AGM will be Friday, 7 June 2024. In order to be eligible to attend and vote at the AGM, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 3 June 2024.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as practicable and in any event not later than 48 hours before the time for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Accordingly, all resolutions proposed at the AGM shall be voted by poll. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, (i) no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM; and (ii) as at the Latest Practicable Date, there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he/she/it has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his/her/its Shares to a third party, either generally or on a case-by-case basis.

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## LETTER FROM THE BOARD

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### 9. RECOMMENDATION

The Directors consider that all resolutions to be proposed at the AGM, including the proposed grant to the Directors of the Issue Mandate and the Repurchase Mandate, the re-election of the retiring Directors, and the proposed adoption of the New Memorandum and Articles are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

### 10. GENERAL INFORMATION

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

Yours faithfully,  
For and on behalf of the Board  
**Sinomax Group Limited**  
**Lam Chi Fan**  
*Chairman*

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## **APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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*This is an explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to be given to all Shareholders relating to an ordinary resolution to be proposed at the AGM authorising the Repurchase Mandate.*

### **1.      EXERCISE OF THE REPURCHASE MANDATE**

As at the Latest Practicable Date, 1,750,002,000 Shares were in issue. Subject to the passing of the ordinary resolution approving the grant of the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the AGM, exercise in full of the Repurchase Mandate could result in up to 175,000,200 Shares, representing 10% of the aggregate number of the issued Shares as at the date of the passing of the ordinary resolution in relation thereto at the AGM, being repurchased by the Company during the period from the passing of the said resolution up to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting of the Company.

### **2.      REASONS FOR THE REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

### **3.      FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on the Main Board of the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Under the laws of the Cayman Islands, any repurchases of Shares by the Company may be made out of its profits, out of the Company's share premium account or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if authorised by the Articles and subject to the Companies Act, out of capital.

Any premium payable on a redemption or purchase over the par value of the Shares to be repurchased must be provided for out of profits or the share premium account of the Company or, if authorised by the Articles and subject to the Companies Act, out of capital.

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**APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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**4.      MATERIAL ADVERSE IMPACT IN THE EVENT OF REPURCHASE IN FULL**

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate is exercised in full, it might have a material adverse impact on the working capital and/or the gearing position of the Company as compared with the financial position of the Company as at 31 December 2023, being the date to which its latest published audited financial statements were made up. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital and/or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**5.      SHARE PRICES**

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

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
April 2023	0.081	0.061
May 2023	0.064	0.052
June 2023	0.138	0.058
July 2023	0.105	0.081
August 2023	0.119	0.078
September 2023	0.097	0.075
October 2023	0.085	0.069
November 2023	0.078	0.065
December 2023	0.076	0.065
January 2024	0.103	0.065
February 2024	0.161	0.103
March 2024	0.15	0.13
April 2024 (up to the Latest Practicable Date)	0.15	0.12

**6.      UNDERTAKING**

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

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**APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, none of the Directors nor any of their respective close associates has a present intention, in the event that the grant of the Repurchase Mandate is approved by the Shareholders and exercised, to sell any Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, nor has he/she/it undertaken not to do so, in the event that the grant of the Repurchase Mandate is approved by the Shareholders and exercised.

**8. TAKEOVERS CODE AND PUBLIC FLOAT REQUIREMENT**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interest, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as was known to, or could be ascertained after reasonable enquiry by the Directors, the following persons were interested in 5% or more of the then issued share capital of the Company:

Name	Nature of interest	Number of Shares/underlying Shares <sup>(1)</sup>	Approximate percentage of shareholding as at the Latest Practicable Date <sup>(2)</sup>	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Lam Chi Fan	Founder of a discretionary trust	1,275,906,000 (L) <sup>(3)</sup>	72.91%	81.01%
Cheung Shui Ying	Founder of a discretionary trust	1,275,906,000 (L) <sup>(4)</sup>	72.91%	81.01%
Sinomax Enterprises Limited <sup>(5)</sup>	Beneficial owner	1,275,906,000 (L)	72.91%	81.01%
Chi Fan Holding Limited	Interest of a controlled corporation	1,275,906,000 (L) <sup>(6)</sup>	72.91%	81.01%
The James' Family Holding Limited	Interest of a controlled corporation	1,275,906,000 (L) <sup>(7)</sup>	72.91%	81.01%
Vistra <sup>(8)</sup>	Trustee of various trusts	1,275,906,000 (L)	72.91%	81.01%
Li Ching Hau	Interest of spouse	1,275,906,000 (L) <sup>(9)</sup>	72.91%	81.01%

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## APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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*Notes:*

- (1) The letter “L” denotes long position.
- (2) The percentage is compiled based on the total number of 1,750,002,000 Shares in issue as at the Latest Practicable Date.
- (3) These Shares are held by Sinomax Enterprises Limited. Sinomax Enterprises Limited is legally owned as to 37.5% by Chi Fan Holding Limited, which is beneficially owned as to 100% by The Frankie Trust. The Frankie Trust is a discretionary family trust established by Lam Chi Fan as settlor and Vistra acting as the trustee. The beneficiaries of The Frankie Trust are Lam Chi Fan and his family members.
- (4) These Shares are held by Sinomax Enterprises Limited. Sinomax Enterprises Limited is legally owned as to 37.5% by The James’ Family Holding Limited, which is beneficially owned as to 100% by The James’ Family Trust. The James’ Family Trust is a discretionary family trust established by Cheung Shui Ying as settlor and Vistra acting as the trustee. The beneficiaries of The James’ Family Trust are Cheung Shui Ying and her family members.
- (5) Sinomax Enterprises Limited is legally owned as to 37.5%, 37.5%, 12.5% and 12.5% by Chi Fan Holding Limited, The James’ Family Holding Limited, Wing Yiu Investments Limited and Venture Win Holdings Limited, respectively, and beneficially owned in the same proportion by The Frankie Trust, The James’ Family Trust, The Cheung’s Family Trust and The Feng Chen’s Family Trust, respectively.
- (6) These Shares are held by Sinomax Enterprises Limited, which is legally owned as to 37.5% by Chi Fan Holding Limited.
- (7) These Shares are held by Sinomax Enterprises Limited, which is legally owned as to 37.5% by The James’ Family Holding Limited.
- (8) Vistra acts as the trustee of The Frankie Trust, The James’ Family Trust, The Cheung’s Family Trust and The Feng Chen’s Family Trust. The beneficiaries of The Frankie Trust are Lam Chi Fan and his family members. The beneficiaries of The James’ Family Trust are Cheung Shui Ying and her family members. The beneficiaries of The Cheung’s Family Trust are Cheung Tung and his family members. The beneficiaries of The Feng Chen’s Family Trust are Chen Feng and his family members.
- (9) These interests belong to Lam Chi Fan, the spouse of Li Ching Hau. Under the SFO, Li Ching Hau is deemed to be interested in the same number of Shares in which Lam Chi Fan is interested.

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**APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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In the event that the Directors exercise in full the Repurchase Mandate and assuming no further Shares are issued by the Company, the interests of the above Shareholders would be increased to approximately the respective percentages shown in the last column of the table above (assuming that the number of Shares then held by each of such Shareholders remain the same). Such increases would not give rise to an obligation to make a mandatory offer under the Takeovers Code.

The Listing Rules prohibit a company from making repurchases on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's total number of issued shares would be in public hands. The Directors have no present intention to exercise the Repurchase Mandate to an extent that the aggregate number of Shares in public hands would be reduced to less than such prescribed minimum percentage.

**9.      SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

**10.     NO UNUSUAL FEATURE**

The Directors confirm that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

*The biographical details of the Directors proposed to be re-elected at the AGM, as required to be disclosed pursuant to rule 13.51(2) of the Listing Rules, are set out below:*

**1. Ms. Lam Fei Man (林斐雯女士) – executive Director**

Ms. Lam Fei Man (“**Ms. Lam**”), aged 49, is an executive Director. She is responsible for the Group’s purchasing operations. She is also a director of certain subsidiaries of the Group. Ms. Lam joined the Group in January 2000 and served as the assistant administration manager of Sinomax (Holding) Group Limited, a predecessor company of Sinomax Enterprises Limited, until January 2003. She was appointed to the Board in June 2012. Ms. Lam has over 18 years’ experience in purchasing and logistics. She holds a bachelor’s degree in commerce jointly issued by the University of Canberra and the Hong Kong Baptist University.

Ms. Lam is a cousin of Mr. Lam Chi Fan, the Chairman of the Board and an executive Director; the daughter of a cousin of Mr. Chen Feng, an executive Director; and an aunt of Mr. Cheung Tung, the President and an executive Director.

As at the Latest Practicable Date, Ms. Lam did not have any interest in Shares of the Company within the meaning of Part XV of the SFO.

Ms. Lam has entered into a service agreement with the Company for a term of three years with effect from 11 July 2023, which may be terminated by either party giving at least three months’ prior notice in writing. Pursuant to such service contract, Ms. Lam is entitled to receive a total remuneration of HK\$1,112,969 per annum and a discretionary bonus payment in such sum to be decided by the Board in its absolute discretion and as approved by the remuneration committee of the Board. The emoluments of Ms. Lam were determined by the Board with reference to her experience, duties and responsibilities within the Group, the remuneration policy of the Company and the prevailing market conditions.

**2. Mr. Wong Chi Keung (王志強先生) – independent non-executive Director**

Mr. Wong Chi Keung (“**Mr. Wong**”), aged 57, is an independent non-executive Director, the chairman of the Audit Committee and corporate governance committee of the Company and a member of the Nomination Committee. Mr. Wong was appointed to the Board in 4 March 2014. Mr. Wong is currently an executive director and the chief financial officer of Win Hanverky Holdings Limited (stock code: 3322), a listed public company in Hong Kong. He was previously the chief financial officer of Besunyen Holdings Company Limited (stock code: 0926) from September 2011 to September 2013 and China Dongxiang (Group) Co., Ltd. (stock code: 3818) from May 2007 to April 2010, all of which are listed public companies in Hong Kong. Between June 2002 and June 2006, Mr. Wong was a senior finance manager of China Netcom Group Corporation (Hong Kong) Limited (a company previously listed in Hong Kong (former stock code: 0906) which subsequently merged with China Unicom (Hong Kong) Limited (stock code: 0762), a listed public company in Hong Kong). Between July 1989 and December 1999, Mr. Wong was employed by PricewaterhouseCoopers, an international public accounting firm, in Hong Kong as an audit manager. Mr. Wong holds a bachelor’s degree in business administration from the Chinese University of Hong Kong and a master’s degree in business administration from the Australian Graduate School of Management, jointly issued by the University of New South Wales and the University of Sydney. Mr. Wong is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants.

As at the Latest Practicable Date, Mr. Wong did not have any interest in Shares of the Company within the meaning of Part XV of the SFO.

Mr. Wong has entered into a letter of appointment with the Company for a term of three years with effect from 11 July 2023, which may be terminated by either party giving at least three months’ prior notice in writing. Pursuant to such letter of appointment, Mr. Wong is entitled to receive a total remuneration of HK\$240,000 per annum. The emoluments of Mr. Wong were determined by the Board with reference to his experience, duties and responsibilities within the Group, the remuneration policy of the Company and the prevailing market conditions.

**3. Mr. Zhang Hwo Jie (張傑先生) – independent non-executive Director**

Mr. Zhang Hwo Jie (“**Mr. Zhang**”), aged 61, is an independent non-executive Director, a member of the Audit Committee and the corporate governance committee of the Company. Mr. Zhang was appointed to the Board in March 2014. Mr. Zhang is currently the chairman of EVA Precision Industrial Holdings Limited (stock code: 838), a listed public company in Hong Kong. Mr. Zhang has more than 25 years of experience in marketing, strategic planning and corporate management in manufacturing industry. Mr. Zhang was granted with the “Young Industrialist Award of Hong Kong” by the Federation of Hong Kong Industries in 2008, and was bestowed as an honorary fellow by The Professional Validation Council of Hong Kong Industries in 2014. He is currently the president honoris causa of Hong Kong Young Industrialists Council, the honorary chairman of The Hong Kong Metals Manufacturers Association and the honorary president of Hong Kong Mould and Product Technology Association.

As at the Latest Practicable Date, Mr. Zhang did not have any interest in Shares of the Company within the meaning of Part XV of the SFO.

Mr. Zhang has entered into a service agreement with the Company for a term of three years effective from 11 July 2023, which may be terminated by either party giving at least three months’ prior notice in writing. Pursuant to such service contract, Mr. Zhang is entitled to director’s fees of HK\$240,000 per annum.

**GENERAL**

Save as disclosed above, as at the Latest Practicable Date and to the best knowledge and belief of the Board, the Directors confirmed that each of Ms. Lam Fei Man, Mr. Wong Chi Keung and Mr. Zhang Hwo Jie:

- (a) did not hold any directorship in other listed public companies in the last three years;
- (b) did not hold any other positions with the Company or any member of the Group;
- (c) was not connected and did not have any relationship with any Director, senior management of the Company, substantial shareholder of the Company or Controlling Shareholder; and
- (d) did not have any interests in the Shares which are required to be disclosed under Part XV of the SFO.

Save for the information set out in this section and in the 2023 Annual Report, there is no other matter relating to the above Directors which is required to be brought to the attention of the Shareholders or which is required to be disclosed under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

*The following are the Proposed Amendments to the Memorandum and Articles, with the deletions shown in strikethrough and the additions or revisions shown in underline.*

**THE COMPANIES ACT (AS REVISED)  
OF THE CAYMAN ISLANDS  
COMPANY LIMITED BY SHARES**

**AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

**OF**

**Sinomax Group Limited  
盛諾集團有限公司**

(Adopted by special resolution passed at the annual general meeting held on ~~22 June 2022~~ 27 June 2024)

**THE COMPANIES ACT (AS REVISED)  
OF THE CAYMAN ISLANDS  
COMPANY LIMITED BY SHARES**

**AMENDED AND RESTATED  
MEMORANDUM OF ASSOCIATION**

**OF**

**Sinomax Group Limited  
盛諾集團有限公司**

(Adopted by special resolution passed at the annual general meeting held on ~~22 June 2022~~ 27 June 2024)

**The Companies Act (As Revised)  
Company Limited by Shares**

**AMENDED AND RESTATED  
MEMORANDUM OF ASSOCIATION  
OF**

**Sinomax Group Limited  
盛諾集團有限公司**

(Adopted by special resolution passed at the annual general meeting held on ~~22 June 2022~~ June 2024)

...

**THE COMPANIES ACT (AS REVISED)  
OF THE CAYMAN ISLANDS  
COMPANY LIMITED BY SHARES**

**AMENDED AND RESTATED  
ARTICLES OF ASSOCIATION**

**OF**

**Sinomax Group Limited  
盛諾集團有限公司**

(Adopted by special resolution passed at the annual general meeting held on ~~22 June 2022~~ June 2024)

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THE COMPANIES ACT (AS REVISED)  
OF THE CAYMAN ISLANDS  
COMPANY LIMITED BY SHARES

SECOND AMENDED AND RESTATED  
ARTICLES OF ASSOCIATION  
OF  
Sinomax Group Limited  
盛諾集團有限公司

(Adopted by special resolution passed at the annual general meeting held on ~~22 June 2022~~ June 2024)

2.2 In these Articles, unless there be something in the subject or context inconsistent therewith:

“Actionable Corporate Communication” has the same meaning as in the Listing Rules.

...

“Corporate Communication” has the same meaning as in the Listing Rules.

...

3.4 If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Act, be varied or abrogated with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class.

How class rights  
may be modified  
App 3A1  
r. 15

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

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App 3A1  
r. 20

4.6 Except when a register is closed and, if applicable, subject to the additional provisions of Article 4.8, the principal register and any branch register shall during business hours be kept open to the inspection of any member without charge.

4.8 Subject to the Listing Rules, the register may, on 14 days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article and the Listing Rules.

Copy of  
notice  
to be sent

6.3 A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as ~~herein~~ provided in Article 30.1.

Notice of call  
may be published  
in newspapers  
or given by  
electronic means:

~~6.5 In addition to the giving of notice in accordance with Article 6.3, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.~~

When call  
deemed to have  
been made

~~6.56~~6 A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed.

Liability  
of joint  
holders

~~6.66~~7 The joint holders of a share shall be severally as well as jointly liable for the payment of all calls and instalments due in respect of such share or other moneys due in respect thereof.

Board may  
extend time  
fixed  
for call

~~6.76~~8 The Board may from time to time at its discretion extend the time fixed for any call, and may extend such time as to all or any of the members, whom by reason of residence outside Hong Kong or other cause the Board considers it reasonable to grant an extension to, but no member shall be entitled to any such extension as a matter of grace and favour.

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

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- Interest on calls 6.86-9 If the sum or any instalment payable in respect of any call is unpaid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding 15% per annum as the Board shall determine from the day appointed for the payment thereof to the time of actual payment, but the Board may waive payment of such interest wholly or in part.
- Suspension of privileges while call in arrears 6.96-10 No member shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another member) at any general meeting, either personally or by proxy, or be reckoned in a quorum, or to exercise any other privilege as a member until all sums or instalments due from him to the Company in respect of any call, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.
- Evidence in action for call 6.106-11 At the trial or hearing of any action or other proceedings for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the register as the holder, or one of the holders, of the shares in respect of which such debt accrued; that the resolution making the call is duly recorded in the minute book; and that notice of such call was duly given to the member sued, in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, and the proof of the matters aforesaid shall be conclusive evidence of the debt.
- Sums payable on allotment/in future deemed a call 6.116-12 Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the nominal value of the share and/or by way of premium or otherwise, shall for all purposes of these Articles be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, liabilities of joint holders, forfeiture and the like, shall apply as if such sum had become payable by virtue of a call duly made and notified.
- Payment of calls in advance 6-13 The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and upon all or any of the moneys so advanced the Company may pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such member not less than one month's notice in writing of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. No such sum paid in advance of calls shall entitle the member paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.

**9 Forfeiture of Shares**

9.1 If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time during such time as any part thereof remains unpaid, without prejudice to the provisions of Article ~~6-106.9~~, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.

12.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one tenth of the paid up capital of the Company which carries the right of voting, on a one vote per share basis, at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting, on a one vote per share basis, at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) himself (themselves) or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

If call or  
instalment not  
paid notice may  
be given

Convening of  
extraordinary  
general meeting  
App ~~3A1~~  
r.14(5)

Notice of  
meetings  
App 3A1  
r.14(2)

- 12.5 An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by not less than 21 days' notice in writing and any other extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be inclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place (if applicable), and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 13.1), the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. The notice of any general meeting at which Communication Facilities will be utilised (including any Virtual Meeting) must disclose the Communication Facilities that will be utilised, including the procedures to be followed by any member or other participant of the general meeting who wishes to utilise such Communication Facilities for the purpose of attending, participating and voting at such meeting. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.

#### **14 Votes of Members**

Votes of  
Members  
App 3A1  
r.14(3)

- 14.1 All members Present have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands, every member Present in such manner shall have one vote, and on a poll every member Present in such manner shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.

Counting  
of votes  
App 3A1  
r.14(4)

- 14.2 Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

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

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Proxies  
App 3A1  
r.18

14.8 Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. Votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting).

Corporations/  
clearing houses  
acting by  
representatives at  
meetings  
App. 3A1  
r.18

14.14 Any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of members of any class of shares of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company and where a corporation is so represented, it shall be treated as being Present at any meeting in person.

App 3A1  
r.19

14.15 If a recognised clearing house (or its nominee(s)) is a member of the Company it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member of the Company holding the number and class of shares specified in such authorisation, including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.

Board may  
fill vacancies/  
appoint additional  
Directors  
App 3A1  
r.4(2)

16.2 The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting.

Power to  
remove Director  
by ordinary  
resolution  
App 3A1  
r.4(3)

16.6 The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provisions of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.

Appointment,  
removal and  
remuneration of  
Auditors  
App 3A1  
r.17

29.2 The Company shall at the annual general meeting or at a subsequent extraordinary general meeting in each year by ordinary resolution appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his term of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed by ordinary resolution, provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board. An Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by members at such remuneration to be determined by the members under this Article.

**30 Notices**

30.1 Except as otherwise provided in these Articles, any notice or document, including any Corporate Communication and Actionable Corporate Communication, may be served by the Company and any notices may be served by the Board on any member either personally or by in any of the following manner, subject to compliance with the Listing Rules:

- (a) personally by leaving it at the registered address of such member as appearing in the register of members;
- (b) by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, of members (which shall be sent by airmail where the notice or document is posted from one country to another) or at any other address supplied by him to the Company for the purpose;
- (c) by making it available using electronic means by including transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or;
- (d) by placing it on the Company's Website and/or the Exchange's website;
- (e) (in the case of notice) by advertisement published in the manner prescribed ~~under~~ in the Listing Rules; or
- (f) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with any applicable laws, rules and regulations.

In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

Members out  
of Hong Kong

~~30.4 A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.~~

When notice  
deemed to be  
served

30.4 Any notice or document, including any Corporate Communication and Actionable Corporate Communication:

(a) delivered personally or left at a registered address otherwise than by post shall be deemed to have been served on the day it was so delivered or left;

(b) ~~30.5 Any notice or document~~ sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.

~~30.6 Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.~~

(c) given by electronic means as provided in Article 30.1(c) shall be deemed to have been served and delivered on the day on which it is transmitted from the server of the Company or its agent or at such later time as may be prescribed by the Listing Rules or any applicable laws, rules or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;

- (d) served by being placed on the Company’s Website and/or the Exchange’s website shall be deemed to be served at such time as it is published on the Company’s Website and/or the Exchange’s website (and if published on multiple websites, the earlier publication time) or such other time as may be prescribed by the Listing Rules;
- (e) ~~30.7 Any notice~~ served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or ~~newspaper(s)~~newspapers in which the advertisement is published (or on the last day of issue if the publication and/or ~~newspaper(s)~~newspapers are published on different dates); and
- (f) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof.

~~30.8 Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.~~

Service of notice to persons entitled on death, mental disorder or bankruptcy of a member

~~30.530.9~~ A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

Transferee bound by prior notices

~~30.630.10~~ Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the register shall have been duly given to the person from whom he derives his title to such share.

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

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Notice valid  
though member  
deceased

~~30.730.11~~ Any notice or document delivered or sent to any member in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.

How notice  
to be signed

~~30.830.12~~ The signature to any notice to be given by the Company may be written or printed by means of facsimile or, where relevant, by Electronic Signature.

**32 Winding Up**

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32.1 Subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily.

**34 Financial Year**

~~The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it.~~

Financial year

Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31st December in each year and shall begin on 1 January in each year.

**Annex**

~~The financial year of the Company shall end on 31st December in each year.~~

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## NOTICE OF ANNUAL GENERAL MEETING

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# SINOMAX

**Sinomax Group Limited**

**盛諾集團有限公司**

*(Incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 1418)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of Sinomax Group Limited (the “**Company**”) will be held at Conference Room, Level 1 of Tower 2, MegaBox, Enterprise Square Five, 38 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong, on Friday, 7 June 2024 at 10 a.m. for the following purposes:

### ORDINARY RESOLUTIONS

1. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2023;
2. To consider, approve and declare a final dividend of HK\$1.3 cents per share of the Company for the year ended 31 December 2023;
3. To consider the re-election of the following Directors:
  - (a) Ms. Lam Fei Man, as an executive Director;
  - (b) Mr. Wong Chi Keung, as an independent non-executive Director; and
  - (c) Mr. Zhang Hwo Jie, as an independent non-executive Director;
4. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
5. To consider and approve the re-appointment of PricewaterhouseCoopers as the auditors of the Company and authorise the Board to fix its remuneration;

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## NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) and all other applicable laws, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares of HK\$0.1 each in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) the shares of the Company issued as a result of a Rights Issue (as hereinafter defined in paragraph (d) below);
  - (ii) the exercise of options granted under the share option schemes or similar arrangement adopted by the Company from time to time;
  - (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of the dividend on the shares of the Company in accordance with the articles of association of the Company and other relevant regulations in force from time to time; or

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company,

shall not exceed the aggregate of:

- (aa) 20% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution; and
- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of issued shares of the Company which may be repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution),

and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution, the “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
  - (iii) the date on which the authority given under this resolution is revoked, varied or renewed by an ordinary resolution of the shareholders of the Company in general meeting of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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

7. As special business, to consider and, if thought fit, pass with or without modifications, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase shares of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be repurchased or agreed to be repurchased by the Company pursuant to the approval mentioned in paragraph (a) above during the Relevant Period shall not exceed 10% of the number of the issued shares of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws of the Cayman Islands to be held; or

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## NOTICE OF ANNUAL GENERAL MEETING

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(iii) the date on which the authority given under this resolution is revoked, varied or renewed by an ordinary resolution of the shareholders of the Company in general meeting of the Company.”

8. As special business, to consider and, if thought fit, pass with or without modifications, the following resolution as an ordinary resolution:

“**THAT** conditional upon resolutions numbered 6 and 7 above being passed, the aggregate number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution numbered 7 above shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution numbered 6, provided that the number of shares repurchased by the Company shall not exceed 10% of the total number of the issued shares of the Company as at the date of the passing of this resolution.”

### SPECIAL RESOLUTION

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

“**THAT:**

- (a) the proposed amendments to the memorandum and articles of association of the Company as set out in Appendix III to the circular of the Company dated 23 April 2024 (the “**Proposed Amendments**”) be and are hereby approved and adopted;
- (b) the new memorandum and articles of association of the Company, a copy of which is produced to this meeting marked “A” and for identification purpose signed by the chairman of this meeting, which incorporates and consolidates the Proposed Amendments, be and is hereby approved and adopted as the amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”), in substitution for and to the exclusion of the existing memorandum and articles of association of the Company in their entirety with immediate effect after the close of this meeting; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) any one of the directors or the secretary of the Company be and is hereby authorised to do all things necessary or expedient in order to effect and implement the adoption of the New Memorandum and Articles of Association and be and is authorised to instruct the registered office provider of the Company, its Hong Kong share registrar and/or any person authorised by any such director or secretary of the Company to make relevant registrations and filings in accordance with the requirements of the applicable laws in the Cayman Islands and Hong Kong.”

Yours faithfully,  
For and on behalf of the Board  
**Sinomax Group Limited**  
**Lam Chi Fan**  
*Chairman*

Hong Kong, 23 April 2024

*Notes:*

1. A shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint another person (who must be an individual) as his/her/its proxy to attend and vote instead of him/her/it and a proxy so appointed shall have the same right as the shareholder to speak at the Meeting. A proxy need not be a shareholder of the Company. A member (whether or not a recognised clearing house) may appoint any number of proxies to attend in his/her/its stead at the Meeting.
2. In the case of joint holders of any shares of the Company, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, then the holder so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof) or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time fixed for holding the Meeting (or any adjournment thereof).
4. In order to determine the right to attend the Meeting, the register of members of the Company will be closed from Tuesday, 4 June 2024 to Friday, 7 June 2024, both days inclusive, during which period, no transfer of shares of the Company will be registered and the record date of the Meeting will be Friday, 7 June 2024. In order to be eligible to attend and vote at the Meeting, all transfer of shares of the Company accompanied by the relevant share certificates transfer forms must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 3 June 2024.
5. Completion and return of the form of proxy by a shareholder of the Company should not preclude such shareholder from attending and voting in person at the Meeting or any adjournment thereof and in such event, the form of proxy shall be deemed to be revoked.