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

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

**If you have sold or transferred** all your shares in CNOOC Limited you should at once pass this document to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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**CNOOC Limited****(中國海洋石油有限公司)**

*(Incorporated in Hong Kong with limited liability under the Companies Ordinance)*

**Stock Codes: 00883 (HKD counter) and 80883 (RMB counter)**

**2023 ANNUAL GENERAL MEETING  
EXPLANATORY STATEMENT AND  
PROPOSED AMENDMENTS TO THE  
ARTICLES OF ASSOCIATION**

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The 2023 annual general meeting of CNOOC Limited (the “**Company**”) is to be held on 7 June 2024 at 2:00 p.m. at JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong (the “**Annual General Meeting**”).

This circular is only intended to provide notice to the holders of Hong Kong Shares of the arrangements for and contents to be considered at the Annual General Meeting. A notice of the Annual General Meeting is set out in Appendix III to this circular. If you do not intend to be present in person at the Annual General Meeting, please complete and return the form of proxy enclosed herein in accordance with the instructions printed thereon as soon as possible, and in any event not less than 36 hours before the time fixed for holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude holders of Hong Kong Shares from attending and voting at the Annual General Meeting or any adjournment thereof if they so wish and, in such event, the relevant form of proxy shall be deemed to be revoked.

Holders of RMB Shares shall refer to the public announcement for meeting materials of annual general meeting applicable to holders of RMB Shares as published on the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) and on the Company’s website ([www.cnooltd.com](http://www.cnooltd.com)).

14 May 2024

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
1. INTRODUCTION .....	3
2. MATTERS TO BE RESOLVED AT THE ANNUAL GENERAL MEETING .....	4
3. THE ANNUAL GENERAL MEETING .....	8
4. RECOMMENDATIONS .....	9
<b>APPENDIX I – EXPLANATORY NOTES TO BUY-BACK MANDATE</b> .....	10
<b>APPENDIX II – PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION</b> .....	13
<b>APPENDIX III – NOTICE OF ANNUAL GENERAL MEETING</b> .....	26

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following terms shall have the meanings set out below:*

“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Annual General Meeting”	the 2023 annual general meeting to be held on 7 June 2024 at 2:00 p.m. at JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong
“Board”	the board of Directors of the Company
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (as amended from time to time)
“Company”	CNOOC Limited (中國海洋石油有限公司), a company incorporated in Hong Kong with limited liability whose Shares are listed on the Hong Kong Stock Exchange (stock Codes: 00883 (HKD counter) and 80883 (RMB counter)) and the Shanghai Stock Exchange (stock code: 600938)
“Director(s)”	director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Hong Kong Shares”	the shares of the Company listed on the Hong Kong Stock Exchange
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	8 May 2024, being the latest practicable date prior to the printing of this circular
“Proposed Amendments”	the proposed amendments to the Company’s current Articles of Association as set forth in Appendix II to this circular
“PRC”	the People’s Republic of China
“RMB Shares”	the shares of the Company listed on the Shanghai Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time)

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## DEFINITIONS

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“Shanghai Stock Exchange”	the Shanghai Stock Exchange
“Shareholders”	the holders of the Shares of the Company
“Shares”	issued shares of the Company, including Hong Kong Shares and RMB Shares
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong (as amended from time to time)

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## LETTER FROM THE BOARD

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### **CNOOC Limited** **(中國海洋石油有限公司)**

*(Incorporated in Hong Kong with limited liability under the Companies Ordinance)*  
**Stock Codes: 00883 (HKD counter) and 80883 (RMB counter)**

As at the date of this circular,  
the Board comprises:

**Executive Director**

Zhou Xinhuai (*Vice Chairman*)

**Non-executive Directors**

Wang Dongjin (*Chairman*)

Wen Dongfen

**Independent Non-executive Directors**

Chiu Sung Hong

Qiu Zhi Zhong

Lin Boqiang

Li Shuk Yin Edwina

**Registered office:**

65th Floor, Bank of China Tower  
1 Garden Road  
Central  
Hong Kong

14 May 2024

*To the Shareholders*

Dear Sir or Madam,

### **2023 ANNUAL GENERAL MEETING EXPLANATORY STATEMENT AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

#### **1. INTRODUCTION**

The purpose of this circular is to provide you with details of the resolutions proposed to be considered and approved by you at the Annual General Meeting and relevant information to enable you to make an informed decision on whether to vote for or against or abstain from voting at these resolutions. Such resolutions include, amongst others, the re-election of Directors, the re-appointment of the independent auditors, declaration of the final dividend, authorisation to the Board to declare

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## LETTER FROM THE BOARD

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interim dividends, the grant of the general mandates to issue and buy back Shares, and the Proposed Amendments to the Articles of Association. Details of the resolutions and information are set out in this letter from the Board.

The 2023 Annual General Meeting will be held at JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 7 June 2024 at 2:00 p.m.

### 2. MATTERS TO BE RESOLVED AT THE ANNUAL GENERAL MEETING

#### (A) **The audited financial statements, the independent auditor's report and the report of the Directors for the year ended 31 December 2023**

Reference is made to the 2023 annual report of the Company publicly disclosed on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) on 2 April 2024 and on the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) on 22 March 2024.

An ordinary resolution will be proposed at the Annual General Meeting to receive and consider the audited financial statements, the independent auditors' report, and the report of the Directors for the year ended 31 December 2023. Please refer to the 2023 annual report of the Company for the relevant financial statements, the independent auditor's report and the report of the Directors.

#### (B) **Proposed re-election of Directors**

Pursuant to Article 102 of the Articles of Association, Mr. Wang Dongjin ("**Mr. Wang**") and Mr. Qiu Zhi Zhong ("**Mr. Qiu**") will retire from office at the Annual General Meeting and shall be eligible for re-election. Mr. Wang and Mr. Qiu have been recommended by the Board and have offered themselves for re-election.

In determining to propose Mr. Qiu to be re-elected as an Independent Non-executive Director of the Company, the Nomination Committee and the Board reviewed the independence confirmation pursuant to Rule 3.13 of the Hong Kong Listing Rules made by Mr. Qiu, and assessed his suitability to be re-elected at the AGM based on his reputation for integrity, knowledge, background and extensive experience in the banking and the financial industry, his commitment as an Independent Non-executive Director, a member of the Nomination Committee and a member of the Strategy and Sustainability Committee, and his international exposure by virtue of nearly thirty years' experience in the international banking and financial institutions, having regard to the board diversity policy adopted by the Board. Both the Nomination Committee and the Board are satisfied that Mr. Qiu has the required character, integrity, experience and independence to continue fulfilling the role of Independent Non-executive Director. Further, given Mr. Qiu's extensive knowledge, expertise and experience in the banking and financial industry, the Board considers the re-election of Mr. Qiu as an Independent Non-executive Director is in the best interest of the Company and the Shareholders as a whole and Mr. Qiu's professional knowledge and experience can contribute to the diversity of the Board.

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## LETTER FROM THE BOARD

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An ordinary resolution for the re-election of each of Mr. Wang and Mr. Qiu will be proposed separately at the Annual General Meeting.

Details of Mr. Wang and Ms. Qiu required to be disclosed under the Hong Kong Listing Rules are set out in Appendix III to this circular.

**(C) Proposed authorisation to the Board to fix the remuneration of each Director**

An ordinary resolution will be proposed at the Annual General Meeting to authorise the Board to fix the remuneration of each Director.

**(D) Proposed re-appointment of the auditors and authorization to the Board to fix the remuneration of the auditors**

An ordinary resolution will be proposed at the Annual General Meeting to re-appoint Ernst & Young Hua Ming LLP (Special General Partnership) and Ernst & Young as the domestic and overseas independent auditors of the Company and its subsidiaries for the year of 2024 respectively from the closing of the Annual General Meeting to the closing of the next annual general meeting of the Company, and to authorise the Board to fix the remuneration of the abovementioned independent auditors.

**(E) Proposed declaration of the final dividend for the year ended 31 December 2023**

An ordinary resolution will be proposed at the Annual General Meeting to approve the declaration of a final dividend for the year ended 31 December 2023 of HK\$0.66 (tax inclusive) per Share (the “**Final Dividend**”). The Final Dividend is denominated and declared in Hong Kong dollars, among which, dividends for RMB Shares will be paid in Renminbi calculated using the average central parity rate between Hong Kong dollars and Renminbi announced by the People’s Bank of China for the week immediately preceding the date of the declaration of dividend by the Annual General Meeting. Dividends for Hong Kong Shares will be paid in Hong Kong dollars.

Please refer to the “Announcement on the 2023 Final Dividend Distribution Plan of CNOOC Limited” published by the Company on the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) and the Company’s website ([www.cnooltd.com](http://www.cnooltd.com)) for details of the dividend distribution on RMB Shares.

**(F) Proposed authorisation to the Board on the declaration plan of the 2024 interim dividend**

The Company’s 2024 interim dividend should not exceed the net profits attributable to the Shareholders for the 6 months ended 30 June 2024, and the proportion of cash dividend in the interim dividend is capped at 100%. The declaration of interim dividend is also dependent on the conditions that: both the undistributed profits and net profits attributable to the Shareholders for the 6 months ended 30 June 2024 of the Company are positive, the cash flow of the Company following the cash dividend payment is still able to satisfy the

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## LETTER FROM THE BOARD

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Company's needs as a going concern and of long-term development; and, all other conditions in relation to cash dividends provided in applicable laws, regulations and regulatory documents are satisfied (the "**Interim Dividend Authorisation**").

Pursuant to Article 99 of the Articles of Association, the Board shall only exercise its power to formulate a dividend distribution plan or determine interim dividend within the scope of authorisation of the general meeting. An ordinary resolution will be proposed at the Annual General Meeting to authorise the Board to determine the declaration plan of the 2024 interim dividend within the scope of the Interim Dividend Authorisation, and to authorise the Board and the persons authorised by the Board to deal with all matters relating to the declaration of the 2024 interim dividend by the Company.

**(G) Proposed general mandates to issue and buy back Shares**

Reference is made to the circular of the Company dated 8 May 2023 and the announcement of the Company dated 31 May 2023. At the 2022 annual general meeting of the Company held on 31 May 2023, ordinary resolutions were passed granting general mandates to the Directors, inter alia, (i) to buy back Hong Kong Shares, the aggregate number of which shall not exceed 10% of the total number of issued Hong Kong Shares as at 31 May 2023, and the amount used to buy back RMB Shares shall not exceed 20% of the then audited net profit attributable to equity shareholders of the Company in the latest financial year; (ii) to issue, allot and deal with additional shares, the aggregate number of which shall not exceed 20% of the total number of issued Hong Kong Shares and 20% of the total number of issued RMB Shares as at 31 May 2023; and (iii) extend the general mandate granted to the Directors to issue, allot and deal with such number of Hong Kong Shares, the aggregate number of which shall not exceed the aggregate number of Hong Kong Shares bought back, which shall not exceed 10% of the total number of issued Hong Kong Shares as at 31 May 2023 (collectively referred to as the "**Existing General Mandates**"). The Existing General Mandates will lapse at the conclusion of this Annual General Meeting.

As disclosed in the announcement of the Company dated 26 September 2021 and the circular of the Company dated 4 October 2021, the Company had applied for a one-time waiver in the interest of seeking the initial public offering of the Company's RMB shares on the Shanghai Stock Exchange. The Hong Kong Stock Exchange granted, such one-time waiver whereby, under certain conditions, the Company is not required to seek a listing of the RMB Shares to be issued on the Hong Kong Stock Exchange. The aforementioned conditions included, inter alia, the modification of Rule 13.36(2)(b) of the Hong Kong Listing Rules for the Company such that the Shareholders (including both holders of Hong Kong Shares and holders of RMB Shares) can by ordinary resolution in a general meeting give a general mandate to the Directors under which (i) the aggregate number of Hong Kong Shares allotted or agreed to be allotted must not exceed 20% of the number of the issued Hong Kong Shares as of the date of the resolution granting the general mandate, (ii) the aggregate number of RMB Shares allotted or agreed to be allotted must not exceed 20% of the number of the issued RMB Shares as of the date of the resolution granting the general mandate, and (iii) Rule 13.36(2)(b) of the Hong Kong Listing Rules was further modified for the Company such that the maximum number of Hong Kong Shares bought back by the Company will be 10% of the number of the issued



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## LETTER FROM THE BOARD

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Hong Kong Shares as of the date of the resolution granting the buy-back mandate, and the 10% buy-back mandate will be used for purchasing the Hong Kong Shares only (instead of the total issued Shares) (the “**Waiver Modifications**”).

In view of the amendment of the Hong Kong Listing Rules following Mainland China regulation updates and relating to PRC issuers which took effect from 1 August 2023, the Hong Kong Stock Exchange has informed the Company that it is no longer required to comply with the Waiver Modifications. Accordingly, ordinary resolutions will be proposed at the Annual General Meeting (i) to give a general mandate to the Directors to issue, allot and deal with additional Shares not exceeding 20% of the total number of issued Shares (i.e., the total number of issued Hong Kong Shares and RMB Shares) as of the date of the resolution granting the general mandate, (ii) to give a buy-back mandate to the Directors under which the maximum number of Shares bought back by the Company must not exceed 10% of the number of the issued Shares (i.e., the total number of issued Hong Kong Shares and RMB Shares) as of the date of the resolution granting the buy-back mandate, and the amount used to buy back RMB Shares shall not exceed 20% of the audited net profit attributable to equity shareholders of the Company in the latest financial year, and (iii) subject to the approval of the aforementioned mandates, to extend the general mandate granted to the Board to issue, allot and deal with additional Shares and to make or grant offers, agreements, options and similar rights to subscribe for or convert any security into Shares by the amount representing the aggregate number of the Shares which are bought back by the Company pursuant to the aforementioned mandate, provided that such extended amount of Shares shall not exceed 10% of the total number of issued Shares (i.e., the total number of issued Hong Kong Shares and RMB Shares) as at the date of the passing of this resolution.

The Board, at the date hereof, has no immediate plans to buy back any Shares or to issue any new Shares pursuant to the relevant mandates.

As at the Latest Practicable Date, a total of 47,566,763,984 Shares, comprising 44,576,763,984 Hong Kong Shares and 2,990,000,000 RMB Shares, were in issue and fully paid.

The explanatory statement, as required by Hong Kong Listing Rules to be sent to the holders of Hong Kong Shares in connection with the proposed general mandates to buy back its Shares, is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the Annual General Meeting.

### **(H) Proposed Amendments to the Articles of Association**

Reference is made to the announcement of the Company dated 8 May 2024 on the Proposed Amendments to the Articles of Association.

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## LETTER FROM THE BOARD

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For the reasons set out below and taking into account the actual circumstances of the Company, it is proposed that certain provisions of the current Articles of Association be amended, to the extent permitted by the Companies Ordinance:

- (i) to implement the relevant amendments made to the Hong Kong Listing Rules in respect of the electronic dissemination of corporate communications by listed issuers (effective from 31 December 2023);
- (ii) to add the methods available to the Company for holding a general meeting, such that the Company can hold a general meeting with the use of virtual meeting technology; and
- (iii) to make other minor amendments,

and that the amended Articles of Association, reflecting all the Proposed Amendments in substitution for and to the exclusion of the current Articles of Association, be adopted.

The particulars of the Proposed Amendments are set forth in Appendix II to this circular.

As advised by the legal advisers of the Company as to Hong Kong law, the amended Articles of Association incorporating the Proposed Amendments (if approved) conform with the relevant parts of Appendix A1 to the Hong Kong Listing Rules, and, on the whole, are not inconsistent with the Hong Kong Listing Rules and the laws of Hong Kong, being the place of incorporation of the Company. The Company further confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

A special resolution will be proposed at the Annual General Meeting to approve the Proposed Amendments and the adoption of the amended Articles of Association incorporating the Proposed Amendments.

### **3. THE ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting is set out in Appendix III to this circular.

There is no Shareholder who is materially interested in the proposed resolutions regarding the granting of general mandates to issue and buy back Shares, and therefore none of the Shareholders is required to abstain from voting in respect of such resolutions.

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, at any general meeting of the Company, a resolution put to the vote shall be taken by poll, other than resolution which relates purely to a procedural or administrative matter which may be decided by the chairman in good faith to be voted by a show of hands.

A form of proxy for use by holders of Hong Kong Shares at the Annual General Meeting is enclosed herein. Holders of Hong Kong Shares are requested to complete the form of proxy and return it to the Company's registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's

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## LETTER FROM THE BOARD

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Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon not less than 36 hours before the time fixed for holding of the Annual General Meeting or any adjournment thereof (as the case may be) if they do not intend to be present in person at the Annual General Meeting. Completion and return of the form of proxy will not preclude holders of Hong Kong Shares from attending and voting at the Annual General Meeting or any adjournment thereof if they so wish and, in such event, the relevant form of proxy shall be deemed to be revoked.

Holders of RMB Shares shall refer to the public announcement for meeting materials of Annual General Meeting applicable to holders of RMB Shares as published on the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) and on the Company's website ([www.cnoocld.com](http://www.cnoocld.com)).

#### 4. RECOMMENDATIONS

The Directors believe that the above resolutions are in the best interests of the Company and the Shareholders as a whole, and accordingly recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**CNOOC Limited**  
**Wang Dongjin**  
*Chairman*

*The following is the explanatory notes required to be sent to the Shareholders under the Hong Kong Listing Rules in connection with the proposed general mandate to buy back Shares and also constitutes the memorandum required under section 239 of the Companies Ordinance.*

### **GENERAL MANDATE TO BUY BACK SHARES**

At the Annual General Meeting, an ordinary resolution will be proposed to give the Directors a general and an unconditional mandate (the “**Share Buy-back Mandate**”) to exercise all the powers of the Company to buy back Hong Kong Shares on the Hong Kong Stock Exchange and RMB Shares on the Shanghai Stock Exchange. Under the Share Buy-back Mandate, the number of Shares that the Company may buy back shall not exceed 10% of total number of issued Shares (i.e., the total number of issued Hong Kong Shares and RMB Shares) as at the date of passing the resolution, and the amount used to buy back RMB Shares shall not exceed 20% of the audited net profit attributable to equity shareholders of the Company in the latest financial year.

Shareholders should note that the Share Buy-back Mandate covers buy-backs made only during the period ending on the earlier of the conclusion of the next annual general meeting of the Company and the date upon which such authority is revoked or varied, whichever occurs first (the “**Relevant Period**”).

Neither these explanatory notes nor the proposed Share Buy-back Mandate has any unusual features.

### **SHARE CAPITAL**

As at the Latest Practicable Date, a total of 47,566,763,984 Shares, comprising 44,576,763,984 Hong Kong Shares and 2,990,000,000 RMB Shares, were in issue and fully paid.

### **DIRECTORS 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 their respective close associates (as defined under the Hong Kong Listing Rules) has a present intention, in the event that the Share Buy-back Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

No persons who are core connected persons (as defined under the Hong Kong Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company or have undertaken not to sell any of the Shares held by them to the Company, in the event that the Share Buy-back Mandate is approved by the Shareholders.

### **DIRECTORS’ UNDERTAKING**

The Directors have undertaken to the Hong Kong Stock Exchange to exercise the powers of the Company to make buy-backs pursuant to the Share Buy-back Mandate in accordance with the Hong Kong Listing Rules and all applicable laws of Hong Kong.

**EFFECT OF THE TAKEOVERS CODE**

If as a result of a buy-back of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of its or their shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the immediate controlling shareholder of the Company, CNOOC (BVI) Limited ("CNOOC BVI"), was recorded in the register required to be kept by the Company under section 336(1) of the SFO as having an interest in 28,772,727,268 Shares, representing approximately 60.49% of the issued Share capital of the Company. CNOOC BVI is a wholly-owned subsidiary of Overseas Oil & Gas Corporation, Ltd. ("OOGC"), which is in turn a wholly-owned subsidiary of China National Offshore Oil Corporation ("CNOOC Group"). Accordingly, OOGC and CNOOC Group are deemed to be interested in the 28,772,727,268 Shares in which CNOOC BVI is interested. OOGC is also directly interested in 5 Shares. In the event that the Share Buy-back Mandate is exercised in full, the shareholding of the CNOOC Group will increase but such increase would not give rise to an obligation on the part of CNOOC BVI, OOGC or CNOOC Group to make a mandatory offer under Rule 26 of the Takeovers Code.

**PUBLIC FLOAT**

The Directors do not have a present intention to exercise the Share Buy-back Mandate to such extent, causing the public float of the securities of the Company to fall below 25%.

**HONG KONG LISTING RULES FOR SHARE BUY-BACKS****Reasons for Share Buy-backs**

The Directors consider that the Share Buy-back Mandate will provide the Company with the flexibility to make such buy-backs when appropriate and beneficial to the Company and its Shareholders. Such buy-backs may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share.

**Source of Funds**

Buy-backs must be made from funds legally available for such purpose in accordance with the Articles of Association, the Hong Kong Listing Rules and applicable laws, regulations and rules in Hong Kong and the PRC. The Companies Ordinance provides that the amount paid in connection with a buy-back may only be made from the distributable profits of the Company or proceeds of a new issue of Shares made for the purpose of the buy-back to the extent permissible under the Companies Ordinance.

On the basis of the consolidated financial position of the Company as at 31 December 2023 (being the date to which the latest published audited financial statements of the Company have been made up), and in particular, the working capital position and gearing ratio of the Company and the number of Shares in issue, the Directors consider that there will not be a material impact on the working capital or the gearing position of the Company in the event that the Share Buy-back Mandate is to be exercised to the fullest extent at any

time during the Relevant Period. No buy-backs of Shares shall be made in circumstances that would have a material adverse impact on the working capital and gearing ratio of the Company (as compared with the position disclosed in the Company's latest published audited financial statements) unless the Directors consider that such buy-backs will be in the best interests of the Company and its Shareholders as a whole or such buy-backs are required for carrying out the plan for stabilizing the share prices of RMB Shares for the 3 years after the issue of RMB Shares.

**SHARE BUY-BACKS MADE BY THE COMPANY**

No share buy-backs had been made by the Company (whether on the Hong Kong Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

**GENERAL**

During each of the twelve months preceding the Latest Practicable Date, the highest and lowest closing prices for Shares on the Hong Kong Stock Exchange are set out as follows:

<b>Month</b>	<b>Price Per Share</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2023</b>		
May	13.06	11.78
June	12.22	11.04
July	12.58	11.42
August	13.38	12.18
September	14.00	13.12
October	13.74	12.68
November	13.20	12.50
December	13.00	11.98
<b>2024</b>		
January	14.70	13.00
February	16.80	14.32
March	18.22	16.16
April	20.30	18.16
May (up to the Latest Practicable Date)	20.30	19.72

Article number	Provision of the Current Articles of Association	Provision of the Amended Articles of Association (with marks)	Provision of the Amended Articles of Association (clean)
2	<p>(a) In these Articles save where the context otherwise requires:</p> <p>...</p> <p><i>Clearing House</i> shall mean a recognised clearing house within the meaning of section 2 of the Securities and Futures (Clearing House) Ordinance (Chapter 420 of the Laws of Hong Kong) or section 1 of Part 1 of Schedule 1 to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time, or a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange of such jurisdiction;</p> <p>...</p>	<p>(a) In these Articles save where the context otherwise requires:</p> <p>...</p> <p><i>Clearing House</i> shall mean a recognised clearing house within the meaning of <del>section 2 of the Securities and Futures (Clearing House) Ordinance (Chapter 420 of the Laws of Hong Kong) or</del> section 1 of Part 1 of Schedule 1 to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time, or a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange of such jurisdiction;</p> <p>...</p>	<p>(a) In these Articles save where the context otherwise requires:</p> <p>...</p> <p><i>Clearing House</i> shall mean a recognised clearing house within the meaning of section 1 of Part 1 of Schedule 1 to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time, or a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange of such jurisdiction;</p> <p>...</p>
62	<p>The Company shall in each financial year hold a general meeting as its annual general meeting within the period specified in the Ordinance in addition to any general meeting in that financial year. The annual general meeting shall be held at such time and place as may be determined by the Directors, subject to the provisions of these Articles. General meetings include other general meetings that are not annual general meetings.</p>	<p>The Company shall in each financial year hold a general meeting as its annual general meeting within the period specified in the Ordinance in addition to any general meeting in that financial year. <del>The annual general meeting shall be held at such time and place as may be determined by the Directors, subject to the provisions of these Articles.</del> General meetings include other general meetings that are not annual general meetings. <u>A general meeting shall be held using such method, at such time and place as may be determined by the Directors, subject to the applicable laws, regulations and regulatory documents, and the provisions of these Articles. A</u></p>	<p>The Company shall in each financial year hold a general meeting as its annual general meeting within the period specified in the Ordinance in addition to any general meeting in that financial year. General meetings include other general meetings that are not annual general meetings. A general meeting shall be held using such method, at such time and place as may be determined by the Directors, subject to the applicable laws, regulations and regulatory documents, and the provisions of these Articles. A general meeting may be held at one or more physical venue(s), using virtual meeting technology, or simultaneously at one or more physical venue(s) and using virtual meeting technology. If a</p>

Article number	Provision of the Current Articles of Association	Provision of the Amended Articles of Association (with marks)	Provision of the Amended Articles of Association (clean)
		<p><u>general meeting may be held at one or more physical venue(s), using virtual meeting technology, or simultaneously at one or more physical venue(s) and using virtual meeting technology. If a general meeting is held at two or more physical venues, appropriate technology shall be used such that members of the Company who are not together at the same physical venue are able to listen, speak and vote at the meeting.</u></p>	<p>general meeting is held at two or more physical venues, appropriate technology shall be used such that members of the Company who are not together at the same physical venue are able to listen, speak and vote at the meeting.</p>
65	<p>An annual general meeting shall be called by not less than twenty-one days' notice in writing, and any other general meeting shall be called by not less than fourteen days' notice in writing, unless the Ordinance prescribes a notice period of a different duration (the "Prescribed Notice"), in which case the Prescribed Notice shall apply, regardless of whether the Prescribed Notice is longer or shorter than the notice period aforementioned. The notice shall specify the place, date and time of meeting, and the general nature of the business to be transacted at the meeting. 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. There shall appear on every such notice with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies</p>	<p>An annual general meeting shall be called by not less than twenty-one days' notice in writing, and any other general meeting shall be called by not less than fourteen days' notice in writing, unless the Ordinance prescribes a notice period of a different duration (the "Prescribed Notice"), in which case the Prescribed Notice shall apply, regardless of whether the Prescribed Notice is longer or shorter than the notice period aforementioned. The notice shall specify the <del>place</del> <u>physical venue(s) (if the meeting will be held at one or more physical venue(s)), the virtual meeting technology to be used for holding the meeting (if virtual meeting technology is to be used for holding such meeting)</u>, date and time of meeting, and the general nature of the business to be transacted at the meeting. <u>If the meeting is to be held at two or more physical venues, the notice of meeting shall specify the principal venue of meeting and the other venue or venues of</u></p>	<p>An annual general meeting shall be called by not less than twenty-one days' notice in writing, and any other general meeting shall be called by not less than fourteen days' notice in writing, unless the Ordinance prescribes a notice period of a different duration (the "Prescribed Notice"), in which case the Prescribed Notice shall apply, regardless of whether the Prescribed Notice is longer or shorter than the notice period aforementioned. The notice shall specify the physical venue(s) (if the meeting will be held at one or more physical venue(s)), the virtual meeting technology to be used for holding the meeting (if virtual meeting technology is to be used for holding such meeting), date and time of meeting, and the general nature of the business to be transacted at the meeting. If the meeting is to be held at two or more physical venues, the notice of meeting shall specify the principal venue of meeting and the other venue or venues of meeting. The notice convening an</p>



Article number	Provision of the Current Articles of Association	Provision of the Amended Articles of Association (with marks)	Provision of the Amended Articles of Association (clean)
	to attend and vote instead of him and that a proxy need not be a member of the Company. The Company must comply with the applicable legal requirements concerning the notice of the meeting for resolutions regarding the removal or appointment to replace the removed Director and auditor.	<u>meeting.</u> 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. There shall appear on every such notice with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not be a member of the Company. The Company must comply with the applicable legal requirements concerning the notice of the meeting for resolutions regarding the removal or appointment to replace the removed Director and auditor.	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. There shall appear on every such notice with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not be a member of the Company. The Company must comply with the applicable legal requirements concerning the notice of the meeting for resolutions regarding the removal or appointment to replace the removed Director and auditor.
69	If, within thirty minutes from the time appointed for the meeting a quorum be not present, the meeting, if convened upon requisition in accordance with the Ordinance, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the Chairman of the meeting may determine. If at such adjourned meeting a quorum be not present within thirty minutes from the time appointed for the meeting, the member or members present in person or by proxy shall be a quorum and may transact the business for which the meeting is called.	If, within thirty minutes from the time appointed for the meeting a quorum be not present, the meeting, if convened upon requisition in accordance with the Ordinance, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week at the same time and <u>using the same method</u> <del>place,</del> or to such other day, time and <del>place</del> <u>using the method</u> as the Chairman of the meeting may determine. If at such adjourned meeting a quorum be not present within thirty minutes from the time appointed for the meeting, the member or members present in person or by proxy shall be a quorum and may transact the business for which the meeting is called.	If, within thirty minutes from the time appointed for the meeting a quorum be not present, the meeting, if convened upon requisition in accordance with the Ordinance, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week at the same time and using the same method, or to such other day, time and using the method as the Chairman of the meeting may determine. If at such adjourned meeting a quorum be not present within thirty minutes from the time appointed for the meeting, the member or members present in person or by proxy shall be a quorum and may transact the business for which the meeting is called.

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71	<p>The Chairman of any general meeting at which a quorum is present may, with the consent of the meeting, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place or sine die; but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place unless due notice thereof is given or such notice is waived in the manner prescribed by these Articles. When a meeting is adjourned for thirty days or more, or sine die, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or the business to be transacted thereat. Where a meeting is adjourned sine die the time and place for the adjourned meeting shall be fixed by the Directors.</p>	<p>The Chairman of any general meeting at which a quorum is present may, with the consent of the meeting, and shall, if so directed by the meeting, adjourn the meeting <del>from time to time and from place to place</del> <u>to such time and using such method as determined by the meeting</u> or sine die; but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place unless due notice thereof is given or such notice is waived in the manner prescribed by these Articles. When a meeting is adjourned for thirty days or more, or sine die, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or the business to be transacted thereat. Where a meeting is adjourned sine die the time and <del>place</del> <u>method</u> for <u>holding</u> the adjourned meeting shall be fixed by the Directors.</p>	<p>The Chairman of any general meeting at which a quorum is present may, with the consent of the meeting, and shall, if so directed by the meeting, adjourn the meeting to such time and using such method as determined by the meeting or sine die; but no business shall be transacted at any adjourned meeting other than business which might have <i>been</i> transacted at the meeting from which the adjournment took place unless due notice thereof is given or such notice is waived in the manner prescribed by these Articles. When a meeting is adjourned for thirty days or more, or sine die, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or the business to be transacted thereat. Where a meeting is adjourned sine die the time and method for holding the adjourned meeting shall be fixed by the Directors.</p>
85	<p>The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Office (or other places specified in the notice of general meeting or the instrument of proxy issued by the Company) at least forty-eight hours (or a later date determined by the Board) before the time fixed for holding the meeting or the adjourned meeting at which the person named in such instrument</p>	<p>The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Office (or other places specified in the notice of general meeting or the instrument of proxy issued by the Company) at least forty-eight hours <del>(or a later date determined by the Board)</del> before the time fixed for holding the meeting or the adjourned meeting at which the person named in such instrument</p>	<p>The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Office (or other places specified in the notice of general meeting or the instrument of proxy issued by the Company) at least forty-eight hours before the time fixed for holding the meeting or the adjourned meeting at which the person named in such instrument proposes to attend and vote or</p>

Article number	Provision of the Current Articles of Association	Provision of the Amended Articles of Association (with marks)	Provision of the Amended Articles of Association (clean)
	<p>proposes to attend and vote or adjourn meeting or a poll (as the case may be). Otherwise the person so named shall not be entitled to vote at that meeting (or as the case may be) except with the approval of the Chairman of the meeting. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked. In calculating the notice period set out above, no account is to be taken of any part of a day that is a public holiday</p>	<p>proposes to attend and vote or adjourn meeting <del>or a poll</del> (as the case may be) <u>or in the case of a poll taken more than forty-eight hours after it was demanded, twenty-four hours before the time appointed for the taking of the poll (or a later date determined by the Board)</u>. Otherwise the person so named shall not be entitled to vote at that meeting (or as the case may be) except with the approval of the Chairman of the meeting. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked. In calculating the notice period set out above, no account is to be taken of any part of a day that is a public holiday.</p>	<p>adjourn meeting (as the case may be) or in the case of a poll taken more than forty-eight hours after it was demanded, twenty-four hours before the time appointed for the taking of the poll (or a later date determined by the Board). Otherwise the person so named shall not be entitled to vote at that meeting (or as the case may be) except with the approval of the Chairman of the meeting. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked. In calculating the notice period set out above, no account is to be taken of any part of a day that is a public holiday.</p>
87(b)	<p>A vote given in accordance with the terms of an instrument of proxy or power of attorney or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal, or previous termination or revocation of the proxy or power of attorney or other authority, or transfer of the shares in respect of which the proxy is given, provided no notice in writing of the death, insanity,</p>	<p>A vote given in accordance with the terms of an instrument of proxy or power of attorney or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal, or previous termination or revocation of the proxy or power of attorney or other authority, or transfer of the shares in respect of which the proxy is given, provided no notice in writing of the death, insanity,</p>	<p>A vote given in accordance with the terms of an instrument of proxy or power of attorney or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal, or previous termination or revocation of the proxy or power of attorney or other authority, or transfer of the shares in respect of which the proxy is given, provided no notice in writing of the death, insanity,</p>

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	<p>termination, revocation or transfer shall have been received at the Office or other place as may be designated in accordance with Article 87(a) of these Articles at least forty eight hours before the time fixed for holding the meeting, or adjourned meeting, at which the instrument of proxy is used.</p>	<p>termination, revocation or transfer shall have been received at the Office or other place as may be designated in accordance with Article 87(a) of these Articles at least forty-eight hours before the time fixed for holding the meeting, or adjourned meeting, at which the instrument of proxy is used <u>(or in the case of a poll taken more than forty-eight hours after it was demanded, twenty-four hours before the time appointed for the taking of the poll).</u> <u>In calculating the notice periods set out above, no account is to be taken of any part of a day that is a public holiday.</u></p>	<p>termination, revocation or transfer shall have been received at the Office or other place as may be designated in accordance with Article 87(a) of these Articles at least forty-eight hours before the time fixed for holding the meeting, or adjourned meeting, at which the instrument of proxy is used (or in the case of a poll taken more than forty-eight hours after it was demanded, twenty-four hours before the time appointed for the taking of the poll). In calculating the notice periods set out above, no account is to be taken of any part of a day that is a public holiday.</p>
155	<p>Subject to the provisions of the Ordinance, any notice, document or communication to be given or issued to the members shall be in writing in any one or more languages, may be served by the Company upon any member either personally or by sending it by mail, postage prepaid, addressed to such member at his registered address, and, in any case where the registered address of such member is outside Hong Kong, by prepaid airmail, or by delivering, sending or otherwise making available through electronic or other means to such member.</p>	<p><b>(1)</b> Subject to <u>the applicable laws, regulations and regulatory documents</u> <del>the provisions of the Ordinance</del>, any notice, document or communication to be given or issued to the members shall be in writing in any one or more languages, may be served <u>on, delivered to or made available by the Company to any member, by one or more of the following means:</u></p> <p><b>(a)</b> <u>personally or by sending it by mail, postage prepaid (and, in any case where the registered address of a member is outside Hong Kong, by prepaid airmail), addressed to such member at his registered address or by leaving it at that address addressed to the member or by publishing it by way of</u></p>	<p>(1) Subject to the applicable laws, regulations and regulatory documents, any notice, document or communication to be given or issued to the members shall be in writing in any one or more languages, may be served on, delivered to or made available by the Company to any member, by one or more of the following means:</p> <p>(a) personally or by sending it by mail, postage prepaid (and, in any case where the registered address of a member is outside Hong Kong, by prepaid airmail), addressed to such member at his registered address or by leaving it at that address addressed to the member or by publishing it by way of advertisement in at least one English language</p>

Article number	Provision of the Current Articles of Association	Provision of the Amended Articles of Association (with marks)	Provision of the Amended Articles of Association (clean)
		<p><u>advertisement in at least one English language newspaper and one Chinese language newspaper circulating in Hong Kong;</u></p> <p><u>(b) by sending it in electronic form or by electronic means, in the manner set out in paragraph (2) below;</u></p> <p><u>(c) by making it available on the Company's website, in the manner set out in paragraphs (2) and (3) below; or</u></p> <p><u>(d) in accordance with other means permitted under the applicable laws, regulations and regulatory documents.</u></p> <p><u>(2) For the purposes of paragraphs (1)(b) and (1)(c) above, the Company may deliver or make available a notice, document or communication to any member:</u></p> <p><u>(a) in electronic form or by electronic means to the address specified by such member to the Company for such purpose or by making it available on the Company's website provided that, in each case, the Company has obtained consent from such member in accordance with the applicable laws, regulations and regulatory documents,</u></p>	<p>newspaper and one Chinese language newspaper circulating in Hong Kong;</p> <p>(b) by sending it in electronic form or by electronic means, in the manner set out in paragraph (2) below;</p> <p>(c) by making it available on the Company's website, in the manner set out in paragraphs (2) and (3) below; or</p> <p>(d) in accordance with other means permitted under the applicable laws, regulations and regulatory documents.</p> <p>(2) For the purposes of paragraphs (1)(b) and (1)(c) above, the Company may deliver or make available a notice, document or communication to any member:</p> <p>(a) in electronic form or by electronic means to the address specified by such member to the Company for such purpose or by making it available on the Company's website provided that, in each case, the Company has obtained consent from such member in accordance with the applicable laws, regulations and regulatory documents, that the Company shall communicate with such member in such form or manner; or</p>

Article number	Provision of the Current Articles of Association	Provision of the Amended Articles of Association (with marks)	Provision of the Amended Articles of Association (clean)
		<p><u>that the Company shall communicate with such member in such form or manner; or</u></p> <p><u>(b) by any other means authorised in writing by the member concerned.</u></p> <p><u>(3) For the purposes of making available notices, documents or communication to a member on the Company's website, the Company shall notify that member that such notice, document or communication has been or will be made available on the Company's website in the manner prescribed by the applicable laws, regulations and regulatory documents.</u></p> <p><del>by the Company upon any member either personally or by sending it by mail, postage prepaid, addressed to such member at his registered address, and, in any case where the registered address of such member is outside Hong Kong, by prepaid airmail, or by delivering, sending or otherwise making available through electronic or other means to such member.</del></p> <p><u>(4) A member may revoke his agreement that notices, documents or communication may be sent or supplied to such</u></p>	<p>(b) by any other means authorised in writing by the member concerned.</p> <p>(3) For the purposes of making available notices, documents or communication to a member on the Company's website, the Company shall notify that member that such notice, document or communication has been or will be made available on the Company's website in the manner prescribed by the applicable laws, regulations and regulatory documents.</p> <p>(4) A member may revoke his agreement that notices, documents or communication may be sent or supplied to such member in electronic form or by electronic means or made available to such member through the Company's website by sending a notice of revocation to the Company within such period and in such manner as may be specified under the applicable laws, regulations and regulatory documents.</p> <p>(5) Upon a member receiving from the Company a notice, document or communication in electronic form or by electronic means or by the Company making such notice, document or communication available on the Company's website, such member may request that the Company</p>

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		<p><u>member in electronic form or by electronic means or made available to such member through the Company's website by sending a notice of revocation to the Company within such period and in such manner as may be specified under the applicable laws, regulations and regulatory documents.</u></p> <p>(5) <u>Upon a member receiving from the Company a notice, document or communication in electronic form or by electronic means or by the Company making such notice, document or communication available on the Company's website, such member may request that the Company send or supply to such member such notice, document or communication in hard copy form. The Company shall, upon receiving such request from a member, in accordance with the applicable laws, regulations and regulatory documents, send or supply to such member such notice, document or communication requested in hard copy form free of charge.</u></p>	<p>send or supply to such member such notice, document or communication in hard copy form. The Company shall, upon receiving such request from a member, in accordance with the applicable laws, regulations and regulatory documents, send or supply to such member such notice, document or communication requested in hard copy form free of charge.</p>
156	Subject to the provisions of the Ordinance, any notice sent by mail shall be deemed to have been served in the case where the member's registered address is in Hong Kong on the day following that on which the notice is mailed in Hong Kong and in any other case on the fifth day after the day of	Subject to <u>any applicable laws, regulations and regulatory documents</u> <del>the provisions of the Ordinance,</del> <u>a notice, document or communication served on, delivered to or issued to a member by or on behalf of the Company:</u>	Subject to any applicable laws, regulations and regulatory documents, a notice, document or communication served on, delivered to or issued to a member by or on behalf of the Company:

Article number	Provision of the Current Articles of Association	Provision of the Amended Articles of Association (with marks)	Provision of the Amended Articles of Association (clean)
	<p>mailing. In proving such service it shall be sufficient to prove that the notice was properly addressed and mailed, postage prepaid.</p>	<p>(a) <del>any notice</del> sent by mail, <u>postage prepaid</u>, shall be deemed to have been served in the case where the member's registered address is in Hong Kong on the day following that on which the notice, <u>document or communication</u> is mailed in Hong Kong and in any other case on the fifth day after the day of mailing. In proving such service it shall be sufficient to prove that <u>such mail</u> <del>the notice</del> was properly addressed and <u>sent mailed</u>, postage prepaid;</p> <p>(b) <u>if left by the Company at a registered address of a member, shall be deemed to have been served or delivered on the day it was left;</u></p> <p>(c) <u>if published by way of advertisement in newspaper, shall be deemed to have been served or delivered on the day it was published;</u></p> <p>(d) <u>if sent by electronic means, other than by making it available on the Company's website, shall be deemed to have been served or delivered at the time that such notice, document or communication was sent or provided;</u></p> <p>(e) <u>if made available by the Company on its website, shall be deemed to have been served or delivered at the later of (i) if the applicable laws, regulations,</u></p>	<p>(a) sent by mail, postage prepaid, shall be deemed to have been served in the case where the member's registered address is in Hong Kong on the day following that on which the notice, document or communication is mailed in Hong Kong and in any other case on the fifth day after the day of mailing. In proving such service it shall be sufficient to prove that such mail was properly addressed and sent, postage prepaid;</p> <p>(b) if left by the Company at a registered address of a member, shall be deemed to have been served or delivered on the day it was left;</p> <p>(c) if published by way of advertisement in newspaper, shall be deemed to have been served or delivered on the day it was published;</p> <p>(d) if sent by electronic means, other than by making it available on the Company's website, shall be deemed to have been served or delivered at the time that such notice, document or communication was sent or provided;</p> <p>(e) if made available by the Company on its website, shall be deemed to have been served or delivered at the later of (i) if the applicable laws, regulations, and regulatory</p>



Article number	Provision of the Current Articles of Association	Provision of the Amended Articles of Association (with marks)	Provision of the Amended Articles of Association (clean)
		<p><u>and regulatory documents require a notification to be delivered to a member regarding the publication of such notice, document, or communication on the Company's website, the day on which such notification is delivered to such member; and (ii) the day on which such notice, document or communication was first made available on the Company's website; and</u></p> <p><u>(f) if sent by any other means authorised in writing by the member concerned, shall be deemed to have been served or delivered when the Company has carried out the action it has been authorised to take for that purpose.</u></p> <p><u>Any member present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened.</u></p>	<p>documents require a notification to be delivered to a member regarding the publication of such notice, document, or communication on the Company's website, the day on which such notification is delivered to such member; and (ii) the day on which such notice, document or communication was first made available on the Company's website; and</p> <p>(f) if sent by any other means authorised in writing by the member concerned, shall be deemed to have been served or delivered when the Company has carried out the action it has been authorised to take for that purpose.</p> <p>Any member present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened.</p>
167	Subject to the provisions of the Ordinance, every Director or other officer of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto and in particular and	Subject to the provisions of the Ordinance, every Director or other officer of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto <u>(except in connection</u>	Subject to the provisions of the Ordinance, every Director or other officer of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto (except in connection

Article number	Provision of the Current Articles of Association	Provision of the Amended Articles of Association (with marks)	Provision of the Amended Articles of Association (clean)
	<p>without prejudice to the generality of the foregoing every Director and other officer of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses and expenses which any such Director and other officer may incur or become liable for by reason of any contract entered into, or act or thing done by him or them as such Director and other officer, or in any way in the discharge of their or his duties, including travelling expenses; and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company, and have priority as between the members over all other claims. Any person who is a Director or other officer of the Company shall not be liable (except in consequence of his own dishonesty) for the acts, receipts, neglects or defaults of any other Director or other officer of the Company or for any losses or expenses incurred by the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects of the Company shall be deposited or for any loss occasioned by any error of</p>	<p><u>with his negligence, default, breach of duty or breach of trust</u>) and in particular and without prejudice to the generality of the foregoing every Director and other officer of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses and expenses which any such Director and other officer may incur or become liable for by reason of any contract entered into, or act or thing done by him or them as such Director and other officer, or in any way in the discharge of their or his duties, including travelling expenses; and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company, and have priority as between the members over all other claims.</p> <p>Any person who is a Director or other officer of the Company shall not be liable (except in <u>connection with consequence of his own dishonesty, negligence, default, breach of duty or breach of trust</u>) for the acts, receipts, neglects or defaults of any other Director or other officer of the Company or for any losses or expenses incurred by the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage</p>	<p>with his negligence, default, breach of duty or breach of trust) and in particular and without prejudice to the generality of the foregoing every Director and other officer of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses and expenses which any such Director and other officer may incur or become liable for by reason of any contract entered into, or act or thing done by him or them as such Director and other officer, or in any way in the discharge of their or his duties, including travelling expenses; and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company, and have priority as between the members over all other claims.</p> <p>Any person who is a Director or other officer of the Company shall not be liable (except in connection with his negligence, default, breach of duty or breach of trust) for the acts, receipts, neglects or defaults of any other Director or other officer of the Company or for any losses or expenses incurred by the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy,</p>

Article number	Provision of the Current Articles of Association	Provision of the Amended Articles of Association (with marks)	Provision of the Amended Articles of Association (clean)
	<p>judgement, omission, default or oversight on their or his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto. Each member of the Company agrees to waive any claim or right of action he might have, whether individually or by or in the right of the Company, against any Director on account of any action taken by such Director, or the failure of such Director to take any action in the performance of his duties with or for the Company; provided that such waiver shall not extend to any matter in respect of any fraud or dishonesty which may attach to such Director.</p>	<p>arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects of the Company shall be deposited <del>or for any loss occasioned by any error of judgement, omission, default or oversight on their or his part,</del> or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto. Each member of the Company agrees to waive any claim or right of action he might have, whether individually or by or in the right of the Company, against any Director on account of any action taken by such Director, or the failure of such Director to take any action in the performance of his duties with or for the Company; provided that such waiver shall not extend to <u>any matters in respect of any connection with such Director's own negligence, default, breach of duty or breach of trust</u> <del>fraud or dishonesty which may attach to such Director.</del></p>	<p>insolvency or tortious act of any person with whom any moneys, securities or effects of the Company shall be deposited or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto. Each member of the Company agrees to waive any claim or right of action he might have, whether individually or by or in the right of the Company, against any Director on account of any action taken by such Director, or the failure of such Director to take any action in the performance of his duties with or for the Company; provided that such waiver shall not extend to matters in connection with such Director's own negligence, default, breach of duty or breach of trust.</p>

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting will be held on 7 June 2024 at 2:00 p.m. at JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as ascribed to them in the circular dated 14 May 2024 issued by the Company (the “**Circular**”).

**ORDINARY RESOLUTIONS**

1. To receive and consider the audited financial statements, the independent auditors’ report, and the report of the Directors for the year ended 31 December 2023.
2. To re-elect Mr. Wang Dongjin (“**Mr. Wang**”) as a non-executive Director:

**Wang Dongjin**

Born in 1962, Mr. Wang is a professor-level senior engineer and received a Bachelor of Science degree in Petroleum Drilling from Development Department of China University of Petroleum in 1982 and a Doctor of Science degree in Petroleum Engineering Management from China University of Petroleum-Beijing in 2012. From July 1995 to December 1997, he was appointed as Deputy Director-General of Jiangsu Petroleum Exploration Bureau. From December 1997 to October 2002, he was appointed as Vice President of China National Oil & Gas Exploration and Development Corporation (“**CNODC**”). From December 2000 to October 2002, he also served as President of CNPC International (Kazakhstan) Ltd. and President of AktobeMunai Gas Corp. From October 2002 to September 2008, he served as President of CNODC. From January 2004 to September 2008, he was appointed as Assistant President of China National Petroleum Corporation (“**CNPC**”) and Vice Chairman of CNODC. From September 2008 to March 2018, he served as Vice President of CNPC. From May 2011 to May 2014, he was concurrently appointed as Director of PetroChina Company Limited (“**PetroChina**”). From July 2013 to March 2018, he was concurrently appointed as President of PetroChina. From May 2014 to March 2018, he served as Vice Chairman of PetroChina. In March 2018, Mr. Wang was appointed as a Director of CNOOC Group. From October 2018 to October 2019, Mr. Wang was appointed as President of CNOOC Group. Since March 2019, Mr. Wang has served as a Director of Overseas Oil & Gas Corporation, Ltd. (OOGC) and CNOOC (BVI) Limited (CNOOC (BVI)). In October 2019, Mr. Wang was appointed as Chairman of CNOOC Group. From November 2019, Mr. Wang was appointed as the Chairman and the President of OOGC, and as the Chairman of CNOOC (BVI). On 27 April 2018, Mr. Wang was appointed as a Non-executive Director of the Company. From 27 April 2018 to 29 September 2020, Mr. Wang Dongjin served as a member of the Remuneration Committee of the Company. From 5 December 2018 to 18 November 2019, Mr. Wang was appointed as the Vice Chairman of the Company. Mr. Wang was appointed as Chairman of the Board and Chairman of the Nomination Committee of the Company on 18 November 2019, and was appointed as Chairman of the Strategy and Sustainability Committee of the Company on 25 August 2022.

Save as aforesaid, Mr. Wang does not have any relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company.

Mr. Wang has no interest in the Company's securities within the meaning of Part XV of the SFO.

If re-elected, the appointment of Mr. Wang shall continue for a period of 36 months and would be renewed every 36 months as determined by the Board or the Shareholders, subject to one month's notice of termination of the service agreement by either party. Mr. Wang is subject to the provisions of his service agreement, the Hong Kong Listing Rules and the retirement and rotation provisions in the Articles of Association. The Company does not pay him any Director's fee. The Remuneration Committee of the Company will review the level of Directors' emoluments from time to time and make recommendation to the Board for adjustments if necessary.

There is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Hong Kong Listing Rules, nor are there any other matters to be brought to the attention of the Shareholders.

3. To re-elect Mr. Qiu Zhi Zhong ("**Mr. Qiu**") as an independent non-executive Director:

**Qiu Zhi Zhong**

Born in 1955, Mr. Qiu obtained his Bachelor of Science degree in Computer Science from New York University and his Bachelor of Engineering degree in Electrical Engineering from The Cooper Union for the Advancement of Science and Art in 1983; his Master of Science degree in Electrical Power Engineering from Ohio State University in 1985; and his Master of Business Administration from Harvard Business School in 1990. Mr. Qiu has served as an independent non-executive director and chairman of the nomination committee of Sinochem Energy Co., Ltd since November 2020. From 2013 to 2016, Mr. Qiu served as the Chairman of Meridian Capital (Asia) Limited. From 2009 to March 2013, he served as a Managing Director, the Vice Chairman of Asia Pacific and Chairman of Greater China of Barclays Capital. From 2006 to 2009, he served as the Executive Chairman of China and Vice Chairman of Asia of ABN AMRO Bank N.V., and during the period he also served as the Chairman of ABN AMRO (China) Co. Ltd. and the Chairman of ABN AMRO Leasing (China) Co. Ltd. In 2002, Mr. Qiu founded and served as the Chairman of Quartz Capital Limited. During the period, he also served as the Chairman of the DragonTech Ventures Fund and DragonTech Ventures Management Limited, a subsidiary, from 2004 to 2014. From 1991 to 2002, Mr. Qiu served as the Chairman of Greater China Region and a Managing Director of Credit Suisse First Boston. Since 2010, Mr. Qiu has also served as the Honorary Consul of Republic of Rwanda to Hong Kong. In 1994 and 1995, Mr. Qiu was named as one of the world's "50 Most Wanted in Finance" and "World's 50 Derivatives Superstars" respectively by the Global Finance magazine in the United States. Mr. Qiu was appointed as an Independent Non-executive Director and a member of the Nomination Committee of the Company with effect from 7 May 2019, and was appointed as a member of the Strategy and Sustainability Committee of the Company on 25 August 2022.

Save as aforesaid, Mr. Qiu does not have any relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company. Mr. Qiu has confirmed to the Company his independence having regard to the independence criteria as set out in Rule 3.13 of the Hong Kong Listing Rules.

Mr. Qiu has no interest in the Company's securities within the meaning of Part XV of the SFO.

If re-elected, Mr. Qiu's appointment shall continue for a period of 36 months and would be renewed every 36 months as determined by the Board or the Shareholders, subject to one month's notice of termination by either party. Mr. Qiu is subject to the provisions of his service agreement, the Hong Kong Listing Rules and the retirement and rotation provisions in the Articles of Association. Mr. Qiu will be entitled to an annual Director's fee of HK\$950,000 (before deduction of Hong Kong tax). The emolument of Mr. Qiu was determined by the Board with reference to perception of industry standards and prevailing market conditions. The Remuneration Committee of the Company will review the level of Directors' emolument from time to time and make recommendation to the Board for adjustments if necessary.

There is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Hong Kong Listing Rules, nor are there any other matters to be brought to the attention of the Shareholders.

4. To authorise the Board to fix the remuneration of each of the Directors.
5. To re-appoint Ernst & Young Hua Ming LLP (Special General Partnership) and Ernst & Young as the domestic and overseas independent auditors of the Company and its subsidiaries for the year of 2024 respectively, and to authorise the Board to fix the remuneration of the aforementioned independent auditors.
6. To declare a final dividend for the year ended 31 December 2023.
7. To authorise the Board to determine the declaration plan of the 2024 interim dividend within the scope of the Interim Dividend Authorisation, and to authorise the Board and the persons authorised by the Board to deal with all matters relating to the declaration of the 2024 interim dividend by the Company.
8. **“THAT:**
  - (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back Shares in the capital of the Company on the Hong Kong Stock Exchange or on any other exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Hong Kong Stock Exchange for this purpose (**“Recognised Stock Exchange”**), subject to and in accordance with all applicable laws, rules and regulations and the requirements of the Hong Kong Listing Rules, or of any other Recognised Stock Exchange and the Articles of Association, be and is hereby generally and unconditionally approved;
  - (b) the aggregate number of Shares which the Company is authorised to buy back pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of the total issued Shares (i.e., the total number of issued Hong Kong Shares and RMB Shares) as at the date of passing the resolution, and the amount used to buy back RMB Shares shall not exceed 20% of the audited net profit attributable to equity shareholders of the Company in the latest financial year; and

- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; and
- (ii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

9. **“THAT:**

- (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot and deal with additional Shares in the capital of the Company and to make or grant offers, agreements, options and similar rights to subscribe for or convert any security into shares in the Company (including bonds, notes, warrants, debentures and securities convertible into Shares) 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, options and similar rights to subscribe for or convert any security into Shares (including bonds, notes, warrants, debentures and securities convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (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 pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) an issue of Shares pursuant to any specific authority granted by the Shareholders in general meeting, including upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any bonds, notes, debentures or securities convertible into Shares;
  - (iii) the grant of options and the exercise of any option granted under any share option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries;
  - (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association; or

- (v) any adjustment, after the date of grant or issue of any options, rights to subscribe for or convert any security into shares or other securities referred to above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities,

shall not exceed 20% of the total issued Shares (i.e., the total number of issued Hong Kong Shares and RMB Shares) as at the date of the passing of this resolution; and that this resolution shall be limited by the applicable rules and requirements of the Hong Kong Stock Exchange as amended from time to time, including the restrictions for using the approval in paragraph (a) above to issue (i) securities convertible into new shares for cash consideration, if the initial conversion price of such convertible securities is lower than the Benchmarked Price (as hereinafter defined) of the Shares at the time of the relevant placing; and (ii) warrants, options or similar rights to subscribe for new shares or securities convertible into new shares for cash consideration.

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; and
- (ii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“**Benchmarked Price**” means the higher of (a) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (b) the average closing price in the five (5) trading days immediately prior to the earlier of: (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the general mandate to be approved under this resolution; (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (iii) the date on which the placing or subscription price is fixed.

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



10. “**THAT** subject to the passing of the resolutions numbered 8 and 9 as set out in the notice convening this meeting, the general mandate granted to the Board to issue, allot and deal with additional Shares and to make or grant offers, agreements, options and similar rights to subscribe for or convert any security into Shares pursuant to resolution numbered 9 as set out in this notice be and is hereby extended by the amount representing the aggregate number of the Shares which are bought back by the Company pursuant to and since the granting to of the general mandate to buy back shares in accordance with resolution numbered 8 as set out in this notice, provided that such extended amount of Shares shall not exceed 10% of the total number of issued Shares (i.e., the total number of issued Hong Kong Shares and RMB Shares) as at the date of the passing of this resolution.”

**SPECIAL RESOLUTION**

11. “**THAT:**
- (a) the Proposed Amendments to the Articles of Association as set forth in Appendix II to the Circular be and are hereby approved, and will take immediate effect after the closing of the Annual General Meeting;
  - (b) the amended Articles of Association of the Company, reflecting the Proposed Amendments referred to in subparagraph (a) above in the form tabled at the Annual General Meeting and marked “A” and for the purpose of identification signed by a Director or a company secretary of the Company, be approved and the same be adopted in substitution for and to the exclusion of the current Articles of Association with immediate effect after the closing of the Annual General Meeting; and
  - (c) any Director or company secretary (secretary to the Board) of the Company be and is hereby authorised to carry out and take all actions necessary and to sign all necessary documents in connection with or to give effect to this special resolution.”

By Order of the Board  
**CNOOC Limited**  
**Xu Yugao**  
*Joint Company Secretary*

Hong Kong, 14 May 2024

*Registered office:*  
65th Floor, Bank of China Tower  
1 Garden Road  
Central  
Hong Kong

*Notes:*

1. Holders of RMB Shares shall refer to the public announcement for notice of annual general meeting applicable to holders of RMB Shares as published on the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) and on the Company's website ([www.cnooltd.com](http://www.cnooltd.com)). This notice is only intended to provide notice to the holders of Hong Kong Shares regarding the arrangements for the Annual General Meeting.
2. Every member entitled to attend and vote at the Annual General Meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder. If more than one proxy is so appointed, the appointment shall specify the number and the class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy of holders of Hong Kong Shares duly completed and signed in accordance with the instructions printed thereon, together with the power of attorney or other authority (if any) under which it is signed, or a copy of such authority notorially certified, must be completed and returned to the Company's Hong Kong registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 36 hours before the time fixed for holding of the Annual General Meeting or any adjournment thereof (as the case may be).
4. Completion and return of the form of proxy will not preclude a Shareholder entitled to attend and vote at the Annual General Meeting from attending and voting in person at the Annual General Meeting or any adjournment thereof if the shareholder so desires and, in such event, the relevant form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any shares, any one of such persons may vote at the Annual General Meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
6. With respect to resolution numbered 8, approval is being sought from Shareholders for a general mandate to buy back shares to be given to the Board. The Explanatory Statement containing the information necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the buy-back by the Company of its own shares, as required by the Hong Kong Listing Rules, is set out in Appendix I of the Circular.
7. With respect to resolution numbered 9, approval is being sought from Shareholders for a general mandate to issue, allot and deal with shares to be given to the Board. Approval is being sought from the Shareholders as a general mandate for the purpose of Section 141 of the Companies Ordinance and the Hong Kong Listing Rules.
8. With respect to resolution numbered 10, approval is being sought from the Shareholders for an extension of the general mandate granted to the Board to issue and allot shares by adding to it the number of shares purchased under the authority granted pursuant to resolution numbered 8.
9. Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, voting for all the resolutions set out in the notice of the Annual General Meeting will be taken by poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
10. The register of members of the Company for the Hong Kong Shares will be closed from 4 June 2024 (Tuesday) to 7 June 2024 (Friday) (both days inclusive) during which no transfer of Hong Kong Shares can be registered for the purpose of determining the right of holders of Hong Kong Shares to attend and vote at the Annual General Meeting. In order to qualify for attending the Annual General Meeting, holders of Hong Kong Shares are reminded to ensure that all instruments of transfer of Hong Kong Shares accompanied by the relevant share certificate(s) must be lodged with the Company's Hong Kong registrar, Hong Kong Registrars Limited, Shops 1712- 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on 3 June 2024 (Monday).

11. In the event that the resolution on declaration of the final dividend is adopted after the Annual General Meeting, the register of members of the Company for the Hong Kong Shares will be closed from 17 June 2024 (Monday) to 21 June 2024 (Friday) (both days inclusive) during which no transfer of Hong Kong Shares can be registered. In order to qualify for the final dividend, holders of Hong Kong Shares are reminded to ensure that all instruments of transfer of Hong Kong Shares accompanied by the relevant share certificate(s) must be lodged with the Company's Hong Kong registrar, Hong Kong Registrars Limited, Shops 1712- 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on 14 June 2024 (Friday).