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

If you have sold or transferred all your shares in **Geely Automobile Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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GEELY

吉利汽車控股有限公司

GEELY AUTOMOBILE HOLDINGS LIMITED

(Incorporated in Cayman Islands with limited liability)

(Stock code: 175)

**GENERAL MANDATES TO REPURCHASE SHARES AND
TO ISSUE NEW SHARES;
RE-ELECTION OF DIRECTORS;
PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF
ASSOCIATION; AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Geely Automobile Holdings Limited to be held at Boardroom 6, M/F, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong on Wednesday, 25 May 2022 at 4:00 p.m. is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use by Shareholders at the Annual General Meeting is also enclosed. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the Annual General Meeting should you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page ii of this circular for measures being taken to prevent and control the spread of the Coronavirus at the Annual General Meeting, including:

- **compulsory temperature checks**
- **recommended wearing of surgical face masks**
- **no distribution of corporate gifts and refreshments**

Any person who does not comply with the precautionary measures may be denied entry into the Annual General Meeting venue. The Company encourages attendees to wear face masks and reminds Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing Novel Coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the Annual General Meeting to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.4 degrees Celsius or any person wearing an electronic tracking wristband under quarantine order may be denied entry into the Annual General Meeting venue or be required to leave the Annual General Meeting venue.
- (ii) The Company encourages attendees to wear surgical face masks inside the Annual General Meeting venue at all times, and to maintain a safe distance between seats.
- (iii) No refreshments will be served, and there will be no corporate gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the Annual General Meeting venue or require any person to leave the Annual General Meeting venue in order to ensure the safety of the attendees at the Annual General Meeting.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting in person.

The form of proxy is attached to this circular for Shareholders who opt to receive physical circulars. Alternatively, the proxy form can be downloaded from the "Investor Centre" section of the Company's website at <http://www.geelyauto.com.hk/en/circulars.html>. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

If Shareholders have any questions relating to the Annual General Meeting, please contact Union Registrars Limited, the Company's Share Registrar as follows:

Union Registrars Limited
Suites 3301-04, 33/F.
Two Chinachem Exchange Square
338 King's Road, North Point, Hong Kong
E-mail: geely@unionregistrars.com.hk
Tel. No.: (852) 2849 3399
Fax No.: (852) 2849 3319

RESPONSIBILITY STATEMENT

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

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Boardroom 6, M/F, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong on Wednesday, 25 May 2022 at 4:00 p.m. or any adjournment thereof (or as the case may be)
“Articles of Association”	the articles of association of the Company as may be amended from time to time
“associate(s)”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors
“Company”	Geely Automobile Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the main board of the Stock Exchange (stock code: 175)
“connected person(s)”	has the meaning ascribed to it in the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate to allot, issue and deal with new Shares not exceeding the aggregate of 10% of the existing issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof
“Group”	the Company and its subsidiaries
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Latest Practicable Date”	7 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company (as amended, supplemented or otherwise modified from time to time)

DEFINITIONS

“Repurchase Mandate”	the authority to repurchase the fully paid up Shares of up to 10% of the existing issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Buy-backs Code”	the Hong Kong Code on Share Buy-backs
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	a subsidiary for the time being of the Company within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) whether incorporated in the Cayman Islands, British Virgin Islands, the People’s Republic of China or elsewhere and “subsidiaries” shall be construed accordingly
“substantial shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent

LETTER FROM THE BOARD

GEELY

吉利汽車控股有限公司

GEELY AUTOMOBILE HOLDINGS LIMITED

(Incorporated in Cayman Islands with limited liability)

(Stock code: 175)

Executive Directors:

Mr. Li Shu Fu (*Chairman*)
Mr. Yang Jian (*Vice Chairman*)
Mr. Li Dong Hui, Daniel (*Vice Chairman*)
Mr. Gui Sheng Yue (*Chief Executive Officer*)
Mr. An Cong Hui
Mr. Ang Siu Lun, Lawrence
Ms. Wei Mei

Registered Office:

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Independent Non-executive Directors:

Mr. Lee Cheuk Yin, Dannis
Mr. Yeung Sau Hung, Alex
Mr. An Qing Heng
Mr. Wang Yang
Ms. Lam Yin Shan, Jocelyn
Ms. Gao Jie

Principal Place of Business in Hong Kong:

Room 2301, 23rd Floor
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

19 April 2022

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES AND
TO ISSUE NEW SHARES;
RE-ELECTION OF DIRECTORS;
PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF
ASSOCIATION; AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting for the granting to the Directors the Repurchase Mandate to repurchase Shares; the granting to the Directors the General Mandate to issue new Shares; the re-election of Directors; and the proposed amendments to the Memorandum and Articles of Association and the adoption of the amended and restated Memorandum and Articles of Association.

LETTER FROM THE BOARD

GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES

General Mandate to Repurchase Shares

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders that the Directors be granted the Repurchase Mandate to repurchase Shares. In accordance with the Listing Rules, the maximum number of Shares that the Company may repurchase under the Repurchase Mandate shall not exceed 10% of the issued and fully paid up share capital of the Company as at the date of the passing of the ordinary resolution in relation thereof. The Repurchase Mandate allows the Company to repurchase Shares only during the period ending on the earliest of the date of the next annual general meeting of the Company, or the date upon which such authority conferred is revoked or varied by an ordinary resolution of Shareholders in a general meeting of the Company.

An explanatory statement containing the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution for the grant of the Repurchase Mandate to the Directors at the Annual General Meeting is set out in Appendix I to this circular.

General Mandate to Issue New Shares

At the Annual General Meeting, an ordinary resolution will also be proposed to the Shareholders that the Directors be granted the General Mandate to issue new Shares in order to provide flexibility and discretion to the Directors to issue Shares. The General Mandate will represent up to 10% of the aggregate number of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof. The 10% being sought under the General Mandate is significantly lower than the permissible size of 20% under the Listing Rules. For clarity, Shares bought back through any exercise of the Repurchase Mandate will not be added to the number of Shares that may be issued under the General Mandate. In addition, any Shares to be issued for cash under the authority granted by the General Mandate will only be issued subject to a maximum discount of 10% to the “benchmark price” (as defined with reference to Rule 13.36(5) of the Listing Rules). Shareholders may wish to take note that the proposed discount limit is more restrictive than the requirements of the Listing Rules which permit a maximum discount of 20% to the benchmark price for any issue of shares in a placement for cash pursuant to a general mandate.

Based on 10,020,846,540 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased prior to the date of the Annual General Meeting, the Directors will be authorised to issue 1,002,084,654 Shares pursuant to the General Mandate.

RE-ELECTION OF DIRECTORS

Pursuant to Article 116 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that each Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years at the annual general meeting of the Company, provided always that any Director

LETTER FROM THE BOARD

appointed pursuant to Article 119 or 122(a) of the Articles of Association shall not be taken into account in determining the Directors who are to retire by rotation at such meeting. A retiring Director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat.

Pursuant to Article 99 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or the next following annual general meeting of the Company (in the case of an addition to their number) and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 116 of the Articles of Association.

Pursuant to Article 116 of the Articles of Association, Mr. Yang Jian, Mr. Ang Siu Lun, Lawrence, Mr. Lee Cheuk Yin, Dannis, Mr. Yeung Sau Hung, Alex and Mr. Wang Yang shall retire from office by rotation, and being eligible, shall offer themselves for re-election at the Annual General Meeting.

Mr. Yang Jian has informed the Board that he will not offer himself for re-election at the Annual General Meeting in order to devote more time to pursue his other business commitments, and accordingly, he will retire as an executive Director at the conclusion of the Annual General Meeting. Mr. Yang Jian confirmed that he has no disagreement with the Board and there is no other matter relating to his retirement that needs to be brought to the attention of the Shareholders.

Mr. Lee Cheuk Yin, Dannis has informed the Board that he will not offer himself for re-election at the Annual General Meeting in order to devote more time to pursue his other business commitments, and accordingly, he will retire as an independent non-executive Director, the chairman of the audit committee and a member for each of remuneration committee and nomination committee at the conclusion of the Annual General Meeting. Mr. Lee Cheuk Yin, Dannis confirmed that he has no disagreement with the Board and there is no other matter relating to his retirement that needs to be brought to the attention of the Shareholders. Following the retirement of Mr. Lee Cheuk Yin, Dannis at the conclusion of the Annual General Meeting, Ms. Gao Jie will act as the chairman of the audit committee.

Mr. Yeung Sau Hung, Alex has informed the Board that he will not offer himself for re-election at the Annual General Meeting in order to devote more time to pursue his other business commitments, and accordingly, he will retire as an independent non-executive Director, the chairman of the remuneration committee and a member for each of audit committee and nomination committee at the conclusion of the Annual General Meeting. Mr. Yeung Sau Hung, Alex confirmed that he has no disagreement with the Board and there is no other matter relating to his retirement that needs to be brought to the attention of the Shareholders. Following the retirement of Mr. Yeung Sau Hung, Alex at the conclusion of the Annual General Meeting, Ms. Lam Yin Shan, Jocelyn will act as the chairman of the remuneration committee.

Pursuant to Article 99 of the Articles of Association, Ms. Lam Yin Shan, Jocelyn (“**Ms. Lam**”) and Ms. Gao Jie (“**Ms. Gao**”) shall hold office until the Annual General Meeting, and being eligible, shall offer themselves for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

To ensure a balance of skills, experience and diversity of perspectives appropriate to the requirements of the business of the Group among members of the Board, the nomination of Directors for appointment or re-appointment at the Annual General Meeting were made by the nomination committee of the Board in accordance with the director nomination policy adopted by the Company and the selection criteria as set out in the board diversity policy of the Company (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service).

The nomination committee of the Board had nominated the retiring Directors to the Board for the Board to make recommendation to the Shareholders for re-election at the Annual General Meeting, having reviewed the composition of the Board and having regard to the retiring Directors' professional experience, skills, knowledge and/or length of service, their commitment to their respective roles and functions, and their respective contributions brought and continued to be brought to the Group.

On the re-election of each of Ms. Lam and Ms. Gao as an independent non-executive Director, the nomination committee of the Board considered, and the Board shared the same views, that at all times during the period of directorship with the Company, each of Ms. Lam and Ms. Gao has properly discharged her duties and responsibilities as an independent non-executive Director and has made positive contribution to the development to the Company through independent, constructive and informed comments and participation at the business and other affairs relating to the Group. In addition, the Company received confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of Ms. Lam and Ms. Gao. In this regard, the Board is satisfied that each of Ms. Lam and Ms. Gao is a person of integrity and stature and believes that their re-election and continued appointment will contribute to the Board's diversity with their relevant experiences and expertise in finance, tax, accounting and management areas and allow the Board as well as the Company to continuously benefit from the sharing of their invaluable experience, contribution and participation.

The re-election of each of Mr. Ang Siu Lun, Lawrence, Mr. Wang Yang, Ms. Lam and Ms. Gao was recommended by the nomination committee of the Board, and the Board has accepted the recommendations following a review of their overall contribution and service to the Company including their attendance of Board meetings and general meetings, the level of participation and performance on the Board.

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

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In order to (i) reflect and align with the new requirements under the amended Appendix 3 to the Listing Rules which have come into effect on 1 January 2022; (ii) provide flexibility to the Company in relation to the conduct of general meetings; and (iii) make certain other housekeeping changes, the Board proposed to amend certain articles to the Memorandum and Articles of Association, with the contents of other provisions of the Memorandum and Articles of Association remaining unchanged. The details of the proposed amendments are set forth in Appendix III to this circular. In view of the number of proposed amendments, the Board proposed to adopt a new amended and restated Memorandum and Articles of Association in substitution for and to the exclusion of the existing Memorandum and Articles of Association.

LETTER FROM THE BOARD

The Company has been advised by its legal advisers that the proposed amendments to the Memorandum and Articles of Association are not inconsistent with the requirements of the Listing Rules and the laws of the Cayman Islands respectively. The Company also confirms that there is nothing unusual about the proposed amendments to the Memorandum and Articles of Association for a company listed on the Stock Exchange.

The proposed adoption of the new amended and restated Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting and will take immediate effect upon the passing of the relevant special resolution at the Annual General Meeting.

The proposed amendments and the new amended and restated Memorandum and Articles of Association are prepared in the English language, and the Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out on pages AGM-1 to AGM-5 of this circular.

Voting by way of Poll

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders to be taken at a general meeting must be taken by poll and the voting results of the poll should be announced by the Company in accordance with the requirements under Rule 13.39(5) of the Listing Rules.

A form of proxy for use by Shareholders at the Annual General Meeting is enclosed hereto. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the Annual General Meeting should you so wish.

RECOMMENDATION

The Directors consider that the aforesaid proposed resolutions for the granting of the Repurchase Mandate and the General Mandate to the Directors, the proposed re-election of Directors, the proposed amendments to the Memorandum and Articles of Association and the adoption of the amended and restated

LETTER FROM THE BOARD

Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of
Geely Automobile Holdings Limited
Li Shu Fu
Chairman

This Appendix contains the necessary particulars required by the Listing Rules to be included in an explanatory statement to enable Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the Repurchase Mandate.

LISTING RULES IMPLICATIONS FOR THE REPURCHASE MANDATE

The Listing Rules permit the Company to repurchase its own fully paid up Shares on the Stock Exchange not exceeding 10% of its issued share capital, subject to certain restrictions and provisions of the Takeovers Code and the Share Buy-backs Code; the most important of which are summarised below:

(a) Shareholders' approval

All proposed repurchases of the fully paid up Shares on the Stock Exchange by the Company must be approved by Shareholders in advance by way of an ordinary resolution, either by way of a general mandate or a specific approval being granted to the Directors; such mandate so granted only allows the Company to make repurchases during the period ending on the earliest of the date of its next annual general meeting, or the date upon which such authority conferred is revoked or varied by ordinary resolution of Shareholders in a general meeting of the Company.

(b) Source of funds

Repurchases of Shares must be funded entirely from the Company's available cash flow or working capital facilities and will be made out of funds legally available for such purposes in accordance with the Company's memorandum and articles of association and the laws of the jurisdiction in which the Company is incorporated or otherwise established.

(c) Dealing restrictions and subsequent issues

The Company may not make a new issue of Shares or announce a proposed new issue of Shares for a period of 30 days after any repurchase (other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the Company to issue securities, which were outstanding prior to such repurchase), without the Stock Exchange's prior approval. In addition, the Company shall not repurchase Shares on the Stock Exchange if the purchase price is higher by 5% or more than the average closing market price for the 5 preceding trading days on which its Shares were traded on the Stock Exchange. The Listing Rules also prohibit the Company from repurchasing its Shares on the Stock Exchange if the repurchase would result in the number of the Company's listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage under the Listing Rules.

(d) Status of repurchased shares

The listing of the Shares repurchased on the Stock Exchange by the Company shall be automatically cancelled upon repurchase and the Company must apply for listing of any further issues of that type of Shares in the normal way. The Company shall ensure that the documents of title of the repurchased Shares are cancelled and destroyed as soon as reasonably practicable following settlement of any such repurchase.

REASONS FOR SHARE REPURCHASE

The Directors believe that it is in the best interests of the Company and Shareholders as a whole to continue having an authority conferred from Shareholders to enable the Directors to repurchase Shares on the Stock Exchange. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it as the appropriate situation to repurchase Shares, they believe that having the authority conferred to do so would give the Company additional flexibility that would be beneficial to the Company and Shareholders as such repurchases may, depending on the market conditions and funding arrangements of the Company at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors will only make such repurchases in circumstances where they consider them to be in the best interests of the Company and Shareholders as a whole.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 10,020,846,540 Shares. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed to repurchase a maximum of 1,002,084,654 Shares, being 10% of the issued share capital of the Company, during the period ending on the earliest of the date of its next annual general meeting, or the date upon which such authority conferred is revoked or varied by ordinary resolution of Shareholders in a general meeting of the Company.

FUNDING OF REPURCHASE

In repurchasing Shares pursuant to the Repurchase Mandate granted by Shareholders, the Company shall only apply funds legally available for such purposes in accordance with the Company's memorandum and articles of association and the applicable laws of the Cayman Islands. It is envisaged that the funds required for any repurchase would be derived from the capital paid up on the Shares being repurchased and from the distributable profits of the Company.

The Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the most recently published annual report of the Company for the financial year ended 31 December 2021) in the event that the proposed repurchases were to be carried out in full at any time during the proposed repurchase period. The Directors do not propose to exercise the Repurchase Mandate to such extent that would have a material adverse impact on the working capital or gearing position of the Company which in the opinion of the Directors is from time to time inappropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any of their respective associates, has any present intention, in the event that the Repurchase Mandate is granted by Shareholders, to sell any Shares to the Company.

No connected person of the Company has notified the Company that he/she has a present intention to sell Shares to the Company or has undertaken not to do so, in the event that the Repurchase Mandate is approved by Shareholders.

UNDERTAKING OF THE DIRECTORS

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

EFFECT OF THE TAKEOVERS CODE

In the event that the exercise of the authority to repurchase Shares pursuant to the Repurchase Mandate a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code as stipulated under rule 32 therein. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of the increase in any 12-month period, could obtain or consolidate control of the Company and thereby be obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Company, Mr. Li Shu Fu, who is the controlling shareholder of the Company, together with his associates are interested in 4,239,028,000 Shares, representing approximately 42.30% of the issued share capital of the Company. In the event that the Directors exercise the Repurchase Mandate in full to repurchase 1,002,084,654 Shares, being 10% of the issued share capital of the Company granted under the Repurchase Mandate, the shareholding interest of Mr. Li Shu Fu, together with his associates, in the Company would be increased to approximately 47.00% of the issued share capital of the Company. Such increase would give rise to an obligation to make a mandatory offer under rule 26 of the Takeovers Code. In the event that any exercise of the Repurchase Mandate would, to the Directors' knowledge, have such a consequence, the Directors would not exercise the Repurchase Mandate to such extent.

SHARE REPURCHASE BY THE COMPANY

No repurchase of Shares has been made by the Company in the six months prior to the Latest Practicable Date.

SHARE PRICES

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

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	23.50	19.06
May	20.50	17.34
June	27.40	19.58
July	26.45	21.55
August	29.80	24.40
September	29.25	21.05
October	28.00	21.25
November	27.70	22.90
December	24.70	20.55
2022		
January	22.05	16.22
February	17.56	14.16
March	14.94	10.00
April (up to 7 April 2022)	12.66	11.82

The biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

Mr. Ang Siu Lun, Lawrence (“**Mr. Ang**”), aged 62, joined the Group on 23 February 2004 as an executive Director and is mainly responsible for the international business development, capital market and investors’ relationship of the Group. Mr. Ang holds a Bachelor of Science Degree in Physics and Computer Science and a Master of Business Administration Degree from the Chinese University of Hong Kong. Prior to joining the Group, Mr. Ang worked in a number of major international investment banks for seventeen years with extensive experience in equity research, investment banking and financial analysis. Mr. Ang was a non-executive director of Honbridge Holdings Limited (stock code of the Stock Exchange: 8137) and an independent non-executive director of Beijing Enterprises Medical and Health Industry Group Limited (formerly known as Genvon Group Limited, stock code of the Stock Exchange: 2389).

As at the Latest Practicable Date, Mr. Ang was interested in 4,000,000 Shares, representing approximately 0.04% of the issued share capital of the Company within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Mr. Ang was also interested in options for subscribing 3,000,000 Shares, representing approximately 0.03% of the issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Ang did not have any relationship with any Directors, senior management or any other substantial or controlling shareholders of the Company. Save as disclosed above, Mr. Ang did not hold any other directorships in other listed companies in the last three years. Save as disclosed above, he did not have any interests in the Shares within the meaning of Part XV of the SFO. There is a fixed term of 3-year service for Mr. Ang and he would be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The director’s emolument of Mr. Ang for the year ended 31 December 2021 was HK\$5,324,200. Such director’s emolument was determined with reference to the experience and duties of Mr. Ang as well as the Company’s remuneration policy and will be subject to review by the remuneration committee of the Board from time to time. Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules, nor are there other matters in relation to the appointment of Mr. Ang that need to be brought to the attention of the Shareholders.

Mr. Wang Yang (“**Mr. Wang**”), aged 47, joined the Group as a non-executive Director on 15 September 2010 and he has been re-designated to an independent non-executive Director with effect from 17 May 2012. Mr. Wang is currently a partner of Primavera Capital Group, the independent director of Yum China Holdings, Inc. (stock code of the Stock Exchange: 9987) and the director of Sunlands Technology Group (stock code of The New York Stock Exchange: STG). Mr. Wang holds a Bachelor of Engineering dual-degree in Management Engineering and Computer Science and a Master of Science Degree in Management Science and Engineering from the Shanghai Jiaotong University. Mr. Wang used to work in Goldman Sachs (“**Goldman Sachs**”) Principal Investment Area as a managing director. From 2006 to 2010, working in Goldman Sachs, he focused on private equity investments in the PRC. During the period, he led the Goldman Sachs’ US\$245 million convertible bond investment transaction in the Company. Prior to that, Mr. Wang worked in China International Capital Corporation (“**CICC**”) investment banking division as a

vice president from 2002 to 2006, focusing on China-based companies' initial public offerings and restructurings. Mr. Wang served major state-owned enterprises in various sectors during this period. Prior to CICC's investment banking division, Mr. Wang worked in CICC's Private Equity Group from 2000 to 2001.

As at the Latest Practicable Date, Mr. Wang was interested in 1,000,000 Shares, representing approximately 0.01% of the issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Wang did not have any relationship with any Directors, senior management or any other substantial or controlling shareholders of the Company. Save as disclosed above, Mr. Wang did not hold any other directorships in other listed companies in the last three years. Save as disclosed above, he did not have any interests in the Shares within the meaning of Part XV of the SFO. There is a fixed term of 3-year service for Mr. Wang and he would be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The director's emolument of Mr. Wang for the year ended 31 December 2021 was HK\$210,000. Such director's emolument was determined with reference to the experience and duties of Mr. Wang as well as the Company's remuneration policy and will be subject to review by the remuneration committee of the Board from time to time. Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules, nor are there other matters in relation to the appointment of Mr. Wang that need to be brought to the attention of the Shareholders.

Ms. Lam Yin Shan, Jocelyn ("Ms. Lam"), aged 49, joined the Group on 1 November 2021 as an independent non-executive Director. Ms. Lam has over 25 years of experience as a finance professional and international tax advisor in Canada and Hong Kong. Ms. Lam was the group head of taxation of the Jardine Matheson Group whose shares are listed on the stock exchanges in Singapore, London and Bermuda. Prior to that, she was the head of tax with a prominent family office in Hong Kong after leaving her role as a tax partner of KPMG, an international accounting firm where she spent over 8 years in their Vancouver and Hong Kong offices. She had also worked for over 10 years as an executive director of Goldman Sachs' tax department covering the tax advisory and risk management of the private equity investments, assets management, investment banking, securities and various other business units in the Asia Pacific region. Ms. Lam obtained a Master of Business Administration degree and a Bachelor of Commerce degree from the University of British Columbia in Canada. She is an affiliate member of the Society of Trust and Estate Practitioners (Hong Kong Chapter), and won the Euromoney Group's International Tax Review Editor's Choice of Best In-house Advisor of the Asian Women in Business Award in 2011. She is a member of the certified public accountant institutes in Canada (Province of British Columbia), the United States (Washington State) and Hong Kong.

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

As at the Latest Practicable Date, Ms. Lam did not have any relationship with any Directors, senior management or any other substantial or controlling shareholders of the Company. Save as disclosed above, Ms. Lam did not hold any other directorships in other listed companies in the last three years. There is a fixed term of 3-year service for Ms. Lam and she would be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The director's emolument of Ms. Lam for the year ended 31 December 2021 was HK\$60,000. Such director's emolument

was determined with reference to the experience and duties of Ms. Lam as well as the Company's remuneration policy and will be subject to review by the remuneration committee of the Board from time to time. Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules, nor are there other matters in relation to the appointment of Ms. Lam that need to be brought to the attention of the Shareholders.

Ms. Gao Jie (“**Ms. Gao**”), aged 47, joined the Group on 1 November 2021 as an independent non-executive Director. Ms. Gao has extensive global accounting and management experience. Ms. Gao is currently the chief financial officer of Lightspeed China Partners (Funds III and IV, Selected Fund I and RMB Fund I). Prior to that, she held key finance positions (as a finance director of McKinsey Greater China office from 2010 to 2019; as a financial controller of McKinsey China office from 2005 to 2010; and as a project manager of global Enterprise Resources Planning (ERP) system of McKinsey & Company from 2000 to 2005) within McKinsey & Company. Ms. Gao graduated with a Bachelor's degree from the School of Business of Sun Yat-Sen University in 1996, a Master of Business Administration degree in accounting from the Saunders College of Business of Rochester Institute of Technology in 1998, and a Master of Science degree in Information Systems from the Stern School of Business of New York University in 2000. Ms. Gao is a designation holder of Chartered Global Management Accountant (CGMA), a fellow of the Chartered Institute of Management Accountants (FCMA) and a member of American Institute of Certified Public Accountants (USCPA). She is also the chairman of the North Asia Regional Advisory Panel of Association of International Certified Professional Accountants and the advisor of the New York University Shanghai Alumni Group.

As at the Latest Practicable Date, Ms. Gao did not have interests in the securities of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Ms. Gao did not have any relationship with any Directors, senior management or any other substantial or controlling shareholders of the Company. Saved as disclosed above, Ms. Gao did not hold any other directorships in other listed companies in the last three years. There is a fixed term of 3-year service for Ms. Gao and she would be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The director's emolument of Ms. Gao for the year ended 31 December 2021 was HK\$60,000. Such director's emolument was determined with reference to the experience and duties of Ms. Gao as well as the Company's remuneration policy and will be subject to review by the remuneration committee of the Board from time to time. Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules, nor are there other matters in relation to the appointment of Ms. Gao that need to be brought to the attention of the Shareholders.

The following are the proposed amendments to the Memorandum and Articles of Association brought about by the adoption of the new amended and restated Memorandum and Articles of Association.

GENERAL AMENDMENTS

Replacing all references to the term “the Companies Law (2011 Revision)” or “the Companies Law (2011 Revision), Cap 22” with “the Companies Act (as amended)” and all references to the term “Companies Law” with “Companies Act”.

SPECIFIC AMENDMENTS

Before amendment	After amendment (Revision)	After amendment (Clean)
“the Companies Law” or “the Law” shall mean the Companies Law (2011 Revision), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefore;	“the Companies Law-Act ” or “the Law” shall mean the Companies Law-Act (2011 Revision as amended), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefore;	“the Companies Act” or “the Law” shall mean the Companies Act (as amended) of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefore;
“the Companies Ordinance” shall mean the Companies Ordinance (Cap. 32 of the Laws of Hong Kong) as in force from time to time	“the Companies Ordinance” shall mean the Companies Ordinance (Cap. 623 2 of the Laws of Hong Kong) as in force from time to time	“the Companies Ordinance” shall mean the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) as in force from time to time
“electronic” shall have the meaning given to it in the Electronic Transactions Law	“electronic” shall have the meaning given to it in the Electronic Transactions Law-Act	“electronic” shall have the meaning given to it in the Electronic Transactions Act
(Not applicable)	<u>“electronic communication” shall mean a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other electron magnetic means in any form through medium</u>	“electronic communication” shall mean a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other electron magnetic means in any form through medium
(Not applicable)	<u>“Electronic Meeting” shall mean a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by means of electronic facilities</u>	“Electronic Meeting” shall mean a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by means of electronic facilities
Sections 8 and 19 of the Electronic Transactions Law shall not apply to the Company	Sections 8 and 19 of the Electronic Transactions Law Act shall not apply to the Company	Sections 8 and 19 of the Electronic Transactions Act shall not apply to the Company
(Not applicable)	<u>“Hybrid Meeting” shall mean a general meeting convened for the (i) physical attendance by members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by members and/or proxies by means of electronic facilities</u>	“Hybrid Meeting” shall mean a general meeting convened for the (i) physical attendance by members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by members and/or proxies by means of electronic facilities

APPENDIX III

**AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION**

Before amendment	After amendment (Revision)	After amendment (Clean)
(Not applicable)	<u>“Meeting Location” has the meaning given to it in Article 79A</u>	“Meeting Location” has the meaning given to it in Article 79A
(Not applicable)	<u>“Principal Meeting Place” shall have the meaning given to it in Article 73(a)</u>	“Principal Meeting Place” shall have the meaning given to it in Article 73(a)
(Not applicable)	<u>“Physical Meeting” means a general meeting held and conducted by physical attendance and participation by members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations</u>	“Physical Meeting” means a general meeting held and conducted by physical attendance and participation by members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations
<p>6.(a) If any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the law, be varied or abrogated with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons (or in the case of a member being a corporation, its duly authorised representative) together holding (or representing by proxy) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class, and that any holder of shares of the class present in person or by proxy may demand a poll.</p>	<p>6. (a) If any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the law, be varied or abrogated with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of the <u>voting rights of the holders</u> of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class <u>by three-fourths of the voting rights of the holders of that class present in person or by proxy and voting at such meeting.</u> To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons (or in the case of a member being a corporation, its duly authorised representative) together holding (or representing by proxy) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class, and that any holder of shares of the class present in person or by proxy may demand a poll.</p>	<p>6. (a) If any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the law, be varied or abrogated with the consent in writing of the holders of not less than three-fourths of the voting rights of the holders of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class by three-fourths of the voting rights of the holders of that class present in person or by proxy and voting at such meeting. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons (or in the case of a member being a corporation, its duly authorised representative) together holding (or representing by proxy) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class, and that any holder of shares of the class present in person or by proxy may demand a poll.</p>

Before amendment	After amendment (Revision)	After amendment (Clean)
<p>15.(c) The register may, on 14 days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice in accordance with the procedures set out in this Article.</p>	<p>15.(c) The register may, on 14 <u>10 business</u> days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice in accordance with the procedures set out in this Article.</p>	<p>15.(c) The register may, on 10 business days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice in accordance with the procedures set out in this Article.</p>

Before amendment	After amendment (Revision)	After amendment (Clean)
<p>15. (d) Any register held in Hong Kong shall during normal business hours (subject to such reasonable restrictions as the Board may impose) be open to inspection by a member without charge and any other person on payment of such fee not exceeding HK\$2.50 (or such higher amount as may from time to time be permitted under the Listing Rules) as the Board may determine for each inspection. Any member may require a copy of the register, or any part thereof, on payment of HK\$0.25, or such lesser sum as the Company may prescribe, for every 100 words or fractional part thereof required to be copied. The Company shall cause any copy so required by any person to be sent to that person within a period of 10 days commencing on the date next after the day on which the request is received by the Company.</p>	<p>15. (d) Any register held in Hong Kong shall during normal business hours (subject to such reasonable restrictions as the Board may impose) be open to inspection by a member without charge and any other person on payment of such fee not exceeding HK\$2.50 (or such higher amount as may from time to time be permitted under the Listing Rules) as the Board may determine for each inspection. Any member may require a copy of the register, or any part thereof, on payment of HK\$0.25, or such lesser sum as the Company may prescribe, for every 100 words or fractional part thereof required to be copied. The Company shall cause any copy so required by any person to be sent to that person within a period of 10 days commencing on the date next after the day on which the request is received by the Company. <u>Members may also require the provision of copies of extracts of the register in all respects as if the Company were incorporated under and were subject to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).</u></p>	<p>15. (d) Any register held in Hong Kong shall during normal business hours (subject to such reasonable restrictions as the Board may impose) be open to inspection by a member without charge and any other person on payment of such fee not exceeding HK\$2.50 (or such higher amount as may from time to time be permitted under the Listing Rules) as the Board may determine for each inspection. Any member may require a copy of the register, or any part thereof, on payment of HK\$0.25, or such lesser sum as the Company may prescribe, for every 100 words or fractional part thereof required to be copied. The Company shall cause any copy so required by any person to be sent to that person within a period of 10 days commencing on the date next after the day on which the request is received by the Company. Members may also require the provision of copies of extracts of the register in all respects as if the Company were incorporated under and were subject to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).</p>
<p>44. The registration of transfers may, on 14 days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). In the event that there is an alteration of book closure dates, the</p>	<p>44. The registration of transfers may, on <u>14</u> <u>business</u> days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). In the event that there is an alteration of</p>	<p>44. The registration of transfers may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). In the event that there is an alteration of</p>

Before amendment	After amendment (Revision)	After amendment (Clean)
<p>Company shall give at least 5 business days' notice before the announced closure, or the new closure, whichever is earlier. If, however, there are exceptional circumstances (e.g. during a Number 8 or higher typhoon signal and black rainstorm warning) that render the giving of such publication of advertisement impossible, the Company shall comply with these requirements as soon as practicable.</p>	<p>book closure dates, the Company shall give at least 5 business days' notice before the announced closure, or the new closure, whichever is earlier. If, however, there are exceptional circumstances (e.g. during a Number 8 or higher typhoon signal and black rainstorm warning) that render the giving of such publication of advertisement impossible, the Company shall comply with these requirements as soon as practicable.</p>	<p>book closure dates, the Company shall give at least 5 business days' notice before the announced closure, or the new closure, whichever is earlier. If, however, there are exceptional circumstances (e.g. during a Number 8 or higher typhoon signal and black rainstorm warning) that render the giving of such publication of advertisement impossible, the Company shall comply with these requirements as soon as practicable.</p>
<p>70. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse (or such longer period as the Exchange may authorise) between the date of one annual general meeting of the Company and that of the next. So long as the first annual general meeting of the Company is held within 15 months of its incorporation. The annual general meeting shall be held at such time and place as the Board shall appoint.</p>	<p>70. The Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse (or such longer period as the Exchange may authorise) between the date of one annual general meeting of the Company and that of the next <u>hold it within six months after the end of its financial year. So long as the first annual general meeting of the Company is held within 15 months of its incorporation.</u> The annual general meeting shall be held at such time and place as the Board shall appoint.</p>	<p>70. The Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and hold it within six months after the end of its financial year. The annual general meeting shall be held at such time and place as the Board shall appoint.</p>

Before amendment	After amendment (Revision)	After amendment (Clean)
<p>71. All general meetings other than annual general meetings shall be called extraordinary general meetings.</p>	<p>71. All general meetings other than annual general meetings shall be called extraordinary general meetings. <u>All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a Physical Meeting in any part of the world and at one or more locations as provided in Article 79A, as a Hybrid Meeting or as an Electronic Meeting, as may be determined by the Board of Directors in its absolute discretion.</u></p>	<p>71. All general meetings other than annual general meetings shall be called extraordinary general meetings. All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a Physical Meeting in any part of the world and at one or more locations as provided in Article 79A, as a Hybrid Meeting or as an Electronic Meeting, as may be determined by the Board of Directors in its absolute discretion.</p>
<p>72. The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members of the Company deposited at the registered office or the principal office of the Company in Hong Kong specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>	<p>72. The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members of the Company <u>holding at the date of deposit of the requisition, 10% or above of the voting rights, on a one vote per share basis, in the share capital of the Company,</u> deposited at the registered office or the principal office of the Company in Hong Kong specifying the objects of the meeting <u>and resolutions to the meeting agenda (if any)</u> and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general Physical mMeeting <u>at only one location which will be the Principal Meeting Place in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the</u></p>	<p>72. The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any members of the Company holding at the date of deposit of the requisition, 10% or above of the voting rights, on a one vote per share basis, in the share capital of the Company, deposited at the registered office or the principal office of the Company in Hong Kong specifying the objects of the meeting and resolutions to the meeting agenda (if any) and signed by the requisitionists. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves may convene the Physical Meeting at only one location which will be the Principal Meeting Place, and all reasonable expenses incurred by the</p>

Before amendment	After amendment (Revision)	After amendment (Clean)
	<p>requisition, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>	<p>requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>
<p>73. (a) An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by not less than 21 days' notice in writing and any other extraordinary general meeting shall be called by not less than 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.</p>	<p>73. (a) An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by not less than 21 days' notice in writing and any other extraordinary general meeting shall be called by not less than 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business the general nature of that business. <u>Save for an Electronic Meeting, the notice shall specify the place of meeting and if there is more than one Meeting Location as determined by the Board pursuant to Article 79A, the principal place of the meeting (the "Principal Meeting Place"). If the general meeting is to be a Hybrid Meeting or an Electronic Meeting, the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the 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. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.</p>	<p>73. (a) An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by not less than 21 days' notice in writing and any other extraordinary general meeting shall be called by not less than 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business the general nature of that business. Save for an Electronic Meeting, the notice shall specify the place of meeting and if there is more than one Meeting Location as determined by the Board pursuant to Article 79A, the principal place of the meeting (the "Principal Meeting Place"). If the general meeting is to be a Hybrid Meeting or an Electronic Meeting, the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to 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. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.</p>

APPENDIX III

**AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION**

Before amendment	After amendment (Revision)	After amendment (Clean)
<p>76. For all purposes the quorum for a general meeting shall be two members present in person (or in the case of a member being a corporation, by its duly authorised representative) or by proxy provided always that if the Company has only one member of record the quorum shall be that one member present in person (or, in the case of a member being a corporation by its duly authorised representative) or by proxy. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.</p>	<p>76. For all purposes the quorum for a general meeting shall be two members present in person (or in the case of a member being a corporation, by its duly authorised representative) or by proxy provided always that if the Company has only one member of record the quorum shall be that one member present in person (or, in the case of a member being a corporation by its duly authorised representative) or by proxy <u>or two persons appointed by the recognized clearing house as authorised representative or proxy.</u> No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.</p>	<p>76. For all purposes the quorum for a general meeting shall be two members present in person (or in the case of a member being a corporation, by its duly authorised representative) or by proxy provided always that if the Company has only one member of record the quorum shall be that one member present in person (or, in the case of a member being a corporation by its duly authorised representative) or by proxy or two persons appointed by the recognized clearing house as authorised representative or proxy. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.</p>
<p>79. The Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p>	<p>79. <u>Subject to Article 79C,</u> the Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place <u>(a Physical Meeting, a Hybrid meeting or an Electronic Meeting)</u> as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p>	<p>79. Subject to Article 79C, the Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place (a Physical Meeting, a Hybrid meeting or an Electronic Meeting) as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p>
<p>(Not applicable)</p>	<p><u>79A. (1) The Board of Directors may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and</u></p>	<p>79A. (1) The Board of Directors may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by</p>

Before amendment	After amendment (Revision)	After amendment (Clean)
	<p><u>participation by means of electronic facilities at such location or locations (“Meeting Locations”) determined by the Board of Directors. Any member or any proxy attending and participating in such way or any member or proxy attending and participating in an Electronic Meeting or a Hybrid Meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u></p> <p><u>(2) All general meetings are subject to the following and, where applicable, all references to a “member” or “members” in this sub-paragraph (2) shall include a proxy or proxies respectively:</u></p> <p><u>(a) where a member is attending a meeting at the Meeting Location and/or in the case of a Hybrid Meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;</u></p> <p><u>(b) members present in person or by proxy at a Meeting Location and/or members attending and participating in an Electronic Meeting or a Hybrid Meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members at all Meeting Locations and members participating in an Electronic Meeting or a Hybrid Meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;</u></p>	<p>means of electronic facilities at such location or locations (“Meeting Locations”) determined by the Board of Directors. Any member or any proxy attending and participating in such way or any member or proxy attending and participating in an Electronic Meeting or a Hybrid Meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</p> <p>(2) All general meetings are subject to the following and, where applicable, all references to a “member” or “members” in this sub-paragraph (2) shall include a proxy or proxies respectively:</p> <p>(a) where a member is attending a meeting at the Meeting Location and/or in the case of a Hybrid Meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;</p> <p>(b) members present in person or by proxy at a Meeting Location and/or members attending and participating in an Electronic Meeting or a Hybrid Meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members at all Meeting Locations and members participating in an Electronic Meeting or a Hybrid Meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;</p> <p>(c) where members attend a meeting by being present at one of the Meeting Locations and/or where members participating in an Electronic Meeting or a Hybrid Meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or</p>

Before amendment	After amendment (Revision)	After amendment (Clean)
	<p><u>(c) where members attend a meeting by being present at one of the Meeting Locations and/or where members participating in an Electronic Meeting or a Hybrid Meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an Electronic Meeting or a Hybrid Meeting, the inability of one or more members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and</u></p> <p><u>(d) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a Hybrid Meeting, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an Electronic Meeting, the time for lodging proxies shall be as stated in the notice for the meeting.</u></p>	<p>communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an Electronic Meeting or a Hybrid Meeting, the inability of one or more members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and</p> <p>(d) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a Hybrid Meeting, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an Electronic Meeting, the time for lodging proxies shall be as stated in the notice for the meeting.</p>
(Not applicable)	<p><u>79B. The Board of Directors and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting</u></p>	<p>79B. The Board of Directors and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an</p>

Before amendment	After amendment (Revision)	After amendment (Clean)
	<p><u>Location(s) and/or participation in an Electronic Meeting or a Hybrid Meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.</u></p>	<p>Electronic Meeting or a Hybrid Meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.</p>
(Not applicable)	<p><u>79C. If it appears to the chairman of the general meeting that:</u> <u>(a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 79A(1) or are otherwise not sufficient to allow the</u></p>	<p>79C. If it appears to the chairman of the general meeting that: (a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 79A(1) or are otherwise not sufficient to allow the</p>

Before amendment	After amendment (Revision)	After amendment (Clean)
	<p><u>meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or</u></p> <p><u>(b) in the case of an Electronic Meeting or a Hybrid Meeting, electronic facilities being made available by the Company have become inadequate; or</u></p> <p><u>(c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</u></p> <p><u>(d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;</u></p> <p><u>then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.</u></p>	<p>meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or</p> <p>(b) in the case of an Electronic Meeting or a Hybrid Meeting, electronic facilities being made available by the Company have become inadequate; or</p> <p>(c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</p> <p>(d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;</p> <p>then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.</p>
(Not applicable)	<p><u>79D. The Board of Directors and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board of Directors or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and</u></p>	<p>79D. The Board of Directors and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board of Directors or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for</p>

Before amendment	After amendment (Revision)	After amendment (Clean)
	<p><u>frequency of and the time allowed for questions that may be raised at a meeting).</u> <u>Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or rejected (physically or electronically) from the meeting.</u></p>	<p>questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or rejected (physically or electronically) from the meeting.</p>
(Not applicable)	<p><u>79E. If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a Physical Meeting, an Electronic Meeting or a Hybrid Meeting) without approval from the members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar</u></p>	<p>79E. If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a Physical Meeting, an Electronic Meeting or a Hybrid Meeting) without approval from the members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event</p>

Before amendment	After amendment (Revision)	After amendment (Clean)
	<p><u>event is in force at any time on the day of the meeting. This Article shall be subject to the following:</u></p> <p><u>(a) when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of a meeting);</u></p> <p><u>(b) when only the form of the meeting or electronic facilities specified in the notice are changed, the Board of Directors shall notify the members of details of such change in such manner as the Board of Directors may determine;</u></p> <p><u>(c) when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 79, unless already specified in the original notice of the meeting, the Board of Directors shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the members of such details in such manner as the Board of Directors may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and</u></p> <p><u>(d) Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the members.</u></p>	<p>is in force at any time on the day of the meeting. This Article shall be subject to the following:</p> <p>(a) when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of a meeting);</p> <p>(b) when only the form of the meeting or electronic facilities specified in the notice are changed, the Board of Directors shall notify the members of details of such change in such manner as the Board of Directors may determine;</p> <p>(c) when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 79, unless already specified in the original notice of the meeting, the Board of Directors shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the members of such details in such manner as the Board of Directors may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and</p> <p>(d) Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the members.</p>

Before amendment	After amendment (Revision)	After amendment (Clean)
(Not applicable)	<u>79F. All persons seeking to attend and participate in an Electronic Meeting or a Hybrid Meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 79C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.</u>	79F. All persons seeking to attend and participate in an Electronic Meeting or a Hybrid Meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 79C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.
(Not applicable)	<u>79G. Without prejudice to other provisions in Article 79, a Physical Meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u>	79G. Without prejudice to other provisions in Article 79, a Physical Meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.
<p>85. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member who is present in person (or, in the case of a member being a corporation by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a member of the Company which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way.</p>	<p>85. <u>Members must have the right to: (a) speak at a general meeting of the Company, and (b) vote at a general meeting except where a member is required, by the rules of the Exchange, to abstain from voting to approve the matter under consideration.</u></p> <p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member who is present in person (or, in the case of a member being a corporation by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a member of the Company which is a clearing house (or its nominee(s)), each such proxy</p>	<p>85. Members must have the right to: (a) speak at a general meeting of the Company, and (b) vote at a general meeting except where a member is required, by the rules of the Exchange, to abstain from voting to approve the matter under consideration. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member who is present in person (or, in the case of a member being a corporation by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a member of the Company which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of</p>

Before amendment	After amendment (Revision)	After amendment (Clean)
	<p>shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way.</p>	<p>hands and is under no obligation to cast all his votes in the same way on a poll. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way.</p>
<p>96. (a) Any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of members of any class of shares of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company and where a corporation is so represented, it shall be treated as being present at any meeting in person.</p> <p>(b) If a clearing house (or its nominee(s)) is a member of the Company it may, by resolution of its directors or other governing body or by power of attorney, appoint such person or persons as it thinks fit to act as its proxy or proxies or representative(s), to the extent permitted by applicable laws, at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so appointed, the proxy form or authorisation shall specify the number and class of shares in respect of which each such person is so appointed. A person so appointed pursuant to this provision shall be entitled to exercise the same powers on behalf of the clearing house (or its nominee(s)) which he represents as that clearing house (or its nominee(s)) could exercise if it were an individual member of the Company holding the number and class of shares specified in such</p>	<p>96. (a) Any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of members of any class of shares of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company and where a corporation is so represented, it shall be treated as being present at any meeting in person. <u>A corporation may execute a form of proxy under the hand of a duly authorised officer.</u></p> <p>(b) If a clearing house (or its nominee(s)) is a member of the Company it may, by resolution of its directors or other governing body or by power of attorney, appoint such person or persons as it thinks fit to act as its proxy or proxies or representative(s), to the extent permitted by applicable laws, at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so appointed, the proxy form or authorisation shall specify the number and class of shares in respect of which each such person is so appointed. A person so appointed pursuant to this provision shall be entitled to exercise the same powers on behalf of the clearing house (or its nominee(s)) which he represents as that clearing house (or its nominee(s)) could exercise if it were an individual member of the Company holding the</p>	<p>96. (a) Any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of members of any class of shares of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company and where a corporation is so represented, it shall be treated as being present at any meeting in person. A corporation may execute a form of proxy under the hand of a duly authorised officer.</p> <p>(b) If a clearing house (or its nominee(s)) is a member of the Company it may, by resolution of its directors or other governing body or by power of attorney, appoint such person or persons as it thinks fit to act as its proxy or proxies or representative(s), to the extent permitted by applicable laws, at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so appointed, the proxy form or authorisation shall specify the number and class of shares in respect of which each such person is so appointed. A person so appointed pursuant to this provision shall be entitled to exercise the same powers on behalf of the clearing house (or its nominee(s)) which he represents as that clearing house (or its nominee(s)) could exercise if it were an individual member of the Company holding the</p>

Before amendment	After amendment (Revision)	After amendment (Clean)
<p>proxy form or authorisation including without limitation the right to vote individually on a show of hands.</p>	<p>number and class of shares specified in such proxy form or authorisation including without limitation the right to speak and vote individually on a show of hands.</p>	<p>number and class of shares specified in such proxy form or authorisation including without limitation the right to speak and vote individually on a show of hands.</p>
<p>99. The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or the next following annual general meeting of the Company (in the case of an addition to their number) and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 116.</p>	<p>99. The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following first annual general meeting of the Company (in the case of filling a casual vacancy) or the next following annual general meeting of the Company (in the case of an addition to their number) after his appointment and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 116.</p>	<p>99. The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 116.</p>

Before amendment	After amendment (Revision)	After amendment (Clean)
<p>112. (c) Except as would, if the Company was a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance as in force at the date of adoption of these Articles, the Company shall not directly or indirectly:</p> <p>(i) make a loan to a Director of the Company or a director of any holding company of the Company;</p> <p>(ii) enter into any guarantee or provide any security in connection with a loan made by any person to such a director; or</p> <p>(iii) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.</p>	<p>112. (c) Except as would, if the Company was a company incorporated in Hong Kong, be permitted by Section 157H 500 of the Companies Ordinance as in force at the date of adoption of these Articles, the Company shall not directly or indirectly:</p> <p>(i) make a loan to a Director of the Company or a director of any holding company of the Company;</p> <p>(ii) enter into any guarantee or provide any security in connection with a loan made by any person to such a director; or</p> <p>(iii) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.</p>	<p>112. (c) Except as would, if the Company was a company incorporated in Hong Kong, be permitted by Section 500 of the Companies Ordinance as in force at the date of adoption of these Articles, the Company shall not directly or indirectly:</p> <p>(i) make a loan to a Director of the Company or a director of any holding company of the Company;</p> <p>(ii) enter into any guarantee or provide any security in connection with a loan made by any person to such a director; or</p> <p>(iii) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.</p>
<p>119. (c) The Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the maximum number of Directors so appointed shall not exceed the number determined from time to time by the Members in general meeting. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to their number), and shall then be eligible for re-election at the meeting, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.</p>	<p>119. (c) The Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the maximum number of Directors so appointed shall not exceed the number determined from time to time by the Mmembers in general meeting. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following first annual general meeting of the Company (in the case of an addition to their number) <u>after his appointment</u>, and shall then be eligible for re-election at the meeting, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.</p>	<p>119. (c) The Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the maximum number of Directors so appointed shall not exceed the number determined from time to time by the members in general meeting. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election at the meeting, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.</p>
<p>122. (a) Subject to any provision to the contrary in these Articles the Members may, at any general meeting convened and held in</p>	<p>122. (a) Subject to any provision to the contrary in these Articles, the Mmembers may, at any general meeting convened and held in</p>	<p>122. (a) Subject to any provision to the contrary in these Articles, the members may, at any general meeting convened and held in</p>

Before amendment	After amendment (Revision)	After amendment (Clean)
<p>accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the notice of such meeting convened for the purpose of removing a Director shall contain a statement of the intention to do so and be served on such Director fourteen (14) days before the meeting and at such meeting such Directors shall be entitled to be heard on the motion for his removal. A vacancy on the Board created by the removal of a Director under the provisions of Article 122(a) may be filled by the election or appointment by ordinary resolution of the Members at the general meeting at which such Director is removed.</p>	<p>accordance with these Articles, by ordinary resolution remove <u>any</u> Director (<u>including a Managing Director or any other Executive Director</u>) at any time before the expiration of his period <u>term</u> of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the notice of such meeting convened for the purpose of removing a Director shall contain a statement of the intention to do so and be served on such Director fourteen (14) days before the meeting and at such meeting such Directors shall be entitled to be heard on the motion for his removal. A vacancy on the Board created by the removal of a Director under the provisions of Article 122(a) may be filled by the election or appointment by ordinary resolution of the Mmembers at the general meeting at which such Director is removed.</p>	<p>accordance with these Articles, by ordinary resolution remove any Director (including a Managing Director or any other Executive Director) at any time before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the notice of such meeting convened for the purpose of removing a Director shall contain a statement of the intention to do so and be served on such Director fourteen (14) days before the meeting and at such meeting such Directors shall be entitled to be heard on the motion for his removal. A vacancy on the Board created by the removal of a Director under the provisions of Article 122(a) may be filled by the election or appointment by ordinary resolution of the members at the general meeting at which such Director is removed.</p>
<p>164. The Auditors shall audit the profit and loss account and balance sheet of the Company in each year and shall prepare a report thereon to be annexed thereto. Such report shall be laid before the Company at its annual general meeting in each year and shall be open to inspection by any member. The Auditors shall at the next annual general meeting following their appointment and at any other time during their term of office, upon request of the Board or any general meeting of the members, make a report on the accounts of the Company in general meeting during their tenure of office.</p>	<p>164. <u>Subject to the Companies Act, the accounts of the Company shall be audited at least once in every year.</u> The Auditors shall audit the profit and loss account and balance sheet of the Company in each year and shall prepare a report thereon to be annexed thereto. Such report shall be laid before the Company at its annual general meeting in each year and shall be open to inspection by any member. The Auditors shall at the next annual general meeting following their appointment and at any other time during their term of office, upon request of the Board or any general meeting of the members, make a report on the accounts of the Company in general meeting during their tenure of office.</p>	<p>164. Subject to the Companies Act, the accounts of the Company shall be audited at least once in every year. The Auditors shall audit the profit and loss account and balance sheet of the Company in each year and shall prepare a report thereon to be annexed thereto. Such report shall be laid before the Company at its annual general meeting in each year and shall be open to inspection by any member. The Auditors shall at the next annual general meeting following their appointment and at any other time during their term of office, upon request of the Board or any general meeting of the members, make a report on the accounts of the Company in general meeting during their tenure of office.</p>

Before amendment	After amendment (Revision)	After amendment (Clean)
<p>165. Appointment and remuneration of Auditors</p> <p>The Company shall at any annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</p>	<p>165. Appointment, <u>removal</u> and remuneration of Auditors</p> <p><u>The appointment, removal and remuneration of the Auditor shall be approved by a majority of the Company’s members in the annual general meeting or in such manner as the members may determine or by other body that is independent of the Board of Directors.</u> The Company shall at any annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting <u>on such terms and with such duties as may be agreed with the Board of Directors, but if an appointment is not made, the auditor in office shall continue in office until a successor is appointed.</u> The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the</p>	<p>165. Appointment, removal and remuneration of Auditors</p> <p>The appointment, removal and remuneration of the Auditor shall be approved by a majority of the Company’s members in the annual general meeting or in such manner as the members may determine or by other body that is independent of the Board of Directors. The Company shall at any annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting on such terms and with such duties as may be agreed with the Board of Directors, but if an appointment is not made, the auditor in office shall continue in office until a successor is appointed. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board to fill any casual vacancy may be fixed by the Board. Any auditor appointed by the Board to fill any casual vacancy shall hold office until the next annual general meeting of the Company and shall then be subject to the appointment by the Company’s members at such remuneration determined by the Company’s members.</p>

Before amendment	After amendment (Revision)	After amendment (Clean)
	<p>Board.<u>The remuneration of any Auditor appointed by the Board to fill any casual vacancy may be fixed by the Board. Any auditor appointed by the Board to fill any casual vacancy shall hold office until the next annual general meeting of the Company and shall then be subject to the appointment by the Company’s members at such remuneration determined by the Company’s members.</u></p>	
<p>176. If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution of the Company and any other sanction required by the Law divide among the members in specie or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the Law, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.</p>	<p>176. <u>The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up. A resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.</u> If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution of the Company and any other sanction required by the Law divide among the members in specie or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the Law, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.</p>	<p>176. The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up. A resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution. If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution of the Company and any other sanction required by the Law divide among the members in specie or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the Law, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.</p>

Before amendment	After amendment (Revision)	After amendment (Clean)
180. The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it.	180. The financial year <u>end</u> of the Company shall be prescribed by the Board and may, from time to time, be changed by it <u>end as of 31 December of each year or such other date as the Directors may determine.</u>	180. The financial year end of the Company shall end as of 31 December of each year or such other date as the Directors may determine.
Amendment of Memorandum and Articles 181. Amendment of Memorandum and Articles Subject to the Law, the Company may at any time and from time to time by special resolution alter or amend its Memorandum of Association and Articles of Association in whole or in part.	Amendment of Memorandum and Articles <u>and the name of the Company</u> 181. Amendment of Memorandum and Articles <u>and the name of the Company</u> Subject to the Law, the Company may at any time and from time to time by special resolution alter or amend its Memorandum of Association and Articles of Association in whole or in part <u>or to change the name of the Company.</u>	Amendment of Memorandum and Articles and the name of the Company 181. Amendment of Memorandum and Articles and the name of the Company Subject to the Law, the Company may at any time and from time to time by special resolution alter or amend its Memorandum of Association and Articles of Association in whole or in part or to change the name of the Company.

NOTICE OF ANNUAL GENERAL MEETING

GEELY

吉利汽車控股有限公司

GEELY AUTOMOBILE HOLDINGS LIMITED

(Incorporated in Cayman Islands with limited liability)

(Stock code: 175)

NOTICE IS HEREBY GIVEN that an annual general meeting of Geely Automobile Holdings Limited (the “**Company**”) will be held at Boardroom 6, M/F, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong on Wednesday, 25 May 2022 at 4:00 p.m. or at any adjournment thereof to transact the following businesses:

AS ORDINARY BUSINESS

1. to receive and consider the report of the directors, audited financial statements and auditor’s report for the year ended 31 December 2021;
2. to declare a final dividend for the year ended 31 December 2021;
3. to re-elect Mr. Ang Siu Lun, Lawrence as an executive director;
4. to re-elect Mr. Wang Yang as an independent non-executive director;
5. to re-elect Ms. Lam Yin Shan, Jocelyn as an independent non-executive director;
6. to re-elect Ms. Gao Jie as an independent non-executive director;
7. to authorise the board of directors of the Company to fix the remuneration of the directors of the Company;
8. to re-appoint Grant Thornton Hong Kong Limited as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration; and

AS SPECIAL BUSINESS

to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

9. **“THAT:**
 - (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares at par value of HK\$0.02 each in the capital of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing

NOTICE OF ANNUAL GENERAL MEETING

the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the directors of the Company in accordance with the relevant dealing restrictions stipulated in the Listing Rules;
- (c) the aggregate number of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) shall not exceed 10% of the aggregate share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Company’s articles of association to be held; or
- (iii) the date upon which the authority conferred as set out in this resolution is revoked or varied by an ordinary resolution of the holders of shares of the Company in general meeting.”

10. **“THAT:**

- (a) subject to paragraphs (c) & (d) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;

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- (c) the aggregate number of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval granted in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company from time to time, shall not exceed 10% of the aggregate issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly;
- (d) any shares in the Company to be allotted, issued or dealt with (whether wholly or partly for cash or otherwise) pursuant to the approval in paragraph (a) of this resolution shall not be at a discount of more than 10 per cent to the Benchmarked Price (as defined below) of such shares in the Company, save for issue of securities convertible into new shares of the Company for cash consideration pursuant to the approval in paragraph (a) of this resolution, where the initial conversion price shall not be lower than the Benchmarked Price of the shares of the Company at the time of the placing; and
- (e) for the purposes of this resolution:

“**Benchmarked Price**” means the higher of:

- (i) the closing price of the shares in the Company as quoted on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on the date of the agreement involving the proposed issue of shares in the Company; and
- (ii) the average closing price of the shares in the Company as quoted on the Stock Exchange for the 5 trading days immediately preceding the earlier of the date: (A) of announcement of the transaction or arrangement involving the relevant proposed issue of shares in the Company, (B) of the agreement involving the relevant proposed issue of shares in the Company, and (C) on which the price of shares in the Company that are proposed to be issued is fixed.

“**Relevant Period**” shall have the same meaning as that ascribed to it under resolution number 9 as set out in the notice convening the annual general meeting of which this resolution forms part; and

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or

NOTICE OF ANNUAL GENERAL MEETING

having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

11. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT:

- (a) the amendments to the Memorandum and Articles of Association as set forth in Appendix III to this circular be and are hereby approved;
- (b) the amended and restated memorandum and articles of association of the Company in the form produced to the meeting and signed by the chairman of the meeting for identification purposes be and is hereby adopted in substitution for and to the exclusion of the existing Memorandum and Articles of Association of the Company with immediate effect; and
- (c) any Director or officer of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the aforesaid resolutions (a) and (b), including without limitation, attending to necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

By order of the Board of
Geely Automobile Holdings Limited
Li Shu Fu
Chairman

Hong Kong, 19 April 2022

Head office and principal place of business in Hong Kong:

Room 2301, 23rd Floor
Great Eagle Centre
23 Harbour Road, Wanchai
Hong Kong

Notes:

- (1) In order to establish entitlements of attending and voting at the forthcoming annual general meeting of the Company to be held on 25 May 2022, the register of members of the Company will be closed from 20 May 2022 to 25 May 2022 (both days inclusive), during such period no transfer of shares of the Company will be registered. All transfers of shares of the Company, accompanied by the relevant share certificates must be lodged for registration with the Company’s Hong Kong share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 4:00 p.m. on 19 May 2022.

NOTICE OF ANNUAL GENERAL MEETING

- (2) In order to qualify for the proposed final dividend, the register of members of the Company will be closed from 7 June 2022 to 10 June 2022 (both days inclusive), during such period no transfer of shares of the Company will be registered. All transfers of shares of the Company, accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on 6 June 2022.
- (3) Any member of the Company entitled to attend and vote at the meeting by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
- (4) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be delivered to the office of the Company's Hong Kong share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be). A form of proxy for use by a member of the Company at the forthcoming annual general meeting of the Company is enclosed hereto.
- (5) Completion and return of the accompanying form of proxy shall not preclude a member of the Company from attending and/or voting in person at the meeting or at any adjournment meeting thereof (as the case may be) and in such event, such instrument appointing a proxy shall be deemed to be revoked.
- (6) Where there are joint registered holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share of the Company as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares of the Company shall be accepted to the exclusion of the votes of the other registered holders.
- (7) If there is Typhoon Signal No. 8 or above, a "black" rainstorm warning and/or extreme conditions caused by a super typhoon in force in Hong Kong at any time after 1:00 p.m. on the date of the forthcoming annual general meeting, the meeting will be postponed. The Company will publish an announcement on the websites of the Company at (<http://www.geelyauto.com.hk>) and the Stock Exchange at (<http://www.hkexnews.hk>) to notify Shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the executive directors of the Company are Mr. Li Shu Fu (Chairman), Mr. Yang Jian (Vice Chairman), Mr. Li Dong Hui, Daniel (Vice Chairman), Mr. Gui Sheng Yue (Chief Executive Officer), Mr. An Cong Hui, Mr. Ang Siu Lun, Lawrence and Ms. Wei Mei and the independent non-executive directors of the Company are Mr. Lee Cheuk Yin, Dannis, Mr. Yeung Sau Hung, Alex, Mr. An Qing Heng, Mr. Wang Yang, Ms. Lam Yin Shan, Jocelyn and Ms. Gao Jie.