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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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Finsoft Financial Investment Holdings Limited (“**Company**”), you should at once hand this circular and the form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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FINSOFT FINANCIAL INVESTMENT HOLDINGS LIMITED
匯財金融投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8018)

**(1) PROPOSED GRANT OF REPURCHASE MANDATE
AND ISSUE MANDATE;**
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (“**AGM**”) of the Company to be held at Unit 708, 7th Floor, Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong at 11 a.m. on Friday, 12 June 2026 is set out on pages AGM-1 to AGM-7 of this circular. A form of proxy is published on the website of the Company at www.finsofthk.com and the website of the Stock Exchange at www.hkexnews.hk. Whether or not you intend to attend and vote in person at the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event by 11 a.m. on Wednesday, 10 June 2026 or not later than 48 hours before the time appointed for holding any adjournment or postponement of the AGM. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjournment or postponement thereof should you so desire and in such event, the form of proxy previously submitted shall be deemed to be revoked.

This circular will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at <http://www.hkexnews.com.hk> for a minimum period of 7 days from the date of posting and the website of the Company at www.finsofthk.com.

15 May 2026

* For identification purposes only

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CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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:

“AGM”	the annual general meeting of the Company convened to be held at Unit 708, 7th Floor, Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong at 11 a.m. on Friday, 12 June 2026 or any adjournment or postponement thereof, the notice of which is set out on pages AGM-1 to AGM-7 of this circular
“Articles of Association”	the existing third amended and restated articles of association of the Company
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Finsoft Financial Investment Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM
“Compliance Committee”	the compliance committee of the Board
“Director(s)”	the director(s) of the Company
“Extension Mandate”	the general and unconditional mandate proposed to be granted to the Directors to the effect that the number of Shares repurchased under the Repurchase Mandate will be added to the total number of Shares (including any sale or transfer of treasury Shares (if any) out of treasury) which may be allotted and issued under the Issue Mandate
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general and unconditional mandate proposed to authorise the Directors to allot and issue or otherwise deal with new Shares (including any sale or transfer of treasury Shares (if any) out of treasury) of up to 20% of the aggregate number of Shares in issue (excluding treasury Shares, if any) as at the date of passing of an ordinary resolution approving the same
“Latest Practicable Date”	12 May 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“New Articles of Association”	the fourth amended and restated articles of association of the Company
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Proposed Amendments”	the proposed amendments to the Articles of Association as set out in Appendix III to this circular
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to authorise the Directors to repurchase the fully paid-up Shares of up to 10% of the aggregate number of Shares in issue (excluding treasury Shares, if any) as at the date of passing of an ordinary resolution approving the same
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers
“treasury Shares”	has the meaning ascribed to it in the GEM Listing Rules
“%”	per cent.

References to time and dates in this circular are to Hong Kong time and dates.

LETTER FROM THE BOARD

FINSOFT FINANCIAL INVESTMENT HOLDINGS LIMITED

匯財金融投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8018)

Executive Directors:

Ms. Tin Yat Yu Carol (*Chairman*)
Ms. Tin Wun Yan Kelly (*Chief Executive Officer*)
Mr. Yu Kwan Nam Gabriel

Registered office:

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Non-executive Director:

Mr. Lo Kai Pong

*Headquarters, Head Office and
Principal Place of Business*

in Hong Kong:

Independent non-executive Directors:

Mr. Hon Ming Sang
Mr. Tang Shu Pui Simon
Mr. Hung Ka Hai Clement

Unit 708, 7th Floor
Capital Centre
151 Gloucester Road
Wanchai
Hong Kong

15 May 2026

To the Shareholders

Dear Sir or Madam

**(1) PROPOSED GRANT OF REPURCHASE MANDATE
AND ISSUE MANDATE;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain ordinary resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

At the AGM, resolutions will be proposed for the Shareholders to approve, among other things:

- (i) the Repurchase Mandate;

* *For identification purposes only*

LETTER FROM THE BOARD

- (ii) the Issue Mandate;
- (iii) the Extension Mandate;
- (iv) the re-election of Directors; and
- (v) the Proposed Amendments and the adoption of the New Articles of Association.

The full text of these resolutions is set out in the notice convening the AGM.

REPURCHASE MANDATE

On 6 June 2025, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to approve the Repurchase Mandate. As at the Latest Practicable Date, the Company had 504,232,936 Shares in issue. Subject to the passing of an ordinary resolution approving the Repurchase Mandate and on the basis that the total number of Shares in issue remains the same from the Latest Practicable Date up to the date of passing such resolution, exercise of the Repurchase Mandate in full would result in up to a maximum of 50,423,293 Shares, representing 10% of the total number of Shares in issue (excluding treasury Shares, if any), being repurchased by the Company. An explanatory statement as required under the GEM Listing Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix I to this circular.

ISSUE MANDATE AND EXTENSION MANDATE

At the AGM, an ordinary resolution will be proposed to approve the Issue Mandate in order to ensure flexibility and discretion to the Directors to issue new Shares. As at the Latest Practicable Date, the Company had 504,232,936 Shares in issue. Subject to the passing of an ordinary resolution approving the Issue Mandate and on the basis that the total number of Shares in issue remains the same from the Latest Practicable Date up to the date of passing such resolution, the exercise of the Issue Mandate to allot, issue and deal with new Shares (including any sale or transfer of treasury Shares (if any) out of treasury) in full would result in up to a maximum of 100,846,587 Shares, representing 20% of the total number of Shares in issue (excluding treasury Shares, if any), being issued by the Company during the period ending on the earliest of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. An ordinary resolution in relation to the Extension Mandate will also be proposed to extend the Issue Mandate by adding to it such number of Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

RE-APPOINTMENT OF AUDITOR

It is proposed to re-appoint Baker Tilly Hong Kong Limited as the auditor of the Company at the AGM.

The estimated audit fee payable to Baker Tilly Hong Kong Limited for the audit of the consolidated financial statements of the Company and its subsidiaries for the financial year ending 31 December 2026 is expected to be in the range of approximately HK\$800,000 to HK\$1,100,000 (exclusive of out-of-pocket expenses).

The estimated audit fee has been determined after due consideration and arm's length negotiations between the Company and Baker Tilly Hong Kong Limited, taking into account of the size, nature and complexity of the Group's business operations, the expected scope of the audit, the audit timetable, and the level and mix of professional staff to be deployed. The estimated audit fee also assumes that there will be no material change in the Group's operations, the number of subsidiaries, the accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the purposes of the audit.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of three executive Directors, namely, Ms. Tin Yat Yu Carol (Chairman) ("**Ms. C. Tin**"), Ms. Tin Wun Yan Kelly (Chief Executive Officer) ("**Ms. K. Tin**") and Mr. Yu Kwan Nam Gabriel, one non-executive Director, namely, Mr. Lo Kai Pong ("**Mr. Lo**"), and three independent non-executive Directors, namely, Mr. Hon Ming Sang, Mr. Tang Shu Pui Simon ("**Mr. Tang**") and Mr. Hung Ka Hai Clement.

Pursuant to Article 112 of the Articles of Association, any person appointed by the Board as a Director either to fill a casual vacancy or as an addition Director shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Accordingly, Mr. Lo who was appointed by the Board as a Director with effect from 20 October 2025, shall retire from office at the AGM, and being eligible, will offer himself for re-election at the AGM. Further, any Director appointed under the Article 112 of the Articles of Association shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting of the Company. Pursuant to Article 108(a) 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 every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Ms. K. Tin and Mr. Tang shall retire from office by rotation at the AGM and they, being eligible, will offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

The Nomination Committee has recommended the re-election of Mr. Tang as an independent non-executive Director to the Board, after reviewing his professional qualifications, skills, knowledge, relevant experience, working profile and other factors (including but not limited to gender, age, cultural and educational background as set out in the board diversity policy of the Company) in accordance with the nomination policy and the board diversity policy of the Company. The Nomination Committee has also assessed the independence of Mr. Tang by reference to the independence guidelines as set out in Rule 5.09 of the GEM Listing Rules and reviewed his annual written confirmation of independence. The Nomination Committee had evaluated the past performance of Mr. Tang and found his performance satisfactory. The Nomination Committee considered that Mr. Tang will continue to bring to the Board his own perspectives, skills and experience as further detailed in Appendix II to this circular and that he can contribute to the diversity of the Board, in particular, with his strong educational background and extensive work experience. Therefore, the Board is satisfied that Mr. Tang has the required character, integrity, perspectives, skills and experience to continuously fulfill his role as an independent non-executive Director effectively. The Board believes that the re-election of Mr. Tang as an independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole.

The biographical details of each of Ms. K. Tin, Mr. Lo and Mr. Tang are set out in Appendix II to this circular.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 12 May 2026, pursuant to which the Board proposed to seek the approval from the Shareholders at the AGM of the Proposed Amendments in order to (i) bring the Articles of Association in line with the latest regulatory requirements of the GEM Listing Rules in respect of electronic or hybrid meetings, electronic voting and electronic dissemination of corporate communications; (ii) provide the Company with flexibility to hold treasury shares under the Articles of Association; (iii) enable the Shareholders to give instructions, receive corporate action proceeds and pay subscription monies for offers to subscribe for new securities by electronic means; (iv) prepare for the uncertificated securities market regime by adding provisions to allow Shareholders to hold and transfer Shares in uncertificated form; and (v) make other consequential and housekeeping amendments.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments comply with the requirements of the GEM Listing Rules and the legal advisers to the Company as to the Cayman Islands laws have confirmed that the Proposed Amendments do not violate or contravene the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

LETTER FROM THE BOARD

Details of the Proposed Amendments are set out in Appendix III to this circular. In view of the number of proposed changes, the Board proposes to seek approval of the Shareholders by a special resolution at the AGM to amend the Articles of Association, by way of adoption of the New Articles of Association. The Proposed Amendments and the adoption of the New Articles of Association, which are subject to the approval of the Shareholders by way of a special resolution at the AGM, will become effective upon such approval has been obtained.

AGM

A notice convening the AGM to be held at Unit 708, 7th Floor, Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong at 11 a.m. on Friday, 12 June 2026 is set out on pages AGM-1 to AGM-7 of this circular.

The record date for the purpose of determining the Shareholders who are entitled to attend and vote at the AGM shall be Friday, 12 June 2026. In order to determine the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 9 June 2026 to Friday, 12 June 2026 (both days inclusive), during which period no transfer of Shares can be registered. To qualify for the attendance and voting at the AGM, the Shareholders must ensure that all transfer documents accompanied by the relevant share certificates are lodged with the Company's branch share registrar and transfer office in Hong Kong, 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 Monday, 8 June 2026.

Pursuant to the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

ACTIONS TO BE TAKEN

A form of proxy for use by the Shareholders at the AGM is published on the website of the Company at www.finsofthk.com and the website of the Stock Exchange at www.hkexnews.hk. Whether or not you intend to attend and vote in person at the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event by 11 a.m. on Wednesday, 10 June 2026 or not later than 48 hours before the time appointed for holding any adjournment or postponement of the AGM. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjournment or postponement thereof should you so desire and in such event, the form of proxy previously submitted shall be deemed to be revoked.

LETTER FROM THE BOARD

COMPETITION AND CONFLICT OF INTEREST

Ms. C. Tin, the chairman of the Board and an executive Director, is also a director of Delta Wealth Finance Limited (which is principally engaged in money lending business).

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or their respective close associates (having the meaning ascribed to it in the GEM Listing Rules) had engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group, or had any other conflict of interests with the Group. As at the Latest Practicable Date, the Company did not have any controlling Shareholder (having the meaning ascribed to it in the GEM Listing Rules).

RECOMMENDATION

At the AGM, resolutions will be proposed for the Shareholders to approve, among other things, (i) the Repurchase Mandate; (ii) the Issue Mandate; (iii) the Extension Mandate; (iv) the re-election of Directors; and (v) the Proposed Amendments and the adoption of the New Articles of Association.

The Directors (including the independent non-executive Directors) consider that the resolutions, including but not limited to: (i) the Repurchase Mandate; (ii) the Issue Mandate; (iii) the Extension Mandate; (iv) the re-election of Directors; and (v) the Proposed Amendments and the adoption of the New Articles of Association as set out in the notice of the AGM are in the interests of the Company, the Group and the Shareholders as a whole and accordingly recommend all Shareholders to vote in favour of all such resolutions to be proposed at the AGM.

Yours faithfully

On behalf of the Board

Finsoft Financial Investment Holdings Limited

Ms. Tin Yat Yu Carol

Chairman

This appendix serves as an explanatory statement as required under the GEM Listing Rules to provide the requisite information to you for consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 504,232,936 Shares in issue.

Subject to the passing of the resolution approving the Repurchase Mandate and on the basis that no Shares will be allotted, issued or repurchased by the Company prior to the AGM, the exercise of the proposed Repurchase Mandate in full would result in up to 50,423,293 Shares, representing 10% of the total number of Shares in issue (excluding treasury Shares, if any), being repurchased by the Company during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

Under the GEM Listing Rules, listed issuers are not required to cancel repurchased shares such that listed issuers may hold the repurchased shares in treasury subject to the laws of their places of incorporation and their constitutional documents. The Directors consider that this arrangement will provide greater flexibility to the Company in repurchasing and reselling Shares, thereby allowing the Company an additional channel to manage its capital structure. The Company may cancel Shares repurchased or hold Shares repurchased as treasury Shares, subject to market conditions and the capital management needs of the Group at the relevant time of the repurchase(s).

For the treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall:

- (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS;
- (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions; and
- (iii) take any other appropriate measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

2. SOURCE OF FUNDS

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed by the Company’s internal resources.

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the constitutive documents of the Company, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the company that would otherwise be available for distribution by way of dividend or distribution or the proceeds of a new issue of shares made for the purpose of the repurchase. It is envisaged that the funds required for any repurchase of the Shares would be derived from the capital paid up on the Shares being repurchased and from the distributable profits of the Company.

3. REASONS FOR SHARE REPURCHASES

Although the Directors have no present intention of exercising the Repurchase Mandate if so granted, the Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions at the time, lead to an enhancement of the Company’s net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchase of Shares will benefit the Company and the Shareholders as a whole.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM in the previous 12 months and up to the Latest Practicable Date were as follows:

Year	Month	Share Price	
		Highest HK\$	Lowest HK\$
2025	May	0.041	0.020
	June	0.029	0.024
	July	0.050	0.027
	August	0.041	0.030
	September	0.051	0.034
	October	0.047	0.035
	November	0.037	0.033
	December	0.039	0.032
2026	January	0.115	0.032
	February	0.099	0.045
	March	0.058	0.040
	April	0.048	0.039
	May (up to the Latest Practicable Date)	0.043	0.039

5. CONFIRMATION

The Directors confirm that, so far as the same may be applicable, they will only exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the GEM Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

Neither the explanatory statement in this appendix nor the proposed share repurchase pursuant to the Repurchase Mandate has any unusual features.

6. TAKEOVERS CODE AND PUBLIC FLOAT

If, as a result of the Company exercising its powers to repurchase securities 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 for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the Directors' knowledge and belief having made all reasonable enquiries, Ms. C. Tin, an executive Director and the chairman of the Board, was beneficially interested in 145,868,000 Shares, representing approximately 28.93% of the issued share capital of the Company. In the event that the Directors should exercise in full the Repurchase Mandate and there is no other change in the issued share capital of the Company, the shareholding of Ms. C. Tin will be increased to approximately 32.14% of the issued share capital of the Company. Accordingly, an exercise of the Repurchase Mandate in full will result in Ms. C. Tin becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Save as the aforesaid, the Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate. However, the Company will not repurchase Shares which would result in the number of Shares held by the public being reduced to less than 25%.

7. DISCLOSURE OF INTERESTS OF DIRECTORS AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors nor, to the best of their respective knowledge and belief having made all reasonable enquiries, their close associates (having the meaning ascribed to it in the GEM Listing Rules), had any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company under the Repurchase Mandate.

As at the Latest Practicable Date, no core connected person (having the meaning ascribed to it in the GEM Listing Rules) of the Company had notified the Company that he/she/it had a present intention to sell any Shares or that he/she/it has undertaken not to sell any Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

8. MATERIAL ADVERSE IMPACT

The exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts contained in the annual report of the Company for the year ended 31 December 2025).

The Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts contained in the annual report of the Company for the year ended 31 December 2025) which, in the opinion of the Directors, are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

The following are the particulars of the Directors proposed to be re-elected at the AGM:

Ms. Tin Wun Yan Kelly (former name as Liu Mung Ting)

Ms. K. Tin, aged 28, has been appointed as (i) an executive Director and the chief executive officer of the Company with effect from 7 July 2023; and (ii) an authorised representative of the Company (for the purpose of Rule 5.24 of the GEM Listing Rules), the compliance officer of the Company (for the purpose of Rule 5.19 of the GEM Listing Rules) and the chairman of the Compliance Committee with effect from 1 January 2024.

Ms. K. Tin obtained a degree of Bachelor of Science (Economics) from the University College London in July 2019 and a degree of Master of Science in International Business from the Hult International Business School in August 2020. Ms. K. Tin was a director of Wine Master Holdings Limited, a company principally engaged in wine procurement, sales, and inventory management functions from April 2020 to September 2022. She also worked as an analyst in relation to real estate private equity at M3 Capital Partners (HK) Limited, the Hong Kong office of M3 Capital Partners LLC, a global private equity capital advisory firm which advises real asset companies and fund managers on investment and private equity fund structures and strategic decisions, including restructuring, recapitalization and mergers and acquisitions, from September 2020 to July 2023, whereby she was involved in capital raising for multiple real estate private equity deals across China, Japan, Hong Kong and Vietnam totalling more than US\$3.5 billion equity raised while working with multiple clients and investors including large sovereign wealth funds, pension funds, etc. Ms. K. Tin is a daughter of Ms. C. Tin, a substantial Shareholder, an executive Director and the Chairman.

Ms. K. Tin has entered into a service contract with the Company for a term commencing from 1 January 2026 to 31 December 2026, unless terminated by no less than one month's notice in writing served by either party on the other. Ms. K. Tin's directorship in the Company is subject to retirement by rotation and re-election in accordance with the Articles of Association and the GEM Listing Rules. Ms. K. Tin is currently entitled to a remuneration consisting of a monthly director's fee of HK\$10,000 and a monthly salary of HK\$60,000, which was determined by the Board with reference to her background, qualifications, experience, duties and responsibilities with the Group and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed above, Ms. K. Tin did not (i) hold any other major appointments and professional qualifications; (ii) hold any other positions with the Company or other members of the Group; and (iii) have any relationships with any Directors, senior management, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules).

As at the Latest Practicable Date, Ms. K. Tin (i) did not hold any directorships in any other listed companies in the last three years; and (ii) was not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Ms. K. Tin that need to be brought to the attention of the Shareholders.

Mr. Lo Kai Pong

Mr. Lo, aged 46, has been appointed as a non-executive Director with effect from 20 October 2025. Mr. Lo obtained a bachelor of building construction management from the University of New South Wales in Australia in 2002. Mr. Lo has been a director of Million Tour Limited, which is principally engaged in management of travel services, ticketing services and tour coach rental in Hong Kong, since 2003. He has been a director of Million Hotel Management Limited, which is principally engaged in management of boutique hotels, since 2010.

Mr. Lo has contributed to the travel sector through his service on various industry associations. Mr. Lo is a member of Travel Industry Authority, the Codes and Guidelines Committee and the Licensing Committee of Travel Industry Authority, an observer of the Mainland China Inbound Tour Affairs Committee of Travel Industry Council of Hong Kong, the chairman of Hong Kong Travel Professional Union and the vice chairman of Hong Kong Inbound Tour Operators Association. He also served as an honorary treasurer from 2019 to 2024 and a director from 2016 to 2024 of Travel Industry Council of Hong Kong. Mr. Lo was a member of the 2021 Election Committee of the HKSAR (The First Sector – Tourism).

Mr. Lo has served as a director of Shine Tak Foundation since 2025, a member of the advisory committee on Enhancing Employment of People with Disabilities since 2023, and a member of Social Enterprise Advisory Committee since 2022. He has also served Hong Kong United Youth Association since 2013 in roles including standing director, chief financial officer and counselor.

Mr. Lo has been the chairman of Hong Kong Darts Referee Association since 2018 and the founding and honorary chairman of The Darts Federation of Hong Kong, China since 2020. Mr. Lo was also a member of investigation panel A of Hong Kong Institute of Certified Public Accountants from 2017 to 2023.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Lo was a director of the following private companies incorporated in Hong Kong and dissolved by deregistration:

Name of company	Principal business activity before deregistration	Date of dissolution
Million Relish Company Limited	Investment holding	21 October 2022
Million Trends Limited	Investment holding	21 October 2022
Eminly International Limited	Property investment and trading	22 August 2025

The above companies were dissolved by deregistration under section 751 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). To the best of the knowledge and belief of Mr. Lo, the above companies had ceased business and were solvent at the time of them being dissolved by deregistration.

Mr. Lo has entered into an appointment agreement with the Company for a term of one year from 1 January 2026 to 31 December 2026 (both days inclusive), unless terminated by not less than one month's notice in writing served by either party on the other, and is subject to retirement by rotation and re-election in accordance with other related provisions as stipulated in the Articles of Association and the GEM Listing Rules. Mr. Lo is currently entitled to a monthly director's fee of HK\$10,000, which was determined by the Board with reference to his background, qualifications, experience, duties and responsibilities within the Group and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed above, Mr. Lo did not (i) hold any other major appointments and professional qualifications; and (ii) hold any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Lo (i) did not have any relationships with any Directors, senior management of the Company, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); (ii) was not interested in any Shares within the meaning of Part XV of the SFO; and (iii) did not hold any directorships in any other listed companies in the last three years.

Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Lo that need to be brought to the attention of the Shareholders.

Mr. Tang Shu Pui Simon

Mr. Tang, aged 61, has been appointed as an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from 7 July 2023. Mr. Tang is a practising solicitor and an accredited mediator with the Hong Kong International Arbitration Centre. He is a partner of P. C. Woo & Co., a firm of solicitors with over 70 years of service in Hong Kong.

Mr. Tang is a panel member of the Insurance Appeals Tribunal, legal advisor of the General Agents and Managers Association of Hong Kong, vice president of the Hong Kong Institute of Patent Attorneys Limited, senior legal adviser to Hong Kong Brands Protection Alliance Limited, founding member, board member and honorary legal counsel of Hong Kong-ASEAN Economic Cooperation Foundation, member of the Standing Committee on Standards and Development of the Law Society of Hong Kong, legal advisor to Kitchee (Sports Management) Limited, a member of the Executive Board of Hong Kong Air Cadet Corps, fellow member of the Hong Kong Institute of Directors, board member of Monte Jade Science and Technology Association of Hong Kong.

Mr. Tang has been appointed as an independent non-executive director of Virtual Mind Holding Company Limited (“**Virtual Mind**”) (a company formerly known as Runway Global Holdings Company Limited and CEFC Hong Kong Financial Investment Company Limited, which is listed on the Main Board of the Stock Exchange with Stock Code: 1520) since August 2016. Mr. Tang has been appointed as a member of each of the audit committee, the nomination committee, and the corporate governance committee of Virtual Mind since November 2016. Mr. Tang was a member of the remuneration committee of Virtual Mind from November 2016 to January 2021, and he has been appointed as the chairman of the remuneration committee of Virtual Mind since January 2021.

Mr. Tang has been appointed as an independent non-executive director and a member of each of the audit Committee, the compensation and benefits committee and the nomination committee of InvesTech Holdings Limited (a company listed on the Main Board of the Stock Exchange with Stock Code: 1087) since April 2025.

Mr. Tang has been appointed as member of Accounting and Financial Reporting Review Tribunal for the term from 1 October 2025 to 30 September 2027.

Mr. Tang was a director of the following private companies incorporated in Hong Kong and dissolved by deregistration:

Name of company	Principal business activity before deregistration	Date of dissolution
Rofta Surveyors Limited	Provision of property related consultancy services	14 March 2014
Borneo Resources Investment Group Limited	Provision of consultancy services	28 January 2022
MediateSolve Limited	Provision of mediation services	14 April 2023

Borneo Resources Investment Group Limited and MediateSolve Limited were dissolved by deregistration under section 751 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), and Rofta Surveyors Limited was dissolved by deregistration under section 291AA of the predecessor Companies Ordinance (Chapter 32 of the Laws of Hong Kong). To the best of the knowledge and belief of Mr. Tang, the above companies had ceased business and were solvent at the time of them being dissolved by deregistration.

Mr. Tang has entered into an appointment agreement with the Company for a term of one year from 1 January 2026 to 31 December 2026 (both days inclusive), unless terminated by not less than one month's notice in writing served by either party on the other, and is subject to retirement by rotation and re-election in accordance with other related provisions as stipulated in the Articles of Association and the GEM Listing Rules. Mr. Tang is currently entitled to an annual director's fee of HK\$120,000, which was determined by the Board with reference to his background, qualifications, experience, duties and responsibilities within the Group and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed above, Mr. Tang did not (i) hold any other major appointments and professional qualifications; (ii) hold any other positions with the Company or other members of the Group; and (iii) hold any directorships in any other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Tang (i) did not have any relationships with any Directors, senior management, substantial Shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling Shareholders (having the meaning ascribed to it in the GEM Listing Rules); and (ii) was not interested in any Shares within the meaning of Part XV of the SFO.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Tang that need to be brought to the attention of the Shareholders.

APPENDIX III AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This appendix sets out the Proposed Amendments, as marked up for ease of reference, to the Articles of Association. Unless otherwise specified, clause and article numbers referred to herein are article numbers of the Articles of Association.

Article Number Proposed Amendments (showing changes to the Articles of Association)

1. (b) Any marginal notes, titles or lead in references to Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum or Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith:

“Act” means the Companies Act (as revised) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;

“address” shall have the ordinary meaning given to it and shall include any facsimile number, electronic number or electronic address or website used for the purposes of any communication pursuant to these Articles unless the Act or the Listing Rules require a postal address;

“announcement” means an official publication of a Notice or document of the Company, including a publication, subject to and to such extent permitted by the Listing Rules, by electronic communication or by advertisement published in the newspapers or in such manner or means ascribed and permitted by the Listing Rules and applicable laws;

“ASR Code” means the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time;

“Central Clearing and Settlement System” means the Central Clearing and Settlement System operated by HKSCC;

“Companies Law” means the Companies Act (as revised) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;

“electronic meeting” means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Shareholders and/or proxies by means of electronic facilities;

“Electronic System” means any system for holding and transferring securities in electronic form approved by applicable law or regulation or under the Securities and Futures Ordinance or the USM Rules, including but not limited to UNSRT System and any other clearing or settlement system;

“HKSCC” means the Hong Kong Securities Clearing Company Limited;

“hybrid meeting” means a general meeting convened for the (i) physical attendance by Shareholders and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Shareholders and/or proxies by means of electronic facilities;

“Listing Rules” shall mean the Rules Governing the Listing of Securities on ~~the Growth Enterprise Market~~ GEM of The Stock Exchange of Hong Kong Limited (as amended from time to time);

“Meeting Location” has the meaning given to it in Article 71A;

“Notice” means written notice unless otherwise specifically stated and as further defined in these Articles. and, where the context so requires, shall include any other document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws and regulations, including the Listing Rules and/or the rules and regulations of the competent regulatory authority. For the avoidance of doubt, Notice may be provided in physical or electronic form;

“physical meeting” means a general meeting held and conducted by physical attendance and participation by Shareholders and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations;

“Principal Meeting Place” shall have the meaning given to it in Article 65;

“Register” means the principal register of Shareholders and any branch register of Shareholders of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time including any branch register of Shareholders maintained in Hong Kong, and it shall include, where relevant, the register of holders as defined in the USM Rules;

“Registered Office” means the registered office of the Company for the time being as required by the Companies Law Act;

“Securities and Futures Ordinance” means the Securities and Futures Ordinance, Cap. 571 of the laws of Hong Kong, as amended from time to time;

“SFC” means the Securities and Futures Commission of Hong Kong;

“Statutes” means the Act and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles;

“treasury shares” means Shares repurchased and held by the Company in treasury as authorized by the Act and Shares repurchased by the Company and held or deposited in Central Clearing and Settlement System for sale on the HK Stock Exchange;

“Uncertificated” means a Share or other security of the Company that is not evidenced by a certificate and is recorded in the Register as being held in uncertificated form, including through Electronic System, UNSRT System, any other electronic system or clearing house;

“UNSRT System” means an uncertificated securities registration and transfer system, and in relation to any Shares or securities of the Company, a computer-based system, together with procedures and other facilities, that (a) enables title to the Shares and securities to be evidenced and transferred without an instrument; and (b) facilitates supplementary and incidental matters;

“USM Rules” means the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) as amended from time to time;

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

- (iii) subject to the foregoing provisions of this Article, any words or expressions defined in the ~~Companies Law Act~~ (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; ~~and~~

- (iv) references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force. Section 8 and Section 19 of the Electronic Transactions Act (As Revised) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;

- (v) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, including electronic writing or display (such as digital documents or electronic communications), provided that both the mode of service of the relevant document or Notice and the Shareholder’s election comply with all applicable Statutes, rules and regulations;

- (vi) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a Notice or document include a Notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;
- (vii) references to the right of a Shareholder to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the Chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the Chairman of the meeting) in which event the Chairman of the meeting shall relay the questions raised or the statements made to all persons present at the meeting, either orally or in writing using electronic facilities;
- (viii) references to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Articles and any Shareholder or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly, and (b) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Article 71E;
- (ix) references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;

- (x) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise);
 - (xi) where a Shareholder is a corporation, any reference in these Articles to a Shareholder shall, where the context requires, refer to a duly authorised representative of such Shareholder;
 - (xii) unless the context otherwise requires, any reference to “print”, “printed”, or “printed copy” and “printing” shall be deemed to include electronic versions or electronic copies;
 - (xiii) any reference to the term “place” within these Articles shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a “place” for the delivery, receipt, or payment of monies, whether by the Company or by Shareholders, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a “place” in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a “place” shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term “place” is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision; and
 - (xiv) all voting rights referred to in these Articles shall exclude the voting rights attached to treasury shares.
- (c) At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than $\frac{3}{4}$ of the votes cast by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of which ~~n~~Notice specifying (without prejudice to the power contained in the Articles to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given.

- (d) A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of such Shareholders as, being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting held in accordance with these Articles and of which ~~n~~Notice has been duly given.
- (e) A resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all Shareholders for the time being entitled to receive ~~n~~Notice of and to attend and vote at general meetings of the Company shall, for the purpose of these Articles, be treated as an Ordinary Resolution duly passed at a general meeting of the Company duly convened and held and, where relevant as a Special Resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last person to sign, and where the resolution states a date as being the date of his signature thereof by any Shareholder the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, and signed by one or more relevant Shareholders.
5. (a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the ~~Companies Law~~Act, be varied or abrogated either with the consent in writing of the holders of not less than $\frac{3}{4}$ in nominal value of the issued Shares of that class (excluding treasury shares) or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (including at any adjourned or postponed meeting) shall be not less than 2 persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third in nominal value of the issued Shares of that class (excluding treasury shares).

8. Any new Shares shall be issued upon such terms and conditions and with such rights, privileges or restrictions attached thereto as the general meeting resolving upon the creation thereof shall direct, and if no direction be given, subject to the provisions of the ~~Companies Law Act~~ and of these Articles, as the Board shall determine; and in particular such Shares may be issued with a preferential or qualified right to participate in Dividends and in the distribution of assets of the Company and with a special right or without any right of voting.
11. (a) All unissued Shares and other securities of the Company shall be at the disposal of the Board and it may offer, allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times, for such consideration and generally on such terms (subject to Article 9) as it in its absolute discretion thinks fit, but so that no Shares shall be issued at a discount. The Board shall, as regards any offer or allotment of Shares, comply with the provisions of the ~~Companies Law Act~~, if and so far as such provisions may be applicable thereto.
12. (a) The Company may at any time pay commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any Shares, but so that the conditions and requirements of the ~~Companies Law Act~~ shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the Shares are issued.
- (b) If any Shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable within a period of one year, the Company may pay interest on so much of that share capital as is for the time being paid up for the period and, subject to any conditions and restrictions mentioned in the ~~Companies Law Act~~, may charge the sum so paid by way of interest to capital as part of the cost of construction of the works or buildings, or the provisions of the plant.

13. (d) sub-divide its Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the ~~Companies Law Act~~, and so that the resolution whereby any Share is sub-divided may determine that, as between the holders of the Shares resulting from such sub-division, one or more of the Shares may have any such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new Shares;
15. (a) Subject to the ~~Companies Law Act~~, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of Shares, the Company shall have the power to purchase or otherwise acquire all or any of its own Shares (which expression as used in this Article includes redeemable Shares) ~~provided that the manner and terms of purchase have first been authorised by an Ordinary Resolution of the Shareholders and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Act~~, and to purchase or otherwise acquire warrants and other securities for the subscription or purchase of its own Shares, and shares and warrants and other securities for the subscription or purchase of any shares in any company which is its Holding Company and may make payment therefor in any manner and terms authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any Shares or warrants or other securities in the Company or any company which is a Holding Company of the Company and should the Company purchase or otherwise acquire its own Shares or warrants or other securities neither the Company nor the Board shall be required to select the Shares or warrants or other securities to be purchased or otherwise acquired rateably or in any other manner and terms as between the holders of Shares or warrants or other securities of the same class or as between them and the holders of Shares or warrants or other securities of any other class or in accordance with the rights as to Dividends or capital conferred by any class of Shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with the relevant code, rules or regulations issued from time to time by the HK Stock Exchange and/or the Securities and Futures Commission of Hong Kong from time to time in force. Subject to the Act, the Listing Rules and/or the rules and regulations of any competent regulatory authority, the Company is further authorised to hold any repurchased, redeemed or surrendered shares as treasury shares without the need for a separate resolution of the Board for each instance.

- (b) (i) Subject to the provisions of the ~~Companies Law Act~~ and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any Shares or attaching to any class of Shares, Shares may be issued on the terms that they may, at the option of the Company or the holders thereof, be liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.
- (ii) ~~{Reserved}~~ The Board may accept the surrender for no consideration of any fully paid share.
16. Except as otherwise expressly provided by these Articles or as required by law or as ordered by a court of competent jurisdiction, no person shall be recognised by the Company as holding any Share upon any trust and, except as aforesaid, the Company shall not be bound by or be compelled in any way to recognise (even when having ~~n~~Notice thereof) any equitable, contingent, future or partial interest in any Share or any interest in any fractional part of a Share or any other right or claim to or in respect of any Shares except an absolute right to the entirety thereof of the registered holder.
17. (a) The Board shall cause to be kept the Register and there shall be entered therein the particulars required under the ~~Companies Law Act~~.
- (b) Subject to the provisions of the ~~Companies Law Act~~, if the Board considers it necessary or appropriate, the Company may establish and maintain a principal or branch register of Shareholders at such location as the Board thinks fit and, during the Relevant Period, the Company shall keep its principal or a branch register of Shareholders in Hong Kong. The Register may be maintained in electronic form and may reflect holdings in both certificated and Uncertificated form provided that it must be readily retrievable and capable of being printed or exported. The Company may integrate the Register with any Electronic System.
- (c) During the Relevant Period (except when the Register is closed), any Shareholder and holder of Prescribed Securities (as defined in the USM Rules) may inspect during business hours any Register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance.

- (d) The Register may, after ~~n~~Notice has been given by advertisement in newspapers in accordance with the requirements of the HK Stock Exchange or by any electronic means in such manner as may be accepted by the HK Stock Exchange to that effect, be closed for inspection at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine. The period of thirty (30) days may be extended in respect of any year if approved by the Shareholders by Ordinary Resolution in that year provided that such period shall not be extended beyond sixty (60) days (or such other period as may be prescribed under any applicable law) in any year.
18. (a) Every person whose name is entered as a Shareholder in the Register shall be entitled to hold their shares in Uncertificated form through the Electronic System, in compliance with the Listing Rules and other relevant regulations. The Company shall not be required to issue a certificate for any share held in Uncertificated form unless required by law. A statement or confirmation from the relevant Electronic System or electronic Register shall be sufficient evidence of title to Uncertificated shares. Where Shares are held in certificated form, Every person whose name is entered as a Shareholder in the Register shall be entitled to receive within the relevant time limit as prescribed in the ~~Companies Law~~Act, the ASR Code or as the HK Stock Exchange may from time to time determine, whichever is shorter, if such time limit is applicable, after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide or is required by the applicable rules of the stock exchange of the Relevant Territory) one certificate for all his Shares, or, if he shall so request, in a case where the allotment or transfer is of a number of Shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange of the Relevant Territory on which the Shares are listed upon payment of such sum (in the case of a transfer, not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, HK\$2.50 or such other sum as may from time to time be allowed or not prohibited under the Listing Rules or, where applicable, under the ASR Code, and in the case of any other Shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for Shares in stock exchange board lots or whole multiples thereof as he shall request and one for the balance (if any) of the Shares in question, provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders. The Company shall comply with all applicable laws and regulations to facilitate the holding, transfer, and registration of its shares in Uncertificated form, including electronic processes for corporate actions, as required by the Uncertificated securities market regime of the HK Stock Exchange.

- (b) So long as the Shares are not participating securities for the purpose of the USM Rules, ~~the~~ Company may, in the event of a change in the form of definitive Share certificate adopted by the Board, issue new definitive certificates to all holders of Shares appearing on the Register in replacement of old definitive certificates issued to such holders. The Board may resolve whether or not to require the return of the old certificates as a condition precedent to the issue of replacement certificates and, as regards any old certificates which have been lost or defaced, to impose such conditions (including as to indemnity) as the Board shall see fit. If the Board elects not to require the return of the old certificates, the same shall be deemed to have been cancelled and of no further effect for all purposes.
21. (b) If any Shares shall stand in the names of 2 or more persons, the person first named in the Register shall be deemed to be sole holder thereof as regards service of ~~n~~Notice and, subject to the provisions of these Articles, all or any other matter connected with the Company, except the transfer of the Share.
22. If a share certificate is defaced, lost or destroyed, (where the Shares are not participating securities for the purpose of the USM Rules) it may be replaced on payment of such fee, if any, (not exceeding, in the case of any share capital listed on a stock exchange in Hong Kong, HK\$2.50 or such other sum as may from time to time be allowed or not prohibited under the Listing Rules, or, where applicable, under the ASR Code, and, in the case of any other capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or such other sum as the Company may by Ordinary Resolution determine) as the Board shall from time to time determine and on such terms and conditions, if any, as to publication of ~~n~~Notices, evidence and indemnity as the Board thinks fit and in the case of wearing out or defacement, after delivery up of the old certificate. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company all costs and out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity.

23. The Company shall have a first and paramount lien on every Share (not being a fully paid Share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of that Share; and the Company shall also have a first and paramount lien and charge on all Shares (other than fully paid-up Shares) standing registered in the name of a Shareholder, whether singly or jointly with any other person or persons, for all the debts and liabilities of such Shareholder or his estate to the Company and whether the same shall have been incurred before or after nNotice to the Company of any equitable or other interest of any person other than such Shareholder, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such Shareholder or his estate and any other person, whether a Shareholder of the Company or not. The Company's lien (if any) on a Share shall extend to all Dividends and bonuses declared in respect thereof. The Board may at any time either generally or in any particular case waive any lien that has arisen, or declare any Share to be exempt wholly or partially from the provisions of this Article.
24. The Company may sell, in such manner as the Board thinks fit, any Shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, nor until the expiration of 14 days after a nNotice in writing, stating and demanding payment of the sum presently payable or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving nNotice of intention to sell in default, shall have been given, in the manner in which nNotices may be sent to Shareholders of the Company as provided in these Articles, to the registered holder for the time being of the Shares, or the person entitled by reason of such holder's death, bankruptcy or winding-up to the Shares.
27. At least 14 days' nNotice of any call shall be given to the relevant Shareholders specifying the time and place of payment and to whom such call shall be paid.
28. A copy of the nNotice referred to in Article 27 shall be sent to relevant Shareholders in the manner in which nNotices may be sent to Shareholders by the Company as herein provided.
29. In addition to the giving of nNotice in accordance with Article 28, nNotice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the relevant Shareholders by nNotice to be inserted at least once in the Newspapers.

36. On the trial or hearing of any action or other proceedings for the recovery of any money due for any call, it shall be sufficient to prove that the name of the Shareholder sued is entered in the Register as the holder, or one of the holders, of the Shares in respect of which such debt accrues; that the resolution of the Board making the call has been duly recorded in the minute book of the Board; and that ~~n~~Notice of such call was given to the Shareholder sued, in pursuance of these Articles, and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.
38. The Board may, if it thinks fit, receive from any Shareholder willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any Shares held by him, and in respect of all or any of the moneys so advanced may pay interest at such rate (if any) not exceeding 20% per annum, as the Board may decide but a payment in advance of a call shall not entitle the Shareholder to receive any Dividend or to exercise any other rights or privileges as a Shareholder in respect of the Share or the due portion of the Shares upon which payment has been advanced by such Shareholder before it is called up. The Board may at any time repay the amount so advanced upon giving to such Shareholder not less than one Month's ~~n~~Notice in writing of its intention on that behalf, unless before the expiration of such ~~n~~Notice the amount so advanced shall have been called up on the Shares in respect of which it was advanced.
39. Subject to the ~~Companies Law~~Act, all transfers of Shares shall be effected by transfer in writing in the usual or common form or in such other form as the Board may accept provided always that it shall be in such a form prescribed by the HK Stock Exchange and may be under hand only or, if the transferor or transferee is a Clearing House (or its nominee(s)), under hand or by machine imprinted signature or by such other means of execution as the Board may approve from time to time. Notwithstanding the provisions aforesaid, for so long as any Shares are listed on the HK Stock Exchange, titles to such listed Shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules that are or shall be applicable to such listed Shares. The Register in respect of listed Shares may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to such listed Shares.

40. Subject to the Act and all applicable laws and regulations, including the Securities and Futures Ordinance and the USM Rules, transfers of Shares may be effected in Uncertificated form through the Electronic System, including the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the HK Stock Exchange or the SFC, without the need for a written instrument of transfer in accordance with the rules and procedures of the Electronic System. The Company shall not be responsible for any delay or failure in the Electronic System unless caused by its own default. For certificated shares, tThe instrument of transfer of any Share shall be executed by or on behalf of the transferor and by or on behalf of the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferor or the transferee or accept mechanically executed transfers in any case in which it in its absolute discretion thinks fit to do so. The transferor shall be deemed to remain the holder of the Share until the name of the transferee is entered in the Register in respect thereof. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any Share by the allottee in favour of some other person.
41. (c) Notwithstanding anything contained in these Articles, the Company shall as soon as practicable and on a regular basis record in the principal Register all removals of Shares effected on any branch Register and shall at all times maintain the principal Register and all branch Registers in all respects in accordance with the ~~Companies Law~~Act.
43. (b) for certificated Shares, the instrument of transfer is lodged at the relevant Registration Office or, as the case may be, the Transfer Office accompanied by the certificate of the Shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do);
- (c) if applicable, the instrument of transfer is in respect of only one class of Share;
45. If the Board shall refuse to register a transfer of any Share, it shall, within two months after the date on which the transfer was lodged with the Company, send to each of the transferor and the transferee ~~n~~Notice of such refusal and, except where the subject Share is not a fully paid Share, the reason(s) for such refusal.

50. If the person becoming entitled to a Share pursuant to Article 49 shall elect to be registered himself as the holder of such Share, he shall deliver or send to the Company a nNotice in writing signed by him, at (unless the Board otherwise agrees) the Registration Office, stating that he so elects. If he shall elect to have his nominee registered, he shall testify his election by executing a transfer of such Share to his nominee. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of Shares shall be applicable to any such nNotice or transfer as aforesaid as if the death, bankruptcy or winding-up of the Shareholder had not occurred and the nNotice or transfer were a transfer executed by such Shareholder.
52. If a Shareholder fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, without prejudice to the provisions of Article 34, serve nNotice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.
53. The nNotice shall name a further day (not earlier than the expiration of 14 days from the date of the nNotice) on or before which the payment required by the nNotice is to be made, and it shall also name the place where payment is to be made such place being the Registered Office or a Registration Office or another place within the Relevant Territory. The nNotice shall also state that, in the event of non-payment at or before the time appointed, the Shares in respect of which the call was made will be liable to be forfeited.
54. If the requirements of any such nNotice as aforesaid are not complied with, any Share in respect of which the nNotice has been given may at any time thereafter, before the payment required by the nNotice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all Dividends and bonuses declared in respect of the forfeited Share and not actually paid before the forfeiture. The Board may accept the surrender of any Share liable to be forfeited hereunder and in such cases references in these Articles to forfeiture shall include surrender.
58. When any Share shall have been forfeited, nNotice of the forfeiture shall be given to the Shareholder in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such nNotice or make any such entry.

62. At all times during the Relevant Period other than the financial year of the Company's adoption of these Articles, the Company shall for 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 Notice calling it; and such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any). The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board, ~~and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.~~
63. 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 71A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion.
64. The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company (excluding treasury shares) having the right of voting at general meetings on a one vote per share basis. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition. Such meeting shall be held within 2 Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

65. An annual general meeting of the Company shall be called by at least 21 days' ~~notice~~ Notice in writing, and all other general meetings of the Company (including an extraordinary general meeting) shall be called by at least 14 days' ~~notice~~ Notice in writing. The ~~notice~~ Notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, ~~and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company.~~ The Notice shall specify (a) the time and date of the meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 71A, the principal place of the meeting (the "Principal Meeting Place"), (c) 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, and (d) particulars of resolutions to be considered at the meeting. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Shareholders other than to such Shareholders as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such Notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding up of a Shareholder and to each of the Directors and the Auditors, provided that a meeting of the Company shall notwithstanding that it is called by shorter ~~notice~~ Notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- 65A. ~~[Reversed] The Board shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement or change of the relevant general meeting may occur automatically without further notice including, without limitation, where a tropical cyclone warning signal number 8 or above, black rainstorm warning or other similar event is in force at any time prior to or at the time of the general meeting on the day of the general meeting. This Article shall be subject to the following:~~
- ~~(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);~~
 - ~~(b) — when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 71, unless already specified in the original notice of the meeting, the Board shall fix the date, time and place for the postponed or changed meeting and shall notify the members of the Company of such details in such manner as the Board 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~~
 - ~~(c) — 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 of the Company.~~
66. (a) The accidental omission to give any ~~n~~Notice to, or the non-receipt of any ~~n~~Notice by, any person entitled to receive ~~n~~Notice shall not invalidate any resolution passed or any proceedings at any such meeting.
- (b) In the case where forms of proxy or ~~n~~Notice of appointment of corporate representative are to be sent out with any ~~n~~Notice, the accidental omission to send such forms of proxy or ~~n~~Notice of appointment of corporate representative to, or the non-receipt of such forms by, any person entitled to receive ~~n~~Notice of the relevant meeting shall not invalidate any resolution passed or any proceeding at any such meeting.

67. (a) (vi) the granting of any mandate or authority to the Board to offer, allot, grant options over, or otherwise dispose of the unissued Shares representing not more than 20% (or such other percentage as may from time to time be specified in the Listing Rules) ~~in nominal value of its then existing~~ of the number of issued shares capital (excluding treasury shares) and the number of any securities repurchased pursuant to paragraph (vii) of this Article; and
68. For all purposes the quorum for a general meeting shall be 2 Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote or, for quorum purposes only, two persons appointed by the Clearing House. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.
69. If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week ~~and at such time and place as shall be decided by the Board at~~ the same time and (where applicable) same place(s) or to such day, such time and (where applicable) such place(s) and in such form and manner referred to in Article 63 as the Chairman of the meeting (or in default, the Board) may absolutely determine, and if at such adjourned meeting or postponed meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Shareholder or the Shareholders present in person (or, in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and entitled to vote shall be a quorum and may transact the business for which the meeting was called.

70. The Chairman (if any) of the Board or if he is absent or declines to take the chair at such meeting, the Vice Chairman (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Vice Chairman, or, if at any general meeting neither of such Chairman or Vice Chairman is present within 15 minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as Chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the Chairman chosen shall retire from the chair, then the Shareholders present shall choose one of their number to be Chairman of the meeting. If the Chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with this Articles) shall preside as Chairman of the meeting unless and until the original Chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.
71. ~~The Chairman of the meeting 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 7 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 notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. Subject to Article 71C, the Chairman may (without the consent of the meeting) or shall at the direction of the meeting, adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting), but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the details set out in Article 65 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, it shall be unnecessary to give Notice of an adjournment.~~

- 71.A
- (1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“**Meeting Location(s)**”) determined by the Board at its absolute discretion. Any Shareholder or any proxy attending and participating in such way or any Shareholder 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.
 - (2) All general meetings are subject to the following and, where appropriate, all references to a “Shareholder” or “Shareholders” in this sub-paragraph (2) shall include a proxy or proxies respectively:

 - (a) where a Shareholder is attending a 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;
 - (b) Shareholders present at a Meeting Location and/or Shareholders 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 Shareholders at all Meeting Locations and Shareholders 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;

- (c) where Shareholders attend a meeting by being present at one of the Meeting Locations and/or where Shareholders 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 Shareholders 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
- (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.

71.B

The Board and, at any general meeting, the Chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting 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 Shareholder 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 Shareholder 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.

71.C

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 71A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or
- (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or
- (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
- (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;

then, without prejudice to any other power which the Chairman of the meeting may have under these Articles or at common law, the Chairman of the meeting may, at his 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.

71.D

The Board and, at any general meeting, the Chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the Chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Shareholders shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

71.E

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 Shareholders. 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 is in force at any time on the day of the meeting. This Article shall be subject to the following:

- (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);
- (b) when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board shall notify the Shareholders of details of such change in such manner as the Board may determine;
- (c) when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 71, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Shareholders of such details in such manner as the Board 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 or changed meeting; and
- (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 Shareholders.

- 71.F 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 71C, 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.
- 71.G Without prejudice to other provisions in Articles 71A-71F, 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.
74. A poll shall be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place as the Chairman of the meeting directs. No Notice need be given of a poll not taken immediately. In the event that a poll is demanded after the Chairman of the meeting allows a show of hands pursuant to Article 72, the result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is the earlier.
79. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in this Article) have one (1) vote, and on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share). On a poll a Shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands and on a poll, each such proxy is under no obligation to cast all his votes in the same way. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the Chairman of the meeting may determine.

87. ~~The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be in writing and if the Board in its absolute discretion determines, may be contained in an electronic communication, and (i) if in writing but not contained in an electronic communication, signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or signed by an officer, attorney or other person authorised to sign the same; or (ii) in the case of an appointment contained in an electronic communication, submitted by or on behalf of the appointor, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.~~
88. ~~The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned meeting or postponed meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting or a postponed meeting where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.~~

- (1) The Company may, at its absolute discretion, or, where the applicable laws, rules or regulations mandatorily require the provision of an electronic address for the receipt of document or information, the Company shall, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and Notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.

(2) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the Notice convening the meeting (or, if no place is so specified at the Registration Office or the Registered Office, as may be appropriate), or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or postponed meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

90. The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit; and (ii) unless the contrary is stated therein, be valid as well for any adjournment or postponement of the meeting as for the meeting to which it relates. The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Articles has not been received in accordance with the requirements of these Articles. Subject to aforesaid, if the proxy appointment and any of the information required under these Articles is not received in the manner set out in these Articles, the appointee shall not be entitled to vote in respect of the Shares in question.

93. (a) in the case of such an appointment by a Shareholder which is a Clearing House (or its nominee(s)), a written notification of the appointment issued by any director, the secretary or any authorised officer(s) of such Shareholder shall have been delivered at such place or one of such places (if any) as is specified in the ~~n~~Notice of meeting or in the form of ~~n~~Notice issued by the Company, or handed to the Chairman of the meeting at the meeting or, if no place is specified, at the principal place of business maintained by the Company in the Relevant Territory from time to time before the time of holding the meeting or adjourned meeting or postponed meeting at which the person so authorised proposes to vote or handed to the Chairman of the meeting at the meeting; and
- (b) in the case of such an appointment by any other corporate Shareholder, a copy of the resolution of its directors or other governing body of the Shareholder authorising the appointment of the corporate representative or a form of ~~n~~Notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the Shareholder's constitutive documents and a list of directors or members of the governing body of the Shareholder as at the date of such resolution, or, as the case may be, power of attorney, in each case certified by a director, secretary or a member of the governing body of that Shareholder and notarised, or, in the case of a form of ~~n~~Notice of appointment issued by the Company as aforesaid, completed and signed in accordance with the instructions thereon or in the case of a power of attorney a notarised copy of the relevant authority under which it was signed, shall have been deposited at such place or one of such places (if any) as is specified in the ~~n~~Notice of meeting or in the form of ~~n~~Notice issued by the Company as aforesaid (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned meeting or postponed meeting or poll (as the case may be) at which the corporate representative proposes to vote.
96. The number of Directors shall not be less than two (2). The Company shall keep at its Registered Office a register of its directors and officers in accordance with the ~~Companies Law~~Act.

97. A Director may at any time, by ~~n~~Notice in writing signed by him delivered to the Registered Office or at the Head Office or at a meeting of the Board, appoint any person (including another Director) to act as alternate Director in his place during his absence and may in like manner at any time determine such appointment. If such person is not another Director such appointment unless previously approved by the Board shall have effect only upon and subject to being so approved. The appointment of an alternate Director shall determine on the happening of any event which, were he a Director, would cause him to vacate such office or if his appointor ceases to be a Director. An alternate Director may act as alternate to more than one Director.
98. (a) An alternate Director shall (subject to his giving to the Company an address, telephone and facsimile number within the territory of the Head Office for the time being for the giving of ~~n~~Notices on him and except when absent from the territory in which the Head Office is for the time being situate) be entitled (in addition to his appointor) to receive and (in lieu of his appointor) to waive ~~n~~Notices of meetings of the Board and of any committee of the Board of which his appointor is a ~~member~~Shareholder and shall be entitled to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he (instead of his appointor) were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative. If his appointor is for the time being absent from the territory in which the Head Office is for the time being situate or otherwise not available or unable to act, his signature to any resolution in writing of the Directors or any such committee shall be as effective as the signature of his appointor. His attestation of the affixing of the Seal shall be as effective as the signature and attestation of his appointor. An alternate Director shall not, save as aforesaid, have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

- (b) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the ordinary remuneration otherwise payable to his appointor as such appointor may by nNotice in writing to the Company from time to time direct.
- (c) A certificate by a Director (including for the purpose of this paragraph (c) an alternate Director) or the Secretary that a Director (who may be the one signing the certificate) was at the time of a resolution of the Directors or any committee thereof absent from the territory of the Head Office or otherwise not available or unable to act or has not supplied an address, telephone and facsimile number within the territory of the Head Office for the purposes of giving of nNotice to him shall in favour of all persons without express nNotice to the contrary, be conclusive of the matter so certified.
99. A Director or an alternate Director shall not be required to hold any qualification Shares but shall nevertheless be entitled to attend and speak at all general meetings of the Company and all meetings of any class of Shareholders of the Company. Directors may participate in any meeting of the Shareholders or any class thereof by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate simultaneously and instantaneously and, such participation shall constitute presence at a meeting as if those participating were present in person.
104. (b) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the ~~Companies Law~~Act, the Company shall not directly or indirectly:
105. (f) if by nNotice in writing delivered to the Company at its Registered Office or at the Head Office or tendered at a meeting of the Board he resigns his office; or

- (h) if he shall be removed from the office by ~~n~~Notice in writing served on him signed by not less than $\frac{3}{4}$ in number (or if that is not a round number, the nearest lower round number) of the Directors (including himself) then in office.

- 107.
 - (a)
 - (i) No Director or intended Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any person, company or partnership of or in which any Director shall be a ~~member~~Shareholder or otherwise interested be capable on that account of being avoided, nor shall any Director so contracting or being any ~~member~~Shareholder or so interested be liable to account to the Company for any profit so realized by any such contract or arrangement by reason only of such Director holding that office or the fiduciary relationship thereby established, provided that such Director shall, if his interest in such contract or arrangement is material, declare the nature of his interest at the earliest meeting of the Board at which it is practicable for him to do so, either specifically or by way of a general ~~n~~Notice stating that, by reason of the facts specified in the ~~n~~Notice, he is to be regarded as interested in any contracts of a specified description which may subsequently be made by the Company.

- (ii) Any Director may continue to be or become a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or ~~member~~Shareholder of any other company in which the Company may be interested and (unless otherwise agreed between the Company and the Director) no such Director shall be liable to account to the Company or the Shareholders for any remuneration or other benefits received by him as a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or ~~member~~Shareholder of any such other company. The Directors may exercise the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by them as directors of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them as directors, managing directors, joint managing directors, deputy managing director, executive directors, managers or other officers of such company) and any Director may vote in favour of the exercise of such voting rights in the manner aforesaid notwithstanding that he may be, or is about to be, appointed a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer of such a company, and that as such he is or may become interested in the exercise of such voting rights in the manner aforesaid.
109. (d) such Director has given ~~n~~nNotice in writing to the Company that he is not willing to be re-elected.
113. No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless ~~n~~nNotice in writing of the intention to propose that person for election as a Director and ~~n~~nNotice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office. The period for lodgment of the ~~n~~nNotices required under this Article will commence no earlier than the day after the despatch of the ~~n~~nNotice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting and the minimum length of the period during which such ~~n~~nNotices to the Company may be given will be at least 7 days.

116. The Board may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular but subject to the provisions of the ~~Companies Law Act~~, by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
119. The Directors shall cause a proper register to be kept, in accordance with the provisions of the ~~Companies Law Act~~, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with such provisions of the ~~Companies Law Act~~ with regard to the registration of mortgages and charges as may be specified or required.
121. Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject to such prior charge, and shall not be entitled, by ~~n~~Notice to the Shareholders or otherwise, to obtain priority over such prior charge.
125. The Board may from time to time entrust to and confer upon a Chairman, Vice Chairman, Managing Director, Joint Managing Director, Deputy Managing Director or Executive Director all or any of the powers of the Board that it may think fit provided that the exercise of all powers by such Director shall be subject to such regulations and restrictions as the Board may from time to time make and impose, and, subject to the terms thereof, the said powers may at any time be withdrawn, revoked or varied, but no person dealing in good faith and without ~~n~~Notice of such withdrawal, revocation or variation shall be affected thereby.
127. The business of the Company shall be managed by the Board who, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the ~~Companies Law Act~~ expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the ~~Companies Law Act~~ and of these Articles and to any regulations from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

134. A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Board which may be held in any part of the world, but no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Board. Notice thereof shall be given to each Director and alternate Director in person orally or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone or facsimile number or address from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine (including by electronic means to an electronic address from time to time notified to the Company by such Director or (if the receipt consents to it being made available on the Website) by making it available on a website). A Director absent or intending to be absent from the territory in which the Head Office is for the time being situate may request the Board or the Secretary that ~~the~~ Notices of Board meetings shall during his absence be sent in writing to him at his last known address, facsimile or telex number or any other address, facsimile or telex number given by him to the Company for this purpose, but such ~~the~~ Notices need not be given any earlier than ~~the~~ Notices given to the other Directors not so absent and in the absence of any such request it shall not be necessary to give ~~the~~ Notice of a Board meeting to any Director who is for the time being absent from such territory.
142. (a) A resolution in writing signed by all the Directors (or their respective alternate Directors) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolutions in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his signature to such resolution in writing for the purpose of this Article.

- (b) Where a Director is, on the date on which a resolution in writing is last signed by a Director, absent from the territory in which the Head Office is for the time being situated, or cannot be contacted at his last known address or contact telephone or facsimile number, or is temporarily unable to act through ill-health or disability and, in each case, his alternate (if any) is affected by any of these events, the signature of such Director (or his alternate) to the resolution shall not be required, and the resolution in writing, so long as such a resolution shall have been signed by at least 2 Directors or their respective alternates who are entitled to vote thereon or such number of Directors as shall form a quorum, shall be deemed to have been passed at a meeting of the Board duly convened and held, provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors (or their respective alternates) for the time being entitled to receive ~~n~~Notices of meetings of the Board at their respective last known address, telephone or facsimile number or, if none, at the Head Office and provided further that no Director is aware of or has received from any Director any objection to the resolution.
- (c) A certificate signed by a Director (who may be one of the signatories to the relevant resolution in writing) or the Secretary as to any of the matters referred to in paragraph (a) or (b) of this Article shall in the absence of express ~~n~~Notice to the contrary of the person relying thereon, be conclusive of the matters stated on such certificate.

144. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may, without prejudice to his right under any contract with the Company, be removed by the Board. Anything by the ~~Companies Law Act~~ or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically on behalf of the Board.

145. The Secretary shall attend all meetings of the Shareholders and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the ~~Companies Law Act~~ and these Articles, together with such other duties as may from time to time be prescribed by the Board.

146. A provision of the ~~Companies Law Act~~ or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of the Secretary.
147. (a) Subject to the ~~Companies Law Act~~, the Company shall have one or more Seals as the Board may determine, and may have a Seal for use outside the Cayman Islands. The Board shall provide for the safe custody of each Seal, and no Seal shall be used without the authority of the Board or a committee authorised by the Board in that behalf.
150. The Board may establish any committees, regional or local boards or agencies for managing any of the affairs of the Company, either in the Relevant Territory or elsewhere, and may appoint any persons to be ~~members~~shareholders of such committees, regional or local boards or agencies and may fix their remuneration, and may delegate to any committee, regional or local board or agent any of the powers, authorities and discretions vested in the Board (other than its powers to make calls and forfeit Shares), with power to sub-delegate, and may authorise the ~~members~~shareholders of any regional or local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without ~~n~~Notice of any such annulment or variation shall be affected thereby.
153. (a) The Company in general meeting may, upon the recommendation of the Board, resolve to capitalise any sum standing to the credit of any of the Company's reserve accounts which are available for distribution (including its share premium account and capital redemption reserve fund, subject to the ~~Companies Law Act~~) and to appropriate such sums to the holders of Shares on the Register at the close of business on the date of the relevant resolution (or such other date as may be specified therein or determined as provided therein) in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of Dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid.

- (b) Subject to the ~~Companies Law~~Act, whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the reserves or profits and undivided profits resolved to be capitalised thereby, and attend to all allotments and issues of fully paid Shares, debentures, or other securities and generally shall do all acts and things required to give effect thereto. For the purpose of giving effect to any resolution under this Article, the Board may settle any difficulty which may arise in regard to a capitalisation issue as it thinks fit, and in particular may disregard fractional entitlements or round the same up or down and may determine that cash payments shall be made to any Shareholders in lieu of fractional entitlements or that fractions of such value as the Board may determine may be disregarded in order to adjust the rights of all parties or that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the Shareholders concerned, and no Shareholders who are affected thereby shall be deemed to be, and they shall be deemed not to be, a separate class of Shareholders by reason only of the exercise of this power. The Board may authorise any person to enter on behalf of all Shareholders interested in a capitalisation issue any agreement with the Company or other(s) providing for such capitalisation and matters in connection therewith and any agreement made under such authority shall be effective and binding upon all concerned. Without limiting the generality of the foregoing, any such agreement may provide for the acceptance by such persons of the Shares, debentures or other securities to be allotted and distributed to them respectively in satisfaction of their claims in respect of the sum so capitalised.
154. Subject to the ~~Companies Law~~Act and these Articles, the Company in general meeting may declare Dividends in any currency but no Dividends shall exceed the amount recommended by the Board.
156. (a) No Dividend shall be declared or paid or shall be made otherwise than in accordance with the ~~Companies Law~~Act.

- (b) Subject to the provisions of the ~~Companies Law~~ Act but without prejudice to paragraph (a) of this Article, where any asset, business or property is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) the profits and losses thereof as from such date may at the discretion of the Board in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company, and be available for Dividend accordingly. Subject as aforesaid, if any Shares or securities are purchased cum Dividend or interest, such Dividend or interest may at the discretion of the Board be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof or to apply the same towards reduction of or writing down the book cost of the asset, business or property acquired.
160. (a) (i) (B) the Board, after determining the basis of allotment, shall give not less than 14 clear days' nNotice in writing to the Shareholders of the right of election accorded to them and shall send with such nNotice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;
- (ii) (B) the Board, after determining the basis of allotment, shall give not less than 14 clear days' nNotice in writing to the Shareholders of the right of election accorded to them and shall send with such nNotice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;

167. Unless otherwise directed by the Board, any Dividend or other moneys payable or bonuses, rights or other distributions in respect of any Share may be paid or satisfied by cheque or warrant or certificate or other documents or evidence of title sent through the post to the registered address of the Shareholder entitled, or, in the case of joint holders, to the registered address of that one whose name stands first in the Register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque, warrant, certificate or other document or evidence of title so sent shall be made payable to the order of the person to whom it is sent or, in the case of certificates or other documents or evidence of title as aforesaid, in favour of the Shareholder(s) entitled thereto, and the payment on any such cheque or warrant by the banker upon whom it is drawn shall operate as a good discharge to the Company in respect of the Dividend and/or other moneys represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Every such cheque, warrant, certificate or other document or evidence of title as aforesaid shall be sent at the risk of the person entitled to the Dividend, money, bonus, rights and other distributions represented thereby. For the avoidance of doubt, any dividend, interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine.
169. Any resolution declaring a Dividend or other distribution on Shares of any class, whether a resolution of the Company in general meeting or a resolution of the Board, may specify that the same shall be payable or made to the persons registered as the holder of such Shares at the close of business on a particular date or at a particular time on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the Dividend or other distribution shall be payable or made to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such Dividend or other distribution between the transferors and transferees of any such Shares. The provisions of this Article shall mutatis mutandis apply to determining the Shareholders entitled to receive notice and vote at any general meeting of the Company, bonuses, capitalisation issues, distributions of realised and unrealised capital profits or other distributable reserves or accounts of the Company and offers or grants made by the Company to the Shareholders.

172. The Board shall cause proper books of account to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place; and of the assets and liabilities of the Company and of all other matters required by the ~~Companies Law Act~~ necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions.
174. No Shareholder (not being a Director) or other person shall have any right of inspecting any account or book or document of the Company except as conferred by the ~~Companies Law Act~~ or ordered by a court of competent jurisdiction or authorised by the Board or the Company in general meeting.
175. (b) Subject to paragraph (c) below, a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be sent to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.

- (d) The requirement to send to a person referred to in Article 175(b) the documents referred to in that provision or summarized financial statements in accordance with Article 175(c) shall be deemed satisfied where, in accordance with all applicable Statutes and any other applicable laws, rules and regulations from time to time in force, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 175(b) and, if applicable, summarized financial statements complying with Article 175(c), in any manner permitted by these Articles, including on the Company's website or in any other permitted manner (including by sending any form of electronic communication), subject to compliance with the Listing Rules, the Statutes and any other applicable laws, rules and regulations from time to time in force.
178. No person other than the retiring Auditors shall be appointed as Auditors at an annual general meeting unless ~~n~~Notice of an intention to nominate that person to the office of Auditors has been given to the Company not less than 14 clear days before the annual general meeting, and the Company shall send a copy of any such ~~n~~Notice to the retiring Auditors and shall give ~~n~~Notice thereof to the Shareholders not less than 7 days before the annual general meeting provided that the above requirement for sending a copy of such ~~n~~Notice to the retiring Auditors may be waived by ~~n~~Notice in writing by the retiring Auditors to the Secretary.
180. (A) Any ~~n~~Notice or document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, the Statues and any other applicable laws, rules and regulations from time to time in force, any such ~~n~~Notice and document may be given or issued by the following means:
- (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 180(C) without the need for any additional consent or notification; or

- (f) by publishing it on the Company's website or the website of the HK Stock Exchange without the need for any additional consent or notification ; or
- (B) In the case of joint holders of a Share all nNotices and documents shall be given to that one of the joint holders whose name stands first in the Register and nNotice and document so given shall be deemed a sufficient service on or delivery to all the joint holders.
- (C) Every Shareholder or a person who is entitled to receive nNotice and document from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which nNotices and documents can be served upon him.
- (D) Subject to any applicable laws, rules and regulations and the terms of these Articles, any nNotice, document or publication, including but not limited to the documents referred to in Article 175(b), Article 175(c) and Article 180 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any Shareholder, in the Chinese language only to such Shareholder.
181. (a) Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of nNotice shall be deemed to be his registered address. Where the registered address of the Shareholder is outside the Relevant Territory, nNotice, if given through the post, shall be sent by prepaid airmail letter where available.
182. Any nNotice or other document:
- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the nNotice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the nNotice or other document was so addressed and put into the post shall be conclusive evidence thereof;

- (c) if placed or published on either the Company's website or the website of the HK Stock Exchange, shall be deemed to have been given or served on the day on which the nNotice, document or publication first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;
183. A nNotice or document may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it via electronic means or through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at the electronic or postal address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the nNotice or document in any manner in which the same might have been given if the death, metal disorder, bankruptcy or winding up had not occurred.
184. Any person who by operation of law, transfer or other means whatsoever shall become entitled to any Share shall be bound by every nNotice in respect of such share which prior to his name and address being entered on the register shall have been duly served to the person from whom he derives his title to such share.
185. Any nNotice or document delivered or sent ~~by post to, or left at the registered address of any Shareholder in pursuance of~~ in any manner permitted by these Articles, shall notwithstanding that such Shareholder be then deceased, bankrupt or wound up and whether or not the Company has nNotice of his death, bankruptcy or winding up, be deemed to have duly served in respect of any registered Shares whether held solely or jointly with other persons by such Shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such nNotice or document on his personal representatives and all persons (if any) jointly interested with him in any such Shares.
186. The signature to any nNotice or document to be given by the Company may be written or printed or in electron form.

188. Subject to the ~~Companies Law Act~~, a resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution.
190. If the Company shall be wound up (in whatever manner) the liquidator may, with the sanction of a Special Resolution and any other sanction required by the ~~Companies Law Act~~, divide among the Shareholders 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 the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different classes of Shareholders and the Shareholders within each class. The liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of Shareholders as the liquidator, with the like sanction, shall think fit, but so that no Shareholder shall be compelled to accept any Shares or other assets upon which there is a liability.
194. (i) the foregoing provisions of this Article shall apply only to the destruction of a document in good faith and without express ~~n~~Notice to the Company that the preservation of such document was relevant to a claim;
195. The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the ~~Companies Law Act~~:
196. (d) Such of the provisions of these Articles as are applicable to fully paid Shares shall apply to stock, and the words “Share” and “Shareholder” herein shall include “stock” and “stockholder” and “~~members~~shareholder”.

ELECTRONIC PAYMENTS AND INSTRUCTIONS

198. To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall:
- (a) accept instructions from Shareholders and its securities holders (including but not limited to dividend election instructions, payment choice instructions, responses to “actionable corporate communications” within the meaning ascribed thereto under the Listing Rules, and instructions regarding any meeting of the securities holders such as meeting attendance indications, proxy appointments, revocations, voting directions) transmitted by electronic means, in such manner and subject to reasonable authentication measures as the Board may from time to time determine, or by such other means as the Board considers appropriate;
 - (b) accept payment from Shareholders and its securities holders by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate, if the Company makes an offer to Shareholders and its securities holders to subscribe for any new securities; and
 - (c) pay any corporate action proceeds (including proceeds paid by the Company to Shareholders and its securities holders in connection with its corporate actions, such as the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers, and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations) by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate.

UNCERTIFICATED SECURITIES AND ELECTRONIC PROCESSES

199. The Company shall comply with all applicable laws and regulations, including the Securities and Futures Ordinance and the USM Rules, to facilitate the holding, transfer, and registration of its shares or other prescribed securities in Uncertificated form through electronic means, including via the Electronic System, including UNSRT System or other systems approved by the SFC and the HK Stock Exchange. The Company may adopt any technology, system, or method for the issuance, holding, and transfer of shares or securities, whether currently existing or developed in the future, provided such adoption complies with applicable law and regulations. The Company is authorised to take all reasonably practicable steps to support electronic communication with securities holders, including but not limited to electronic voting, proxy instructions, and distribution of corporate action proceeds, and to maintain compatibility with the Uncertificated securities market regime. Any provisions in these Articles relating to the issuance, holding, or transfer of securities (including shares) or concerning share certificates shall be interpreted to permit compliance with such electronic processes and systems, to the extent permitted by the Statutes and other applicable laws, rules and regulations.

NOTICE OF ANNUAL GENERAL MEETING

FINSOFT FINANCIAL INVESTMENT HOLDINGS LIMITED

匯財金融投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8018)

NOTICE IS HEREBY GIVEN that the annual general meeting (“**Meeting**”) of Finsoft Financial Investment Holdings Limited (“**Company**”) will be held at Unit 708, 7th Floor, Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong at 11 a.m. on Friday, 12 June 2026 for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries together with the reports of the directors (“**Directors**”) and the auditor of the Company for the year ended 31 December 2025.
2.
 - (a) To re-elect Ms. Tin Wun Yan Kelly as an executive Director.
 - (b) To re-elect Mr. Lo Kai Pong as a non-executive Director.
 - (c) To re-elect Mr. Tang Shu Pui Simon as an independent non-executive Director.
3. To authorise the board of Directors (“**Board**”) to fix the Directors’ remuneration.
4. To re-appoint Baker Tilly Hong Kong Limited as the auditor of the Company and to authorise the Board to fix their remuneration.
5. To consider and, if thought fit, to pass, with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares (“**Shares**”) in the capital of the Company on GEM of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (“**GEM Listing Rules**”) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of the Shares which the Directors are authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the number of issued Shares (excluding treasury Shares, if any) as at the date of passing this resolution, and the said approval shall be limited accordingly;
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (d) for the purpose 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 the articles of association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”

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

“**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares (including any sale or transfer of treasury Shares (if any) out of treasury) in the capital of the Company or securities convertible into such Shares or options, warrants, or similar right to subscribe for any Shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures and any other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures and any other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued, or otherwise be dealt with (including any sale or transfer of treasury Shares (if any) out of treasury) (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) an issue of Shares under any share option scheme or similar arrangement adopted by the Company from time to time for the grant or issue to any eligible persons thereunder of Shares or rights to acquire Shares in the capital of the Company;
 - (iii) an issue of Shares as scrip dividends or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company in force from time to time; or
 - (iv) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20% of the aggregate number of issued Shares (excluding treasury Shares, if any) on the date of passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of the Shares which may be repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued Shares (excluding treasury Shares, if any) on the date of the passing of this resolution);

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same;
- (e) the authority conferred on the Directors of all the powers of the Company to sell or transfer treasury Shares pursuant to paragraph (a) above shall only be exercised after the amendments to the GEM Listing Rules relating to treasury shares have come into effect; and
- (f) for the purpose 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 the articles of association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting;

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

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** conditional upon the passing of resolutions nos. 5 and 6 as set out in the notice convening the Meeting (“**Notice**”), the general mandate granted to the Directors to allot, issue and deal with additional Shares in the capital of the Company pursuant to resolution no. 6 as set out in the Notice be and is hereby extended by the addition thereto (including any sale or transfer of treasury Shares (if any) out of treasury) of a number representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 5 as set out in the Notice, provided that such number of Shares shall not exceed 10% of the number of issued Shares as at the date of passing of this resolution.”

SPECIAL RESOLUTION

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

“**THAT** the fourth amended and restated articles of association of the Company in the form of the document marked “A” produced to the Meeting and, for the purpose of identification, signed by the chairman of the Meeting, which restates the existing third amended and restated articles of association of the Company to reflect all of the proposed amendments referred to in Appendix III to the circular of the Company dated 15 May 2026, be and are hereby approved and adopted as the fourth amended and restated articles of association of the Company in substitution for, and to the exclusion of, the existing third amended and restated articles of association of the Company with immediate effect after the close of the Meeting, and that the Directors be and are hereby authorised to do all things necessary to implement the adoption of the fourth amended and restated articles of association of the Company.”

On behalf of the Board
Finsoft Financial Investment Holdings Limited
Ms. Tin Yat Yu Carol
Chairman

Hong Kong, 15 May 2026

Registered office:
Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Headquarters, head office and principal place
of business in Hong Kong:*
Unit 708, 7th Floor
Capital Centre
151 Gloucester Road
Wanchai
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one proxy, or if he/she/it is the holder of two or more Shares, more than one proxy to attend and vote in his/her/its stead. A proxy need not be a shareholder of the Company.
2. A form of proxy of the Meeting is published on the website of the Company at www.finsofthk.com and the website of the Stock Exchange at www.hkexnews.hk. The form of proxy shall be signed by the shareholder of the Company or his/her/its attorney duly authorised in writing or, in the case of a corporation, the form of proxy must be made under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event by 11 a.m. on Wednesday, 10 June 2026 or not less than 48 hours before the time appointed for holding any adjournment or postponement of the Meeting.
4. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy previously submitted shall be deemed to be revoked.
5. Where there are joint registered holders of any Share, any one of such persons may vote at the above Meeting (or any adjournment or postponement thereof), either personally or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
6. An explanatory statement as required by the GEM Listing Rules in connection with the repurchase mandate under resolution no. 5 above is set out in Appendix I to the circular of the Company dated 15 May 2026.
7. The record date for the purpose of determining the shareholders who are entitled to attend and vote at the Meeting shall be Friday, 12 June 2026. In order to determine the entitlement of the shareholders of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 9 June 2026 to Friday, 12 June 2026 (both days inclusive), during which period no transfer of Shares can be registered. To qualify for the attendance and voting at the Meeting, shareholders of the Company must ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, 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 Monday, 8 June 2026.
8. If typhoon signal number 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in effect/hoisted any time after 8:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at <https://www.finsofthk.com> to notify the shareholders of the Company of the date, time and place of the rescheduled Meeting. The Meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders of the Company should decide on their own whether they would attend the Meeting under bad weather condition bearing in mind their own situations.
9. References to time and dates in this notice are to Hong Kong time and dates.

NOTICE OF ANNUAL GENERAL MEETING

10. As at the date of this notice, the Board consists of three executive Directors, namely Ms. Tin Yat Yu Carol (Chairman), Ms. Tin Wun Yan Kelly (Chief Executive Officer) and Mr. Yu Kwan Nam Gabriel, one non-executive Director, namely Mr. Lo Kai Pong, and three independent non-executive Directors, namely Mr. Hon Ming Sang, Mr. Tang Shu Pui Simon and Mr. Hung Ka Hai Clement.