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

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If you are in doubt as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in **SINOMEDIA HOLDING LIMITED**, you should at once hand this circular and proxy form enclosed herein to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**SinoMedia**<sup>®</sup>  
**SINOMEDIA HOLDING LIMITED**  
**中視金橋國際傳媒控股有限公司**  
*(Incorporated in Hong Kong with limited liability)*  
(Stock Code: 00623)

**(1) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES**  
**(2) RE-ELECTION OF DIRECTOR**  
**(3) DECLARATION OF FINAL DIVIDEND**  
**(4) PROPOSED CHANGE OF COMPANY NAME**  
**(5) PROPOSED ADOPTION OF NEW**  
**ARTICLES OF ASSOCIATION**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of SinoMedia Holding Limited (the “**Company**”) to be held at United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on 11 June 2026, Thursday, at 3:00 p.m. is set out on pages 111 to 116 of this circular.

If a Typhoon Signal No. 8 or above or a Black Rainstorm Warning Signal or “extreme conditions” as defined under the Listing Rules is in force at or at any time after 12:00 noon on the date of the meeting and/or the Hong Kong Observatory has announced at or before 12:00 noon on the date of the meeting that either of the above mentioned warnings is to be issued within the next two hours, the meeting will be adjourned. The Company will publish an announcement to notify Shareholders of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.

Whether or not you are able to attend the annual general meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

28 April 2026

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong, on 11 June 2026, Thursday, at 3:00 p.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice dated 28 April 2026 for convening the AGM and included in this circular
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors (including non-executive Directors and independent non-executive Directors)
“Buy-back Mandate”	a general mandate to the Directors to buy back such number of Shares not exceeding 10% of the total number of issued Shares of the Company (excluding treasury shares) as at the date of approval of the mandate (subject to adjustment in case of any Share consolidation or subdivision after the mandate has been approved, provided that the maximum number of securities that may be bought back as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same)
“Change of Company Name”	change of the Company’s name from “SinoMedia Holding Limited 中視金橋國際傳媒控股有限公司” to “Golden Bridge Group Holdings Limited 金橋集團控股有限公司”
“Close Associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	SinoMedia Holding Limited (中視金橋國際傳媒控股有限公司), a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 00623)

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## DEFINITIONS

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“Companies Ordinance”	Companies Ordinance, Chapter 622 of the laws of Hong Kong
“Core Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Memorandum and Articles”	the existing Memorandum and Articles adopted by special resolution at an annual general meeting of the Company held on 23 May 2012
“General Extension Mandate”	a general mandate to the Directors to add to the General Mandate any Shares representing the number of Shares bought back under the Buy-back Mandate
“General Mandate”	a general mandate to the Directors to allot, issue Shares and/or otherwise deal with the Shares (including the sale or transfer of treasury shares out of treasury) not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of approval of the mandate (subject to adjustment in case of any Share consolidation or subdivision after the mandate has been approved, provided that the maximum number of securities that may be allotted, issued and/or otherwise dealt with (including any sale or transfer of treasury shares out of treasury as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same)
“Group”	the Company and its Subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	9 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Memorandum”	the memorandum of association of the Company as amended from time to time
“New Articles”	the new Articles proposed to be adopted by the shareholders by way of a special resolution at the AGM
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan for the purposes of this circular
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) in the share capital of the Company or, if there is a subdivision, reduction, consolidation, or reconstruction of the share capital of the Company, the shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary/Subsidiaries”	any entity which falls within the meaning of the term “Subsidiary” as defined in the Listing Rules and the term “Subsidiaries” shall be construed accordingly
“Takeovers Code”	The Code on Takeovers and Mergers published by the Securities and Futures Commission of Hong Kong
“treasury shares”	has the meaning ascribed thereto under the Listing Rules, and as amended from time to time
“%”	per cent

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LETTER FROM THE BOARD

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**SinoMedia**<sup>®</sup>

**SINOMEDIA HOLDING LIMITED**

**中視金橋國際傳媒控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 00623)

*Executive Directors:*

Mr. Chen Xin (*Chairman*)

Ms. Liu Jinlan

Mr. Li Zongzhou

Ms. Liu Zhiyi

*Registered office:*

Unit 417, 4th Floor, Lippo Centre, Tower Two

No. 89 Queensway

Admiralty

Hong Kong

*Independent Non-executive Directors:*

Mr. Qi Daqing

Ms. Ip Hung

Dr. Tan Henry

Dr. Zhang Hua

*Principal Places of Business:*

7/F, The Place — SinoMedia Tower

No. 9 Guanghua Road

Chaoyang District

Beijing, PRC

Unit 15D

Xintian International Plaza

No. 450 Fushan Road

Pudong New District

Shanghai, PRC

28 April 2026

*To the Shareholders,*

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES**

**(2) RE-ELECTION OF DIRECTOR**

**(3) DECLARATION OF FINAL DIVIDEND**

**(4) PROPOSED CHANGE OF COMPANY NAME**

**(5) PROPOSED ADOPTION OF NEW**

**ARTICLES OF ASSOCIATION**

**AND**

**NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the following proposals to be put forward at the AGM for the Shareholder's consideration and, if thought fit, approval of:

- (a) the granting to the Directors of the General Mandate;
- (b) the granting to the Directors of the Buy-back Mandate;
- (c) the granting to the Directors of the General Extension Mandate;
- (d) the re-election of Directors;
- (e) the declaration of final dividend;
- (f) the proposed Change of Company Name; and
- (g) the proposed adoption of the New Articles.

### VARIOUS MANDATES

On 11 June 2025, resolutions for the General Mandate, Buy-back Mandate and the General Extension Mandate were passed by the Shareholders and all the aforesaid mandates will lapse at the conclusion of the forthcoming AGM.

#### **(a) General Mandate**

An ordinary resolution will be proposed at the AGM to approve the granting of the General Mandate. The new General Mandate, if granted, will allow the Directors to allot, issue and/or otherwise deal with any Shares (including the sale or transfer of treasury shares out of treasury) prevailing up to 20% of the number of issued Shares of the Company (excluding treasury shares) as at the date of passing the relevant resolution (subject to adjustment in case of any Share consolidation or subdivision after the mandate has been approved, provided that the maximum number of securities that may be allotted, issued and/or otherwise dealt with (including any sale or transfer of treasury shares out of treasury) as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same).

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, the number of issued Shares of the Company was 467,826,370 fully paid-up Shares. Subject to the passing of the resolution granting the General Mandate and on the basis that no further Shares will be allotted and issued or bought back (including the sale or transfer of treasury shares out of treasury) from the Latest Practicable Date and up to the date of the AGM, exercise in full of the General Mandate could result in up to new issue (or sale or transfer (for the case of treasury shares)) of 93,565,274 Shares (subject to adjustment in case of any Share consolidation or subdivision after the mandate has been approved, provided that the maximum number of securities that may be allotted, issued and/or otherwise dealt with (including any sale or transfer of treasury shares out of treasury) as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same). There is no present intention for any issuance of Shares pursuant to the General Mandate.

### **(b) Buy-Back Mandate**

An ordinary resolution will be proposed at the AGM to approve the granting of the Buy-back Mandate. The new Buy-back Mandate, if granted, will allow the Directors to exercise all the powers of the Company to buy back its own Shares on market through the Stock Exchange or on another recognised stock exchange not exceeding 10% of the number of issued Shares of the Company (excluding treasury shares) as at the date of passing the relevant resolution (subject to adjustment in case of any Share consolidation or subdivision after the mandate has been approved, provided that the maximum number of securities that may be bought back as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same).

Subject to the passing of the proposed resolution granting the Buy-back Mandate and on the basis that there were 467,826,370 fully paid-up Shares as at the Latest Practicable Date and no Shares will be issued or bought back by the Company from the Latest Practicable Date to the date of AGM, the Company will be allowed under the Buy-back Mandate to buy back a maximum of 46,782,637 Shares (subject to adjustment in case of any Share consolidation or subdivision after the mandate has been approved, provided that the maximum number of securities that may be bought back as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same). The Directors may consider conducting buy-back of Shares on market through the Stock Exchange pursuant to the Buy-back Mandate depending on the market conditions and funding arrangements at the time, and only if such buy-backs will benefit the Company and its Shareholders as a whole.

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## LETTER FROM THE BOARD

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An explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to be sent to the Shareholders in relation to the Buy-back Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary for Shareholders to make an informed decision on whether to approve the relevant resolution at the AGM.

### (c) General Extension Mandate

It is recommended that the General Extension Mandate be granted to the Directors permitting them, after the grant of the Buy-back Mandate referred to above, to add to the General Mandate any Shares bought back pursuant to the Buy-back Mandate.

The authority conferred on the Directors by the General Mandate, the Buy-back Mandate and the General Extension Mandate would continue in force until 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 law or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in a general meeting.

### 3. RE-ELECTION OF DIRECTORS

In accordance with Article 105 of the Articles, at each annual general meeting, not less than one-third of the Directors for the time being shall retire from office by rotation and, under the code on corporate governance of the Company, every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every 3 years. All retiring Directors shall be eligible for re-election.

Accordingly, the following Directors (the “**Retiring Directors**” and each a “**Retiring Director**”) shall retire from office by rotation or hold office until the AGM (as the case may be).

<b>Name</b>	<b>Position</b>
(a) Mr. Chen Xin	Executive Director
(b) Ms. Ip Hung	Independent Non-executive Director
(c) Dr. Zhang Hua	Independent Non-executive Director

All of them, being eligible, will offer themselves for re-election at the AGM.

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## LETTER FROM THE BOARD

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Recommendations to the Board for the proposed re-election of Mr. Chen Xin as an executive Director and each of Ms. Ip Hung and Dr. Zhang Hua as an Independent Non-executive Director were made by the Nomination Committee, having considered the nomination policy of the Company and taking into account a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company.

Further, if re-elected, all the aforesaid Directors, subject to the terms agreed otherwise which expire earlier, will be subject to rotation, removal, vacation or termination of their offices as Directors as set out in the Articles or the disqualification to act as a Director under the Articles, the laws of Hong Kong and the Listing Rules. Their particulars required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

### **Recommendation of the Nomination Committee on re-election of independent non-executive Directors**

The Nomination Committee has taken into account the nomination policy and procedures adopted by the Company in making the recommendation to the Board for the election of each Retiring Director. In particular, as regards the independent non-executive Directors, the Nomination Committee has assessed them against the following nomination criteria applicable to independent non-executive Directors:

- (a) willingness and ability to make sufficient time commitment to the affairs of the Company in order to effectively perform the duties of a Director, including attendance at and active participation in Board and Board committee meetings, which will include considering the other responsibility of the relevant candidate (such as other directorships held in public companies the securities of which are listed any securities market in Hong Kong or overseas and other major appointments, if any) and the effort and time that may be required by the candidate in fulfilling such role;
- (b) accomplishments of the candidate in his or her field;
- (c) outstanding professional and personal reputation; and
- (d) the candidate's ability to meet the independence criteria for directors established in the Listing Rules (for independent non-executive Directors).

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## LETTER FROM THE BOARD

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The Nomination Committee has reviewed the written confirmation of independence of Ms. Ip Hung and Dr. Zhang Hua based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that each of them remains independent in accordance with Rule 3.13 of the Listing Rules.

In addition, the Nomination Committee has evaluated their performance and considers that each Retiring Director has provided valuable contributions to the Company and has demonstrated their abilities to provide independent, balanced and objective view to the Company's affairs.

The Nomination Committee is also of the view that each Retiring Director has brought and would continue to bring to the Board their own perspective, skills and experience, as further described in their biographies in Appendix II to this circular. For instance, Dr. Zhang Hua has brought his experience in the field of capital markets and corporate finance to the supervision of the Group's financial reporting function.

The nomination of each Retiring Director was made in accordance with the Nomination Policy of the Company and took into account the diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the Board Diversity Policy of the Company. With their strong and diversified educational background and professional experience, the Nomination Committee considers that each Retiring Director can contribute to the diversity of the Board.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed each of Mr. Chen Xin, Ms. Ip Hung and Dr. Zhang Hua to stand for election as a Director at the AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the proposition of their respective recommendation for re-election by the Shareholders at the AGM.

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## LETTER FROM THE BOARD

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### 4. PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 10 April 2026 in relation to, among other things, the proposed Change of Company Name. The Board proposes to change the name of the Company from “SinoMedia Holding Limited 中視金橋國際傳媒控股有限公司” to “Golden Bridge Group Holdings Limited 金橋集團控股有限公司”.

#### (a) Conditions for the Change of Company Name

The Change of Company Name is subject to the satisfaction of the following conditions (the “Change of Name Conditions”):

- (i) the passing of a special resolution by the Shareholders at the AGM approving the Change of Company Name; and
- (ii) the issuance of the certificate of change of name by the Registrar of Companies in Hong Kong confirming the Change of Company Name.

Subject to the satisfaction of the Change of Name Conditions, the Change of Company Name will take effect from the date of issuance of the certificate of change of name by the Registrar of Companies in Hong Kong.

#### (b) Effect of the Change of Company Name

The Change of Company Name will not affect any rights of the Shareholders and the Company’s daily operations and financial position. Once the Change of Company Name becomes effective, any issue of share certificates of the Company thereafter will be in the new name of the Company and the Shares will be traded on the Stock Exchange in the new name of the Company.

All existing share certificates of the Company in issue bearing the present name of the Company shall, after the Change of Company Name has become effective, continue to be evidence of title to such Shares and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new name of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange will also be changed after the Change of Company Name becomes effective.

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## LETTER FROM THE BOARD

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### (c) Reasons for the Change of Company Name

The Board considers that the proposed Change of Company Name will provide the Company with a more defined corporate image and identity, which aligns with the Company's strategic focus and is expected to benefit its future business development.

Therefore, the Board considers that the proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

### 5. PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION

The Board proposes to adopt the New Articles for the purposes of, among other things, (i) enabling the Company to hold hybrid and electronic meetings and permitting electronic voting, to allow the Shareholders to virtually attend, participate and vote by means of specified conferencing application and/or communication facilities, and making corresponding amendments on the related proceedings and procedures as regards the general meetings of the Company; (ii) bringing the Articles in line with the Companies Ordinance in relation to the implementation of the treasury share regime for Hong Kong incorporated listed companies, the promotion of paperless corporate communication, and by removing outdated references and reflecting other changes in companies law; (iii) aligning with the Listing Rules amendments in relation to the further expansion of the paperless listing regime and implementation of the uncertificated securities market regime; and (iv) incorporating certain minor consequential and housekeeping amendments.

In view of the substantial amendments proposed to be made in the Existing Memorandum and Articles, the Board proposes that a new set of Articles consolidating all the proposed amendments be adopted to substitute for, and to the exclusion of, the Existing Memorandum and Articles by way of a special resolution to be approved by Shareholders at the AGM.

Details of the major proposed changes to the Articles are set out in Appendix III to this circular. The full text of the New Articles, marked to show changes to the Existing Memorandum and Articles, are set out in Appendix IV to this circular. The New Articles is written in English. The Chinese translation of the New Articles is for reference only and in case there are inconsistencies between the English version and the Chinese version, the English version shall prevail.

The legal adviser to the Company has confirmed that the proposed New Articles conform with the requirements of the Listing Rules and does not violate the applicable laws of Hong Kong. The Company also confirms that there is nothing unusual about the proposed New Articles for a company listed on the Stock Exchange.

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## LETTER FROM THE BOARD

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The proposed adoption of the New Articles is subject to the satisfaction of the following conditions:

- (i) the approval of the Shareholders by way of passing a special resolution at the AGM; and
- (ii) the Change of Company Name becoming effective.

### **6. ANNUAL GENERAL MEETING**

The AGM Notice is set out on pages 111 to 116 of this circular and a form of proxy for use at the AGM is herein enclosed.

Whether or not you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the AGM or any adjournment thereof should you so desire.

### **7. FINAL DIVIDEND**

The Board has recommended the declaration of a final dividend to be paid out of the distributable profits of the Company to the Shareholders whose names appear on the register of members of the Company on 18 June 2026, Thursday. An ordinary resolution will be proposed at the AGM to declare the final dividend.

### **8. CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from 8 June 2026, Monday to 11 June 2026, Thursday (both dates inclusive), for the purposes of determining the entitlements of the Shareholders to attend and vote at the AGM. No transfer of the Shares may be registered during the said period. The record date for determining the entitlements of the Shareholders to attend and vote at the AGM is 11 June 2026, Thursday. In order to qualify to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, by no later than 4:30 p.m. on 5 June 2026, Friday.

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## LETTER FROM THE BOARD

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The register of members of the Company will be closed from 17 June 2026, Wednesday to 18 June 2026, Thursday (both dates inclusive), for the purposes of determining the entitlements of the Shareholders to the proposed final dividend upon the passing of relevant resolution. No transfer of the Shares may be registered during the said period. The record date for determining the entitlements of the Shareholders to the proposed final dividend is 18 June 2026, Thursday. In order to qualify for the proposed final dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, by no later than 4:30 p.m. on 16 June 2026, Tuesday.

### 9. VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Treasury shares, if any, registered in the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, treasury shares, if any, pending withdrawal from and/or transfer through CCASS shall not bear any voting rights at the Company's general meeting(s). Accordingly, the voting on all resolutions at the AGM will be conducted by way of poll.

### 10. RECOMMENDATION

The Board considers that the resolutions proposed in the AGM Notice, including the proposed adoption of the New Articles and proposed Change of Company Name, are all in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of all resolutions to be proposed at the AGM.

### 11. RESPONSIBILITY OF THE DIRECTORS

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

Yours faithfully,  
By order of the Board  
**SinoMedia Holding Limited**  
**Chen Xin**  
*Chairman*

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## **APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK OF SHARES**

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This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the new Buy-back Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the number of issued Shares of the Company was 467,826,370 fully paid-up Shares.

Subject to the passing of the resolution granting the new Buy-back Mandate and on the basis that no further Shares will be allotted and issued or bought back from the Latest Practicable Date to the date of the AGM, the Directors would be allowed under the Buy-back Mandate to buy back up to 46,782,637 Shares, representing 10% of the number of issued Shares of the Company (excluding treasury shares) as at the Latest Practicable Date (subject to adjustment in case of any Share consolidation or subdivision after the mandate has been approved, provided that the maximum number of securities that may be bought back as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same), during the period from the date of resolution granting the Buy-back Mandate until 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 law or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in a general meeting.

### **2. REASONS FOR BUY-BACKS**

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to have a general authority from Shareholders to enable the Directors to buy back Shares in the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or earnings per Share and will only be made if the Directors believe that such buy-backs will benefit the Company and its Shareholders as a whole.

### **3. FUNDING OF BUY-BACKS**

In buying-back Shares, the Company may apply funds legally available for such purpose from distributable profit or funds from a new issue in accordance with its Articles and the Companies Ordinance.

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## **APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK OF SHARES**

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The Companies Ordinance provides that the amount of capital payment in connection with a share buy-back may only be paid from the distributable profits of the Company and/or the proceeds of a new issue of shares made for the purpose of the buy-back to such extent allowable under the Companies Ordinance.

On the basis of the combined net tangible assets of the Group as at 31 December 2025, and taking into account the current working capital position of the Group, the Directors consider that there would be no material adverse effect on the working capital and gearing position of the Group in the event that the Buy-back Mandate was to be exercised in full at any time during the proposed buy-back period. Nevertheless, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### **4. EFFECT UNDER THE TAKEOVERS CODE AND ON MINIMUM PUBLIC HOLDING**

If, as the result of a Share buy-back, 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 Rule 32 of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert (depending on the level of increase of the Shareholders' interest) could as a result of increase of its or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Assuming that no further Shares will be allotted and issued or bought back from the Latest Practicable Date to the date of the AGM, on exercise in full of the Buy-back Mandate, the number of issued Shares will decrease from 467,826,370 to 421,043,733.

As at the Latest Practicable Date, for the purpose of Part XV of the SFO, Ms. Liu Jinlan beneficially interested in 2,800,000 Shares (representing approximately 0.60% of the number of issued Shares of the Company as at the Latest Practicable Date); each of Ms. Liu Jinlan, and Tricor Equity Trustee Limited as the trustee of UME Trust, DFS (No. 2) Trust and CLH Trust, is taken to be have an interest in the same block of 262,122,169 Shares (representing approximately 56.03% of the number of issued Shares of the Company as at the Latest Practicable Date); and each of Mr. Chen Xin, and Tricor Equity Trustee Limited as the trustee of MHS Trust, DFS (No. 1) Trust and CLH Trust, is taken to be have an interest in the same block of 258,469,165 Shares (representing approximately 55.25% of the number of issued Shares of the Company as at the Latest Practicable Date). While Ms. Liu Jinlan is the founder of UME Trust, DFS (No. 2) Trust and CLH Trust and Mr. Chen Xin is the founder of MHS Trust, DFS (No. 1) Trust and CLH Trust,

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## APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK OF SHARES

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Ms. Liu Jinlan and Mr. Chen Xin are the only beneficiaries of the CLH Trust which asset comprises 210,982,513 Shares held through CLH Holding Limited and its wholly owned subsidiaries.

Accordingly, for the purpose of the Takeovers Code, Ms. Liu Jinlan and Mr. Chen Xin are concert parties and are taken to have interests in a total of 312,408,821 Shares, representing approximately 66.78% of the total number of issued Shares of the Company (excluding treasury shares) as at the Latest Practicable Date.

If, which is not presently contemplated, the Directors exercise in full the power to buy back Shares under the Buy-back Mandate, the shareholding of Ms. Liu Jinlan and Mr. Chen Xin in aggregate would be increased from 66.78% to 74.20% of the then number of issued Shares of the Company as a result of a decrease in the issued Shares. In the opinion of the Directors, such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any buy-back made under the Buy-back Mandate. As at the Latest Practicable Date, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to buy back Shares pursuant to the Buy-back Mandate.

The Company has no intention to exercise the Buy-back Mandate to the effect that it will result in the public float to fall below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

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**APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK OF SHARES**

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**5. SHARE PRICE**

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

	Share Price	
	Highest (HK\$)	Lowest (HK\$)
<b>2025</b>		
April	2.49	1.94
May	2.85	2.12
June	2.98	2.10
July	2.68	2.13
August	2.87	2.19
September	2.78	2.28
October	2.43	2.00
November	2.09	1.87
December	2.00	1.75
<b>2026</b>		
January	2.15	1.88
February	2.06	1.90
March	2.06	1.69
April (up to the Latest Practicable Date)	2.03	1.88

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**APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK OF SHARES**

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**6. BUY-BACK OF SHARES**

The Company bought back an aggregate of 3,217,000 Shares on the Stock Exchange during the six months preceding the Latest Practicable Date, details of which are as follows:

<b>Date</b>	<b>No. of Shares Bought-back</b>	<b>Highest price paid per Share (HK\$)</b>	<b>Lowest price paid per Share (HK\$)</b>	<b>Total Amount Paid (HK\$)</b>
18 December 2025	107,000	1.83	1.76	193,700
29 December 2025	152,000	1.93	1.86	290,060
30 December 2025	160,000	1.93	1.91	308,090
2 January 2026	194,000	1.95	1.92	376,190
5 January 2026	51,000	1.95	1.94	99,230
6 January 2026	105,000	1.95	1.94	204,270
7 January 2026	73,000	1.95	1.94	142,050
8 January 2026	117,000	1.95	1.95	228,150
12 January 2026	300,000	1.96	1.94	585,620
13 January 2026	300,000	1.96	1.93	586,240
14 January 2026	350,000	1.96	1.90	680,660
15 January 2026	350,000	1.96	1.94	685,760
16 January 2026	350,000	1.96	1.93	683,100
19 January 2026	89,000	1.98	1.95	174,690
21 January 2026	11,000	1.98	1.98	21,780
28 January 2026	508,000	2.08	2.03	1,041,400
Total	<u>3,217,000</u>			<u>6,300,990</u>

Saved as disclosed herein, the Company had not bought back any Shares in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

**7. GENERAL**

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any Close Associates of any Director, have any present intention in the event that the Buy-back Mandate is approved by the Shareholders to sell any Shares to the Company.

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## **APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK OF SHARES**

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No Core Connected Person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Buy-back Mandate is approved by Shareholders.

The Directors will exercise the power of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

Neither this explanatory statement nor the Buy-back Mandate has any unusual features.

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## APPENDIX II DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

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Set out below are details of the Directors who are proposed to be elected or re-elected at the AGM.

### 1. Mr. Chen Xin

aged 59, has been an executive Director since November 2006. He was appointed as the chairman of the Board in December 2007 and is primarily responsible for the strategic development, financial planning and investment management of the Group. Mr. Chen has thirty-eight years of experience in the media industry, and obtained the title of senior journalist in 1999. From 1988 to 2004, he has worked for Xinhua News Agency as a reporter, a correspondent at the Australian bureau, director of central government news gathering and director of news distribution for overseas service successively. Mr. Chen received his bachelor of science degree in genetics from Fudan University in 1986, completed a master's course in international news from Fudan University in 1988 and received an EMBA degree from the Cheung Kong Graduate School of Business in 2006. Mr. Chen is the husband of Ms. Liu Jinlan, the chief executive officer of the Company and an executive Director, and the father of Ms. Liu Zhiyi, an executive Director. Mr. Chen is also a director of various other subsidiaries of the Company.

Mr. Chen has entered into a service contract with the Company pursuant to which he is not entitled to any director's fees, but he is entitled to salary and discretionary bonus determined with reference to his experience, duties and responsibilities within the Company, the Company's performance and prevailing market condition.

As at the Latest Practicable Date, Mr. Chen was deemed to be interested in 258,469,165 Shares which were held by three discretionary trusts, namely MHS Trust, DFS (No. 1) Trust and CLH Trust, all founded by Mr. Chen. Out of such 258,469,165 Shares, 210,982,513 Shares were held by CLH Trust and Mr. Chen is also a beneficiary of the trust.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen (i) does not hold any other positions with the Company or any other members of the Group; (ii) has not held any other directorships at present or in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and does not have other major appointments and professional qualifications; (iii) has no interest in the Shares within the meaning of Part XV of the SFO; and (iv) does not have any relationships with any other Directors, senior management or any substantial or controlling shareholders of the Company.

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## APPENDIX II DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

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### 2. Ms. Ip Hung

aged 56, was appointed as an Independent Non-executive Director in June 2019. Ms. Ip worked in SBI E2 Capital Group from June 2000 to October 2008 and was the head of equity before leaving office. Ms. Ip was the chief executive of Oriental Patron Securities Limited from April 2009 to November 2016 and has been an investment committee member of the Oriental Patron Financial Group during the period. Prior to working in the finance industry, she was a financial reporter of Hong Kong Economic Journal. Ms. Ip is currently a Senior Strategy Adviser of Oriental Patron Financial Group. Ms. Ip obtained a bachelor degree in communication from Hong Kong Baptist University, and a master degree in humanities from Warwick University.

Ms. Ip has entered into a letter of appointment with the Company pursuant to which she is entitled to directors' fee of HK\$200,000 per annum, subject to review by the remuneration committee of the Company.

Save as disclosed above, as at the Latest Practicable Date, Ms. Ip (i) does not hold any other positions with the Company or any other members of the Group; (ii) has not held any other directorships at present or in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and does not have other major appointments and professional qualifications; (iii) has no interest in the Shares within the meaning of Part XV of the SFO; and (iv) does not have any relationships with any other Directors, senior management or any substantial or controlling shareholders of the Company.

### 3. Dr. Zhang Hua

aged 63, was appointed as an Independent Non-executive Director in June 2020. Dr. Zhang is a professor in the Department of Finance in The Chinese University of Hong Kong. Professor Zhang has extensive experience in executive training. His main research interests are in investments, capital markets, corporate finance and fixed income and derivative securities. Dr. Zhang currently serves as an independent non-executive director of Jutal Offshore Oil Services Limited (3303.HK) since January, 2024. Dr. Zhang obtained a bachelor degree in engineering from Tianjin University, and a master degree in business administration and a Ph.D. degree in Finance from McGill University.

Dr. Zhang has entered into a letter of appointment with the Company pursuant to which he is entitled to director's fee of HK\$200,000 per annum, subject to review by the remuneration committee of the Company.

## APPENDIX II DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

Save as disclosed above, as at the Latest Practicable Date, Dr. Zhang (i) does not hold any other positions with the Company or any other members of the Group; (ii) has not held any other directorships at present or in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and does not have other major appointments and professional qualifications; (iii) has no interest in the Shares within the meaning of Part XV of the SFO; and (iv) does not have any relationships with any other Directors, senior management or any substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information in respect of each of Mr. Chen Xin, Ms. Ip Hung and Dr. Zhang Hua to be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders in relation to the appointment of each of Mr. Chen Xin, Ms. Ip Hung and Dr. Zhang Hua.

### DIRECTORS' EMOLUMENTS

The amounts of emoluments received for the year ended 31 December 2025 by each of the above Directors to be re-elected at the AGM are set out in the table below:

Director	Fees (RMB'000)	Salaries, allowances and benefits in kind (RMB'000)	Discretionary bonuses (RMB'000)	Contribution to defined retirement plan (RMB'000)	Total remuneration (RMB'000)
Mr. Chen Xin	—	856	—	100	956
Ms. Ip Hung	183	—	—	—	183
Dr. Zhang Hua	183	—	—	—	183

The emoluments to be received in 2026 by the above Directors to be re-elected at the AGM will be determined by the Board based on the adopted remuneration policy reviewed by the remuneration committee of the Company, with reference to the Director's qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration of similar position.

### OTHER INFORMATION

If elected or re-elected at the AGM, all the aforesaid Directors, subject to the terms agreed otherwise which expire earlier, will be subject to the rotation, removal, vacation or termination of such offices as set out in the Articles or the disqualification to act as a Director under the Articles, the laws of Hong Kong and the Listing Rules. Save as disclosed herein, the above Directors did

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## **APPENDIX II DETAILS OF DIRECTORS STANDING FOR RE-ELECTION**

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not in the past three years up to the Latest Practicable Date hold any directorship in any listed public company in Hong Kong or overseas, did not as at the Latest Practicable Date have other major appointments and professional qualifications, any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance and any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company, and there is no information which is discloseable or are/were the above Directors to be re-elected involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules, and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

The Existing Memorandum and Articles will be replaced in their entirety by the New Articles. Set out below is a summary of the major areas of the Proposed Amendments to the Existing Memorandum and Articles, which will be incorporated into the New Articles immediately upon the passing of Special Resolution No. 10 at the AGM.

**(A) AMENDMENTS TO INCORPORATE MANDATORY CHANGES UNDER THE COMPANIES ORDINANCE WITH EFFECT FROM 3 MARCH 2014**

**(i) Abolition of memorandum of association**

The Companies Ordinance no longer requires a Hong Kong incorporated company to have a memorandum of association. The New Articles shall become the single constitutional document of the Company. Given it is no longer mandatory for Hong Kong companies to have an objects clause to define the scope of corporate capacity, the objects clause in the Memorandum will be eliminated and will not be included in the New Articles.

As a result of the abolition of the Memorandum, certain consequential amendments are incorporated into the New Articles, namely, the inclusion of the mandatory provisions in the New Articles to state the Company's name, that members' liability is limited, and information regarding the founder members' capital and initial shareholding in the Company upon incorporation.

The information of the initial subscribers, initial share capital of the Company and other relevant information as required under the Companies Ordinance are set out in the footnote to the section "SHARE CAPITAL".

**(ii) No par regime for share capital**

The Companies Ordinance adopted a mandatory system of no par for all Hong Kong companies having a share capital, and retired the concept of par value for all shares.

As a result of which, the New Articles have removed references to par or nominal value of the Shares and modified the provisions concerning the alteration of share capital.

**(iii) References to authorised share capital, share premium, share premium account and capital redemption reserve becoming redundant**

Adoption of the no par regime also leads to the following changes being incorporated into the New Articles: (I) removal of references to authorised share capital; (II) removal of references to share premium and share premium account as Shares are no longer issued at a premium to par value; and (III) removal of references to capital redemption reserve as Shares no longer have par value and therefore no transfer is made to a capital redemption reserve when Shares are redeemed or bought back by the Company.

**(iv) Variation of class right**

New Article 12 reflects the position under the Companies Ordinance (a) which requires the written consent of holders representing at least 75% of the total voting rights of holders of shares in a class to be provided in order for the rights of that class to be varied; and (b) in relation to the quorum requirements for a variation of class rights meeting.

**(B) AMENDMENTS TO INCORPORATE OTHER RELEVANT CHANGES UNDER THE COMPANIES ORDINANCE WITH EFFECT FROM 3 MARCH 2014**

**(i) Directors' power to refuse to register transfers without giving reasons (New Article 35, 36)**

The New Articles reflect the position under the Companies Ordinance which requires a company to provide a statement of reasons when the registration of a share transfer is refused, if requested by the transferee or the transferor.

**(ii) Repeal of power to issue stock and bearer warrants (Existing Articles 44–47)**

The Companies Ordinance repealed the powers of a company to issue stock and bearer warrants. Accordingly, the New Articles no longer contain such references.

**(iii) Alternation of capital (New Article 48)**

New Article 48 is streamlined to align with section 170 of the Companies Ordinance, which gives a company the statutory power to alter its share capital in a number of ways, subject to any exclusion or restriction in the company's articles.

**(iv) References to general meeting (New Articles 54 to 56)**

The New Articles do not refer to “extraordinary general meetings” of the Company as the concept of an “extraordinary general meeting” is no longer available under the Companies Ordinance. All general meetings of a company (other than its annual general meetings) are simply referred to as “general meetings”.

**(v) Special business (Existing Article 58)**

The Companies Ordinance no longer provides for the distinction between general and special business in a general meeting. Existing Article 58 which differentiates between business that is transacted at an annual general meeting and other “special business” is being deleted for the sake of consistency with the Companies Ordinance.

**(vi) Poll (New Article 64)**

The New Articles reflects the position under the Companies Ordinance as regards the threshold for demanding a poll, being 5% of the total voting rights or five members having the right to vote at a general meeting.

**(vii) Appointment and termination of proxy by electronic means (New Articles 80, 82B)**

Under the Companies Ordinance, so long as a company has provided an electronic address in the instrument of proxy issued by the company, a shareholder may send an instrument appointing a proxy or a notice of termination of a proxy to the company through electronic means. The Company has incorporated electronic means of appointing and terminating a proxy by Shareholders into the New Articles.

**(viii) Scope of directors’ declaration of interests (New Article 115)**

The Companies Ordinance has broadened Directors’ obligations on declaration of interests. Where a director or his connected entities is interested, directly or indirectly, in a transaction, contract or arrangement with a company that is significant in relation to a company’s business, and the director’s or the connected entities’ interest is material, he will be required to declare the “nature and extent” of the interest of himself and his connected entities in accordance with the timing and procedural requirements under the Companies Ordinance. These changes have been reflected in the New Articles.

**(ix) Execution of documents under seal (New Article 134)**

Under the Companies Ordinance, the keeping and use of the common seal of a company has become optional. The New Articles have included provisions to allow the Company to execute a document in a specified manner to have the same effect as if they had been executed under seal.

**(C) HYBRID AND VIRTUAL MEETINGS AND ELECTRONIC VOTING (NEW ARTICLES 54, 56, 57A TO 59)**

The New Articles have incorporated updated provisions by expressly allowing the Company to hold hybrid or fully virtual general meetings at more than one location in any part of the world using virtual meeting technology to be specified in the notice of the relevant general meetings or as determined by the Board. Shareholders or their proxies attending a general meeting at any meeting location(s), whether physically or virtually, other than the principal meeting location(s) being the main physical location where the general meeting is held, shall be entitled to vote and be counted in the quorum and exercise their rights to listen, speak and vote at the meeting. Persons seeking to attend and participate in virtual or hybrid meetings shall be responsible for maintaining adequate technology, communication equipment and electronic facilities to enable them to do so. Attendance by any Director (including the chairman of the meeting) by using virtual meeting technology shall be deemed to be present at that meeting.

The New Articles provide that every notice calling a general meeting shall include all the information required to be disclosed under the Companies Ordinance, the Listing Rules and other applicable regulations, which includes, among others, the day and time of the general meetings, the meeting location(s) and the virtual meeting technology to be used (if any), as may be decided by the Board.

The New Articles also provide that votes at a general meeting may be cast by electronic means as the Board or the chairman of the meeting may determine.

**(D) CONDUCT OF GENERAL MEETINGS (NEW ARTICLES 59D, 63A)**

New Article 59D outline the power of the chairman of the general meetings to interrupt or adjourn the meeting without the consent of the meeting and the power of the Board and/or the chairman of the general meetings in making necessary arrangements for managing attendance, participation and/or voting at general meetings. These amendments allow the Company to conduct general meetings more flexibly and to ensure the security and orderly conduct of general meetings in line with current market practice.

New Article 63A empowers the Board or the chairman of the general meetings to postpone or rearrange the meeting to another date and/or time and/or change the meeting location(s) without Shareholders' approval in circumstances where it is in its or his opinion impracticable, unreasonable or undesirable to hold such meeting, and the Board to specify in the notice of general meeting the circumstances under which a rearrangement of the general meeting may occur automatically (e.g. where a gale warning or black rainstorm warning is in force). These changes improve the efficiency and flexibility in the conduct of the business of the general meetings.

**(E) TREASURY SHARES (NEW ARTICLE 53A)**

The Companies Ordinance has been amended to enable Hong Kong listed issuers to make use of the treasury share regime under the Listing Rules to hold the shares bought back in treasury and sell or transfer treasury shares subject to certain restrictions. These changes have been reflected in the New Articles to provide greater flexibility for the Company to manage its capital by holding and disposing of treasury shares, subject to the requirements of the Companies Ordinance and the Listing Rules.

Article 53A clarifies the rights of holder(s) of any treasury shares under the New Articles and such rights shall be subject to any applicable requirements and restrictions under the Companies Ordinance and the Listing Rules.

Other consequential changes have been made in the New Articles for the purpose of the treasury share regime.

**(F) ELECTRONIC DISSEMINATION OF CORPORATE COMMUNICATIONS (NEW ARTICLES 160, 160A, 160B, 160C AND 164)**

The Listing Rules permit listed issuers to send or otherwise make available the corporate communications to their shareholders using electronic means or make the corporate communications available on their website and the Stock Exchange's website for the purpose of dissemination of corporate communications with effect from 31 December 2023.

The Companies Ordinance has been amended to allow Hong Kong incorporated companies to adopt an implied consent mechanism for disseminating corporate communications to shareholders by means of a website with effect from 17 April 2025.

The New Articles reflect these changes by allowing the Company to send or supply corporate communications by means of a website without seeking prior consent from each Shareholder and allowing the Shareholders to request for corporate communications to be sent or supplied to them in hard copy form or electronic form, subject to the Companies Ordinance and the Listing Rules.

**(G) UNCERTIFICATED SECURITIES MARKET REGIME (NEW ARTICLES 15 AND 169B)**

The Stock Exchange has recently announced that the Listing Rules will be amended to, among other things, facilitate the implementation of Uncertificated Securities Market (“USM”). The amended Listing Rules will require an issuer of Prescribed Securities (as defined in the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)) to amend the provisions in its constitutional documents to ensure that they do not conflict with laws and regulations related to its Prescribed Securities becoming participating securities, including provisions and terms regarding the holding of or transfer of title to the Prescribed Securities.

New Article 15 allows Shareholders to hold their shares in uncertificated form through an uncertificated securities registration and transfer system, the Central Clearing and Settlement System or other approved system in compliance with the Listing Rules and other applicable laws and regulations.

New Article 169B provides that the Company shall facilitate the holding, transfer, and registration of its shares or other prescribed securities in uncertificated form through electronic means in compliance with all applicable laws and regulations and is authorised to take all reasonably practicable steps to support electronic communication with securities holders.

Other consequential changes have been made in the New Articles for the purpose of the USM regime.

**(H) ELECTRONIC PAYMENT OF CORPORATE ACTION PROCEEDS (ARTICLE 169A)**

The New Articles permits the Company to pay dividend or other corporate action proceeds to Shareholders by such method or combination of methods (including by cheque or funds transfer system or other electronic means) as determined by the Board for compliance with the recently amended Listing Rules and other applicable laws.

**(I) OTHER MINOR CHANGES**

The New Articles has incorporated other consequential changes which result from the above changes and ancillary changes for the sake of keeping the New Articles more in line with the Companies Ordinance, the Listing Rules currently in force and the practice of the Company.

*The following is the full text of the New Articles marked-up against the Existing Memorandum and Articles:*

~~Certificate of Incorporation~~Business Registration No. 77383432366836

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

(As adopted by a special resolution passed on 11 June 2026 and  
effective on [•] 2026)

OF

**SINOMEDIA HOLDING GOLDEN BRIDGE GROUP  
HOLDINGS LIMITED**  
**中視金橋國際傳媒控股有限公司金橋集團控股有限公司**

~~—(Named changed on 8 November 2007)—~~

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Incorporated the 24<sup>th</sup> day of October 2001

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HONG KONG

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**THE COMPANIES ORDINANCE (Chapter 32)**

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**Company Limited by Shares**

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**MEMORANDUM OF ASSOCIATION**

**OF**

**CTV GOLDEN BRIDGE INTERNATIONAL  
ADVERTISING (HK) CO., LIMITED**

**中視金橋國際廣告(香港)有限公司**

Note (1)

1. ~~The name of the Company is CTV GOLDEN BRIDGE INTERNATIONAL ADVERTISING (HK) CO., LIMITED 中視金橋國際廣告(香港)有限公司.~~

Note (1)

2. ~~The Registered Office of the Company will be situated in Hong Kong.~~

3. ~~The Company has the capacity and the rights, powers and privileges of a natural person and the objects for which the Company is established are unrestricted and shall include, but without limitation, the following:~~

- |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                   |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>(1) <del>To purchase or otherwise acquire and undertake the whole or any part of the business, goodwill, assets and liabilities of any person, firm or company; to acquire an interest in, amalgamate with or enter into partnership, joint venture or profit sharing arrangements with any person, firm or company; to promote, sponsor, establish, constitute, form, participate in, organise, manage, supervise and control any corporation, company, syndicate, fund, trust, business or institution.</del></p> | <p>(2) <del>To import, export, buy, sell (wholesale and retail), exchange, barter, let on hire, distribute and otherwise deal in and turn to account goods, materials, commodities, produce and merchandise generally in their prepared, manufactured, semi-manufactured and raw state.</del></p> |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <p>(3) <del>To purchase or otherwise acquire and hold, in any manner and upon any terms, and to underwrite and deal in shares, stocks, debentures, debenture stock, annuities and foreign exchange, foreign currency deposits and commodities, and from time to time to vary any of the</del></p> |

- same, and to exercise and enforce all rights and powers incidental to the Company's interest therein, and to carry on business as an investment trust, and to invest or deal with the monies of the Company not immediately required for its operations in such manner as the Company may think fit.
- (4) To enter into, carry on and participate in financial transactions and operations of all kinds.
- (5) To manufacture, construct, assemble, design, repair, refine, develop, alter, convert, refit, prepare, treat, render marketable, process and otherwise produce materials, fuels, chemicals, substances and industrial, commercial and consumer products of all kinds.
- (6) To carry on business as insurance brokers and agents, and underwriting agents in all classes of insurance and as insurance advisers and consultants, pensions and investment advisers, consultant assessors, average adjusters and mortgage brokers; to carry on the business of an insurance and guarantee company in all its branches.
- (7) To apply for, register, purchase or otherwise acquire and protect, prolong, and renew, in any part of the world, any intellectual and industrial property and technology of whatsoever kind or nature and licences, protections and concessions therefore, and to use, turn to account, develop, manufacture, experiment upon, test, improve and licence the same.
- (8) To purchase or otherwise acquire and to hold, own, licence, maintain, work, exploit, farm, cultivate, use, develop, improve, sell, let, surrender, exchange, hire, convey or otherwise deal in lands, mines, natural resources, and mineral, timber and water rights, wheresoever situate, and any interest, estate and rights in any real, personal or mixed property and any franchises, rights, licences or privileges, and to collect, manage, invest, reinvest, adjust, and in any manner to dispose of the income, profits, and interest arising therefrom.
- (9) To improve, manage, develop, sell, let, exchange, invest, reinvest, settle, grant licences, easements, options, servitudes and other rights over, or otherwise deal with all or any part of the Company's property, undertaking and assets (present and future) including uncalled capital, and any of the Company's rights, interests and privileges.
- (10) To acquire, sell, own lease, let out on hire, administer, manage, control, operate, construct, repair, alter, equip, furnish, fit out, decorate, improve and otherwise undertake and deal in engineering and construction works, buildings, projects, offices and structures of all kinds.
- (11) To carry on business as consulting engineers in all fields including without limitation civil, mechanical, chemical, structural, marine, mining, industrial, aeronautical, electronic and electrical

- engineering, and to provide architectural, design and other consultancy services of all kinds.
- (12) To purchase or otherwise acquire, take in exchange, charter, hire, build, construct, own, work, manage, operate and otherwise deal with any ship, boat, barge or other waterborne vessel, hovercraft, balloon, aircraft, helicopter or other flying machine, coach, wagon, carriage (however powered) or other vehicle, or any share or interest therein.
- (13) To establish, maintain, and operate sea, air, inland waterway and land transport enterprises (public and private) and all ancillary services.
- (14) To carry on the business of advisers, consultants, researchers, analysts and brokers of whatsoever kind or nature in all branches of trade, commerce, industry and finance.
- (15) To provide or procure the provision of every and any service or facility required by any person, firm or company.
- (16) To provide agency, corporate, office, business and management consultancy services, and to act as consultants, analysts and advisors to any person, firm or company or any business, governmental or other undertaking in respect of management, administration, manufacture, marketing, sales, distribution, finance, costing, design, research, industrial relations and otherwise howsoever and to act as nominee, custodian, director, secretary, registrar, book keeper, manager, broker, agent or trustee, and to administer the estates of deceased persons and undertake and execute any trust in accordance with the terms of the deed or other instrument or law creating such trust.
- (17) To carry on all or any of the businesses of shippers and ship owners, ship and boat builders, charterers, shipping and forwarding agents, ship managers, wharfingers, lightermen, stevedores, packers, storers, fishermen and trawlers.
- (18) To carry on all or any of the businesses of hoteliers and restaurateurs and sponsors, managers and licencees of all kinds of sporting, competitive, social and leisure activities and of clubs, associations and social gatherings of all kinds and purposes.
- (19) To carry on business as auctioneers, appraisers, valuers, surveyors, land and estate agents.
- (20) To carry on business as farmers, graziers, dealers in and breeders of livestock, horticulturists and market gardeners.
- (21) To carry on all or any of the businesses of printers, publishers, designers, draughtsmen, journalists, press and literary agents, tourist and travel agents, advertisers, advertising and marketing agents and contractors, personal and promotional representatives, artists, sculptors, decorators, illustrators,

- photographers, film makers, producers and distributors, publicity agents and display specialists.
- (22) To establish and carry on institutions of education, instruction or research and to provide for the giving and holding of lectures, — scholarships, — awards, exhibitions, classes and meetings for the promotion and advancement of education or the dissemination of knowledge generally.
- (23) To design, invent, develop, modify, adapt, alter, improve and apply any object, article, device, appliance, utensil or product for any use or purpose whatsoever.
- (24) To develop, acquire, store, licence, apply, assign, exploit all and any forms of computer and other electronic software, programs — and — applications — and information, databases and reference material and computer, digital and other electronic recording, retrieval, processing and storage media of whatsoever kind and nature.
- (25) To engage in the provision or processing of — communications — and telecommunications services, information retrieval — and — delivery, — electronic message, electronic commerce, internet and database services.
- (26) To carry on business as jewellers, goldsmiths, silversmiths and bullion dealers and to import, export, buy, sell and deal in (wholesale and retail) jewellery, gold, silver and bullion, gold and silver plate, articles of value, objects of art and such other articles and goods as the company thinks fit, and to establish — factories — for — culturing, processing and manufacturing goods for the above business.
- (27) To carry on any other business or activity and do any act or thing which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with any of the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's property or assets or otherwise to advance the interests of the Company or its Members.
- (28) To enter into any commercial or other arrangements with any government, authority, corporation, company or person and to obtain or enter into any legislation, orders, charters, contracts, decrees, rights, privileges, licences, franchises, permits and concessions for any purpose and to carry out, exercise and comply with the same and to make, execute, enter into, commence, carry on, prosecute and defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements, and schemes and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.

- (29) ~~To take out insurance in respect of any and all insurable risks which may affect the Company or any other company or person and to effect insurance (and to pay the premiums therefore) in respect of the life of any person and to effect re-insurance and counter-insurance, but no business amounting to fire, life or marine insurance business may be undertaken.~~
- (30) ~~To lend and advance money and grant and provide credit and financial or other accommodation to any person, firm or company.~~
- (31) ~~To borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, perpetual or otherwise, and if the Company thinks fit charged upon all or any of the Company's property (both present and future) and undertaking including its uncalled capital and further, if so thought fit, convertible into any stock or shares of the Company or any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance.~~
- (32) ~~To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging~~
- ~~all or part of the undertaking, property, assets and rights (present and future) and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any monies whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by Section 2 of the Companies Ordinance (Cap. 32)) of the Company or of the Company's holding company or is otherwise associated with the Company in its business, and to act as agents for the collection, receipt or payment of money, and to enter into any contract of indemnity or suretyship (but not in respect of fire, life and marine insurance business).~~
- (33) ~~To draw, make, accept, endorse, negotiate, discount, execute, issue, purchase or otherwise acquire, exchange, surrender, convert, make advances upon, hold, charge, sell and otherwise deal in bills of exchange, cheques, promissory notes, and other negotiable instruments and bills of lading, warrants, and other instruments relating to goods.~~
- (34) ~~To give any remuneration or other compensation or reward (in cash or securities or in any other manner the Directors may think fit) to any person for services rendered or to be rendered in the~~

- conduct or course of the Company's business or in placing or procuring subscriptions of or otherwise assisting in the issue of any securities of the Company or any other company formed or promoted by the Company or in which the Company may be interested in or about the formation or promotion of the Company or any other company as aforesaid.
- (35) To grant or procure pensions, allowances, gratuities and other payments and benefits of whatsoever nature to or for any person and to make payments towards insurances or other arrangements likely to benefit any person or advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.
- (36) To pay all expenses preliminary or incidental to the formation and promotion of the Company or any other company and the conduct of the business of the Company or any other company.
- (37) To procure the Company to be registered or recognised in any territory.
- (38) To cease carrying on and wind up any business or activity of the Company, and to cancel any registration of and to wind up and procure the dissolution of the Company in any territory.
- (39) To distribute any part of the undertaking, property and assets of the Company among its creditors and Members in specie or in kind but so that no distribution amounting to a reduction of capital may be made without the sanction (if any) for the time being required by law.
- (40) To appoint agents, experts and attorneys to do any and all of the above matters and things on behalf of the Company or any thing or matter for which the Company act as agent or in any other way whatsoever interested or concerned in any part of the world.
- (41) To do all and any of the above matters or things in any part of the world and either as principal, agent, contractor, trustee, or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others, and generally upon such terms and in such manner and for such consideration and security (if any) as the Company shall think fit including the issue and allotment of securities of the Company in payment or part payment for any property acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (42) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

~~And it is hereby declared that the word “company” in this clause shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in Hong Kong or elsewhere and the intention is that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be independent main objects and shall be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.~~

4. ~~The liability of the members is limited.~~

Note(2)

5. ~~The Capital of the Company is HK\$100,000.00 divided into 100,000 shares of HK\$1.00 each and the Company shall have power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified, or other special rights, privileges, restrictions or conditions.~~

We, whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we agree to take the number of shares in the capital of the Company set opposite to our names:—

<b>Name(s), Address(es) and Description(s) of Subscriber(s)</b>	<b>Number of Share(s) Taken by each Subscriber</b>
<p><b>Name:</b> LIN JIN LAN (劉金蘭)  <b>Address:</b> 7, Lane 2, Yu Hai Yuan, Yu Quan Road, Hai Dian District, Beijing, China.  <b>Occupation:</b> President</p> <p>(s.d. LIN JIN LAN)  .....  <b>Signature</b></p>	80,000
<p><b>Name:</b> LIU BAOFU (劉保孚)  <b>Address:</b> 1006, Building 36, Ba Li Zhuang, Hai Dian District, Beijing, China.  <b>Occupation:</b> Consultant</p> <p>(s.d. LIU BAOFU)  .....  <b>Signature</b></p>	20,000
<p>Total Number of Share(s) Taken and total amount of share capital subscribed by the initial subscribers.....</p>	<p>100,000  HK\$100,000.00</p>

DATED THIS 16<sup>TH</sup> DAY OF OCTOBER 2001

WITNESS to the above signature(s):

(s.d. ~~Yeung Mui Kwan, David~~)

.....  
**Yeung Mui Kwan, David**  
**Rooms 1005-6, 10/F., Alliance Building,**  
**130-136 Connaught Road Central, HK**  
**Occupation: Accountant**

*Notes:*

- (1) ~~On 8 November 2007, the name of the Company has been changed to SINOMEDIA HOLDING LIMITED.~~
- (2) ~~On 20 November 2006, the authorized share capital of the Company was increased to HK\$210,236 divided into 160,000 ordinary shares and 50,236 HK Series A Shares, each of par value HK\$1.00.~~

~~On 1 November 2007, shareholders of the Company approved the subdivision of the shares, pursuant to which the authorized share capital of the Company was changed from 160,000 ordinary shares and 50,236 HK Series A Shares, each of par value HK\$1.00, into 160,000,000 ordinary shares and 50,236,000 HK Series A Shares, each of par value HK\$0.001.~~

~~On 31 December 2007, the Company approved the conversion of 50,236,000 HK Series A Shares into the same number of ordinary shares in the Company by way of a resolution of shareholders. As a result, the Company had a total authorized share capital of 210,236,000 ordinary shares of HK\$0.001 each.~~

~~On 24 April 2008, the authorized share capital of the Company was sub-divided into 672,755,200 shares of HK\$0.0003125 each, pursuant to a resolution passed by shareholders of the Company.~~

~~On 27 May 2008, shareholders of the Company passed a resolution approving the increase of the authorized share capital of the Company to HK\$562,500 divided into 1,800,000,000 shares of HK\$0.0003125 each.~~

THE COMPANIES ORDINANCE (CHAPTER 622)Public Company Limited by Shares**ARTICLES OF ASSOCIATION****of****SINOMEDIA HOLDING GOLDEN BRIDGE GROUP**  
**HOLDINGS LIMITED****中視金橋國際傳媒控股有限公司金橋集團控股有限公司**

(~~Embodied all amendments passed~~ As adopted by a special resolution passed  
on 11 June 2026 and effective on [•] 2026~~23 May 2012~~)

**PRELIMINARY INTERPRETATION**

1. (1) In these articles the following words shall have the following meanings:

**“Actionable Corporate Communication”** has the meaning ascribed to it in the Listing Rules;

**“announcement”** means any official publication of a notice or document of the Company, including any 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;

**“applicable laws and regulations”** ~~includes the Listing Rules;~~ includes without limitation, the Companies Ordinance and every other ordinance for the time being in force concerning companies and affecting the Company, the Listing Rules and any rules prescribed by the Stock Exchange and applicable to the Company from time to time;

**“articles”** means the articles of the Company in their present form and all supplementary, amended or substituted articles for the time being in force;

**“ASR Code”** means mean the Code of Conduct for Approved Securities Registrar published by the SFC as from time to time in effect and include any amendments thereof and any other codes or guidelines incorporated therewith, supplementary thereto or substituted therefor;

**“associate”**, ~~in relation to any director~~, has the meaning ascribed to it in the Listing Rules;

**“Auditors”** means the auditors of the Company for the time being;

**“black rainstorm warning”** has the meaning given to it in the Interpretation and General Clauses Ordinance (Cap.1 of the Laws of Hong Kong), as in force from time to time and any amendments thereto or re-enactments thereof for the time being in force and includes every other law or subsidiary legislation incorporated therewith or substituted therefor;

**“business days”** means any day (other than a Saturday or a Sunday) on which the Stock Exchange is generally open for the business of dealing in securities in Hong Kong. ~~For the avoidance of doubt, where the Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these articles be counted as a business day;~~

**“clear days”** means in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

**“Clearing House”** means a recognised clearing house within the meaning of Schedule 1 of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong or a clearing House recognised by the laws of the jurisdiction in which the shares are listed or quoted on a stock exchange in such jurisdiction;

**“Communication Facilities”** includes, without limitation, video, video-conferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities or other virtual meeting technology by means of which all persons participating in a meeting are capable of hearing and being heard by each other and all members’ rights to speak and vote at the meeting are maintained;

**“Company”** means ~~SinoMedia Holding~~Golden Bridge Group Holdings Limited (中視金橋國際傳媒控股有限公司金橋集團控股有限公司);

**“Companies Ordinance” or “the Ordinance”** means the Companies Ordinance (Chapter ~~62232~~ of the Laws of Hong Kong) and any amendments thereto or re-enactment thereof for the time being in force and includes every other ordinance incorporated therewith or substituted therefore and in the case of any such substitution the references in these Articles to the provisions of the Ordinance shall be read as references to the provisions substituted therefore in the new Ordinance;

**“company secretary”** means the company secretary of the Company or any other person or corporation appointed to perform the duties of the company secretary of the Company, including a joint, assistant or deputy secretary;

**“competent regulatory authority”** means a competent regulatory authority in the jurisdiction where the shares of the Company are listed or quoted on a stock exchange in such jurisdiction;

**“corporate communication”** has the meaning ascribed to it in ~~rule 1.01~~ of the Listing Rules;

**“corporation”** includes both a company incorporated under the Companies Ordinance as well as a company incorporated outside Hong Kong;

**“directors”** and **“board”** mean the directors of the Company or the directors present at a meeting of directors of the Company at which a quorum is present;

**“electronic facilities”** includes, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise) or virtual medium by means of which all persons participating at a meeting are capable of hearing and being heard by each other;

**“electronic means”** includes sending or otherwise making available to the intended recipient(s) of the communication an electronic communication;

**“gale warning”** has the meaning given to it in the Interpretation and General Clauses Ordinance (Cap. 1 of the Laws of Hong Kong);

**“HKSCC”** means Hong Kong Securities Clearing Limited;

“HKSCCN” means HKSCC Nominees Limited in its capacity as nominee for HKSCC (or any successor thereto) as operator of CCASS and any successor, replacement or assign of HKSCC Nominees Limited as nominee for the operator of CCASS;

“**holder**” means in relation to shares, a member whose name is entered in the register of members as the holder of the shares;

“**Hong Kong**” means the Hong Kong Special Administrative Region of the People’s Republic of China;

“**Hybrid Meeting**” means a general meeting convened for the (i) physical attendance and participation by members and/or proxies at the Principal Meeting Location and where applicable, one or more Meeting Locations and at the same time (ii) virtual attendance and participation by members and/or proxies by means of Communication Facilities;

“**INEDs**” means the independent non-executive Directors elected from time to time;

“**legislation**” means every ordinance (including any orders, regulations or other subordinate legislation made pursuant thereto or thereunder) applying to the Company from time to time;

~~“**listing document**” has the meaning ascribed to it in the Listing Rules and includes any supplemental listing document and any subsequent amendment to the listing document;~~

“**Listing Rules**” means the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;

“**Meeting Location**” means the location or locations at which the board, at its discretion, arranges for person(s) entitled to attend a general meeting to do so through simultaneous attendance and participation by means of technology or electronic facilities;

“**month**” shall mean a calendar month;

“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) or communication to be served, issued, or given by the Company under these articles or pursuant to applicable laws and regulations. For the avoidance of doubt, notice may be provided in physical or electronic form;

“Office” means the registered office of the Company;

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

“Principal Meeting Location” means the main physical location where a general meeting is held;

“rearranged meeting” has the meaning given to it in article 69A(b);

“register” means the register of members of the Company kept pursuant to the Companies Ordinance and includes any branch register kept pursuant to the Companies Ordinance;

“relevant financial documents” has the meaning ascribed to it in section 2(1) of the Companies Ordinance;

“the Seal” means the common seal of the Company or any official seal that the Company may have as permitted by the Companies Ordinance;

“secretary” means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

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

“SFO” means the Securities and Futures Ordinance (Cap.571 of the laws of Hong Kong) as in force from time to time and any amendments thereto or re-enactments thereof for the time being in force and includes every other law or subsidiary legislation incorporated therewith or substituted therefor;

**“share”** means a share in the capital of the Company ~~and includes stock except where a distinction between stock and shares is express or implied;~~

**“Stock Exchange”** means The Stock Exchange of Hong Kong Limited;

**“substantial shareholder”** means a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the Listing Rules from time to time) of the voting power at any general meeting of the Company; ~~and~~

**“summary financial report”** has the meaning ascribed to it in Section 357 ~~section 2(1)~~ of the Companies Ordinance;

**“treasury shares”** means shares repurchased and held by the Company in treasury as permitted under applicable laws and regulations, including shares repurchased by the Company and held or deposited in CCASS for sale or transfer on the Stock Exchange;

**“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 enables title to the shares and securities to be evidenced and transferred without an instrument, and facilitates supplementary and incidental matters;

**“USM Rules”** means the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) made under the Securities and Futures) Ordinance, as in force from time to time and any amendments thereto or re-enactments thereof for the time being in force and includes every other rules or subsidiary legislation incorporated therewith or substituted therefor;

**“Virtual Meeting”** means any general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by means of Communication Facilities.

- (2) Save as aforesaid and unless the context otherwise requires, words and expressions contained in these articles shall bear the same meaning as in the Companies Ordinance.
- (3) Except where otherwise expressly stated, a reference in these articles to any primary or delegated legislation or legislative provision includes a reference to any modification or re-enactment of it for the time being in force.

- (4) In these articles, unless the context otherwise requires:
- (a) words in the singular shall include the plural, and vice versa;
  - (b) words importing any gender shall include every gender and the neuter~~the masculine~~  
~~gender shall include the feminine and neutral and vice versa;~~ and
  - (c) a reference to a person shall include a reference to a natural person, a firm, a body corporate, a partnership, a joint venture, an association and to an unincorporated body of persons (whether corporate or not and whether having a separate legal personality or not).
- (5) In these articles:
- (a) references to writing shall include references to typewriting, printing, lithography, photography and any other mode of representing or reproducing words in a legible and non-transitory form, including for the avoidance of doubt an electronic record (within the meaning of the Electronic Transactions Ordinance (Chapter 553 of the Laws of Hong Kong));
  - (b) references to print, printed, printed copy or printing shall be deemed to include electronic versions or electronic copies;
  - ~~(b)~~(c) references to a power are to a power of any kind, whether administrative, discretionary or otherwise; ~~and~~
  - (d) references to a committee of the directors are to a committee established in accordance with these articles, whether or not comprised wholly of directors;~~;~~
  - (e) references to meeting shall (a) mean a meeting convened and held in any manner permitted by these articles, and for the avoidance of doubt, any member (whether in person, by proxy, or in case of any member not being a natural person, by its duly authorised representative) or director (or any alternative director as the case may be) attending and participating at a meeting by means of Communication Facilities shall be deemed to be present at that meeting for all purposes of the Companies Ordinance and these articles, and the terms attend, participate, attending, participating, attendance, participation, present and presence (and their grammatical derivatives) in the context of meetings shall be construed accordingly, and (b) shall, where the context is appropriate, include (without limitation) a meeting that has been postponed by the board pursuant to article 63A;

- (f) references to a member being present at or attending or participating in a general meeting, whether in person or by proxy, shall mean that such member or proxy is present at a physical venue of the meeting or is participating in the meeting by using the virtual meeting technology as specified by the directors. Accordingly, any references to attending or doing anything at the meeting “in person”, “personally”, “by proxy” and references to “attend”, “participate”, “attending”, “participating”, “attendance” and “participation” and any other similar expressions and their respective grammatical derivatives shall be construed accordingly.
- (g) references to a member’s right to speak at a Virtual 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 and 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 verbatim to all Persons present at the meeting, either orally or in writing using electronic facilities;
- (h) references to place and places within these articles shall be construed, as applicable, only in contexts where a physical location is required or relevant. Reference to a place for the delivery, receipt, or payment of monies, whether by the Company or by any member, 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, virtual, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. References to a place in the notices of meetings (and any adjournments and postponements thereof) 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;
- (e)(i) any reference to the words include, includes and including shall be deemed to be followed by the words without limitation.
- (6) The headings are for convenience only and shall not affect the interpretation of these articles.

COMPANY NAME

1A. The name of the Company is “~~SINOMEDIA HOLDING~~GOLDEN BRIDGE GROUP HOLDINGS LIMITED 中視金橋國際傳媒控股有限公司金橋集團控股有限公司”<sup>1</sup>.

MEMBER’S LIABILITY

1B. The liability of the members is limited.

1C. The liability of the members is limited to any amount unpaid on the shares held by the members.

MODEL ARTICLES EXCLUDED

2. The regulations contained in Schedule 1 (Model Articles for Public Companies Limited by Shares) to the Companies (Model Articles) Notice (Cap. 622H) Table A in the first schedule to the Companies Ordinance do not apply to the Company.

OFFICE

3. The Office shall be at such place in Hong Kong as the directors shall from time to time appoint.

SHARE CAPITAL<sup>2</sup>

4. The authorised share capital of the Company is ~~HK\$562,500, divided into 1.8 billion ordinary shares of HK\$0.0003125 each~~Intentionally deleted.

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<sup>1</sup> On 8 November 2007, the name of the Company has been changed from “CTV GOLDEN BRIDGE INTERNATIONAL ADVERTISING (HK) CO., LIMITED 中視金橋國際廣告(香港)有限公司” to “SINOMEDIA HOLDING LIMITED 中視金橋國際傳媒控股有限公司”. On [•] 2026, the name of the Company has been changed from “SINOMEDIA HOLDING LIMITED 中視金橋國際傳媒控股有限公司” to “GOLDEN BRIDGE GROUP HOLDINGS LIMITED 金橋集團控股有限公司”.

<sup>2</sup> On the Company’s formation and as at 16 October 2001, the initial paid-up share capital of the Company was HK\$100,000 divided into 100,000 Shares (all of which were fully paidup or regarded as fully paidup), of which 80,000 Shares and 20,000 Shares were respectively allotted and issued to Liu Jin Lan (劉金蘭) and Liu Baofu (劉保孚), each being an initial subscriber of the Company. The total number of Shares taken up and the total amount of share capital subscribed by the initial subscribers were 100,000 shares and HK\$100,000 respectively. The 20,000 Shares then held by Liu Baofu were subsequently transferred to Liu Jin Lan on 29 June 2005.

5. Subject to the provisions of the Companies Ordinance and without prejudice to any special rights attached to any existing shares, any share may be issued with such rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may by ordinary resolution determine (or, if the Company has not so determined, as the directors shall determine).
6. Subject to the provisions of the Companies Ordinance, any share may be issued, with the sanction of a special resolution, which is or is to be liable to be redeemed at the option of the Company or the holder on such terms and in such manner as may be provided by these articles. In the event of purchase for redemption of the redeemable share, the following provisions shall apply:
  - (a) purchases not made through the market or by tender shall be limited to a maximum price; and
  - (b) if purchases are by the tender, tenders shall be available to all shareholders alike.
7. Subject to the provisions of the Companies Ordinance and these articles, the unissued shares in the Company shall be at the disposal of the directors, who may offer, allot, grant options over or otherwise dispose of them to such persons and on such terms as the directors think fit. ~~No share shall be issued at a discount except in accordance with the provisions of the Companies Ordinance.~~
8. The directors may, subject to the approval by the members in general meeting, issue warrants or other rights and grant options to subscribe for any class of shares or securities of the Company on such terms as the directors may from time to time determine. ~~Where warrants are issued to the bearer, no certificate thereof shall be issued to replace the one that has been lost unless the directors are satisfied beyond reasonable doubt that the original certificate thereof has been destroyed and the Company has received an indemnity in such form as the directors may think fit with regard to the issue of any such replacement certificate.~~
9. The Company may exercise the powers of paying commissions conferred by the Companies Ordinance. Subject to the provisions of the Companies Ordinance, any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of share capital pay such brokerage as may be lawful and exercise all powers of paying interest out of capital.
10. Except as required by law and save for treasury shares, no person shall be recognised by the Company as holding any share upon any trust and (except as otherwise provided by these articles or by law) the Company shall not be bound by or required to recognise (even when

having notice thereof) any equitable, contingent, future or partial interest in any share or in any fractional part of a share or any other rights in respect of any share except an absolute right to the entirety of it in the registered holder.

11. No person shall become a member until his name shall have been entered into the register.

#### VARIATION OF RIGHTS

12. Subject to the provisions of the Companies Ordinance, if at any time the capital of the Company is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied, either while the Company is a going concern or during or in contemplation of a winding-up, either with the consent in writing of the holders of 75% of the total voting rights of holders three-quarters in nominal value of the issued shares of that class (excluding any voting rights attached to any shares of that class held as treasury shares), or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class (excluding any voting rights attached to any shares of that class held as treasury shares), but not otherwise. To every such separate meeting, the provisions of these articles relating to general meetings shall apply, but so that the necessary quorum at such meeting (other than an adjourned meeting) shall be no less than two (2) persons together holding or representing by proxy one-third of the total voting rights in nominal value of the issued shares of the class in question (excluding any voting rights attached to any shares of that class held as treasury shares) and at any adjourned meeting ~~two~~ (2) one (1) persons holding shares of that class or by proxy (whatever the number of shares held by them).
13. The provisions of the foregoing article shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the rights whereof are varied.
14. The special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided in the rights attached to or the terms of issue of such shares, be deemed to be altered by the creation or issue of further shares ranking pari passu with them.

#### SHARE CERTIFICATES

15. (1) Every person whose name is entered as a member in the register shall be entitled to hold their shares in uncertificated form through the UNSRT System, the CCASS or other system approved under the SFO and/or the USM Rules or otherwise approved by the SFC or the Stock Exchange, as applicable, in compliance with the Listing Rules and other applicable laws and regulations. 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. Where shares are held in certificated form, every person whose name is entered as a member in the register shall be entitled without payment to receive within the time limit prescribed by the applicable laws and regulations ~~two (2) months after allotment or ten business days of the lodgement of an instrument of transfer duly stamped (or within such other period as the terms of issue shall provide)~~; one certificate for all his shares of any particular class, or if he shall so request, upon payment of a fee (not exceeding the maximum amount as the Stock Exchange may from time to time permit) for every certificate after the first, as the directors shall from time to time determine, such number of certificates for shares in Stock Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in the event of a member transferring part of the shares represented by a certificate in his name a new certificate in respect of the balance thereof shall be issued in his name upon his request without payment.

- (2) Every certificate, if issued, shall be issued under the machine imprinted signature of any two members of the board or the Seal or with the seal imprinted thereon, which for this purpose may be any official seal as permitted by section 126 of the Companies Ordinance, or in such other manner as the board may authorise. The board may either generally or in particular case resolve that the official seal may be affixed to any such certificates by some mechanical means or printed on such certificates. Every share certificate hereafter issued ~~and~~ shall specify the number and class of shares and, if required, the distinctive numbers thereof, to which the certificate relates, ~~and the amount paid up thereon~~ and may otherwise be in such form as the board may from time to time determine. The Company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate or certificates to one of several joint holders shall be a sufficient delivery to all such holders.
- (3) If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on:
- (a) payment of such fee (if any) as may from time to time be permitted under the rules prescribed by the Stock Exchange or the ASR Code (as the case may be); and
  - (b) such other terms (if any) as to evidence and indemnity and payment (in the case of a loss or destruction) of any out-of-pocket expenses incurred by the Company in investigating evidence as the directors may think fit but otherwise free of charge, and (in the case of defacement or wearing-out) on delivery up of the old certificate.

- (4) If at any time the share capital of the Company is divided into different classes of shares, every share certificate issued at that time shall comply with the provisions of the Companies Ordinance, and no certificate shall be issued in respect of more than one class of shares.

**JOINT HOLDERS**

16. Where two (2) or more persons are registered as the holders of any share they shall be deemed to hold the same as joint tenants with the benefit of survivorship, subject to the following provisions:
- (a) the Company shall not be bound to register more than four (4) persons as the holders of any shares except in the case of the legal personal representatives of a deceased member;
  - (b) the joint holders of any shares shall be liable severally as well as jointly in respect of all payments which ought to be made in respect of such shares;
  - (c) on the death of any one of such joint holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such share but the directors may require such evidence of death as they may deem fit;
  - (d) any one of such joint holders may give effectual receipts for any dividend, bonus or return of capital payable to such joint holders; and
  - (e) the Company shall be at liberty to treat the person whose name stands first in the register as one of the joint holders of any shares as solely entitled to delivery of the certificate relating to such share, or to receive notices from the Company, or to attend or vote at general meeting of the Company, and any notice given to such person shall be deemed notice to all the joint holders; but any one of such joint holders may be appointed the proxy of the persons entitled to vote on behalf of such joint holders, and as such proxy to attend and vote at general meetings of the Company, but if more than one of such joint holders be present at any meeting personally or by proxy that one so present whose name stands first in the register in respect of such shares shall alone be entitled to vote in respect thereof.

**LIEN**

17. 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 on all shares (other than fully paid shares) standing registered in the name of a member (whether singly or jointly with any other persons or persons), for all moneys presently payable by such member or his estate to the Company. The directors may declare any share to be wholly or in part exempt from the provisions of this article. The Company's lien on a share shall extend to all amounts payable in respect of it.
18. The Company may sell, in such manner as the directors think fit, any shares on which the Company has a lien, but no sale shall be made unless an amount in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after notice in writing has been given to the holder of the share, or the person entitled to it in consequence of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.
19. To give effect to the sale the directors may authorise some person to execute an instrument of transfer of the share sold to, or in accordance with the directions of, the purchaser and may enter the name of the purchaser or such transferee in the register as holder of the shares and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
20. The net proceeds of the sale, after payment of the costs, shall be applied in payment of so much of the amount for which the lien exists as is presently payable, and any residue shall (subject to a like lien for any amount not presently payable as existed upon the share before the sale) be paid to the person entitled to the share at the date of the sale.

**CALLS ON SHARES AND FORFEITURE**

21. Subject to the terms of allotment, the directors may make calls upon the members in respect of any amounts unpaid on their shares (~~whether in respect of nominal value or premium~~) and each member shall (subject to receiving at least fourteen (14) clear days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the Company of an amount due under it, be revoked or varied in whole or in part and payment of a call may be postponed in whole or part but no member shall be

- entitled to any such revocation or postponement except as a matter of grace and favour. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect of which the call was made.
22. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed.
  23. The joint holders of a share shall be jointly and severally liable to pay all calls in respect of it.
  24. If a call or an instalment of a call remains unpaid after it has become due and payable the person from whom it is due shall pay interest on the amount unpaid, from the day it became due and payable until it is paid at the rate fixed by the terms of allotment of the shares in question or in the notice of the call or, if no rate is fixed, at such rate not exceeding 10 per cent, per annum as the directors may determine, but the directors may waive payment of such costs, charges expenses or interest wholly or in part.
  25. An amount payable in respect of a share on allotment or at any fixed date, ~~whether in respect of nominal value or premium or as an instalment of a call,~~ shall be deemed to be a call duly made and payable on the date on which by the terms of allotment the same became payable and in the case of non-payment, these articles shall apply as if that sum had become due and payable by virtue of a call duly made and notified; and all the provisions herein with respect to the payment of calls and interest thereon, or to the forfeiture of shares for non-payment of calls shall apply to every such amount and the shares in respect of which it is payable in the case of non-payment thereof
  26. No member shall, unless the directors otherwise determine, be entitled to receive any dividend or bonus, or to receive notice of or to be present or vote at any general meeting, either personally, or (save as proxy for another member) by proxy, or to exercise any privileges as member, or be reckoned in a quorum, until he shall have paid all calls or other sums due and payable by him to the Company, whether alone or jointly with any other person with interest and expenses (if any) shall have been paid.
  27. Subject to the terms of allotment, the directors may differentiate between the holders in the amounts and times of payment of calls on their shares.
  28. The directors may receive from any member willing to advance it all or any part of the amount unpaid on the shares held by him (beyond the sums actually called up) as a payment in advance of calls, and such payment shall, to the extent of it, extinguish the liability on the shares in respect of which it is advanced. The Company may pay interest on the amount so

received, or so much of it as exceeds the sums called up on the shares in respect of which it has been received, at such rate (if any) as the member and the directors agree, not exceeding eight (8) per cent, per annum but such member shall not be entitled to participate in respect of the amount paid up in advance thereof in a dividend subsequently declared.

29. If a call or an instalment of a call remains unpaid after it has become due and payable the directors may give to the person from whom it is due not less than fourteen (14) clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued. The notice shall ~~state how that~~~~name the place where~~ payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited. If the notice is not complied with, any shares in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors and the forfeiture shall include all dividends and other amounts payable in respect of the forfeited shares and not paid before such forfeiture. The directors may accept the surrender of any shares liable to be forfeited hereunder and in such cases references in these articles to forfeiture shall include surrender.
30. Subject to the provisions of the Companies Ordinance, any shares so forfeited shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors think fit to any person and, at any time before the disposition, the forfeiture may be cancelled on such terms as the directors determine. Where for the purposes of its disposal a forfeited share is to be transferred to any person, the directors may authorise someone to execute an instrument of transfer of the share to that person.
31. A person any of whose shares have been forfeited shall cease to be a member in respect of them and shall surrender to the Company for cancellation the certificate for the shares forfeited but shall remain liable to the Company for all amounts which at the date of forfeiture were presently payable by him to the Company in respect of those shares with interest at the rate at which interest was payable on those amounts before the forfeiture or, if no interest was so payable, at such rate not exceeding 10 per cent, per annum as the directors may determine from the date of forfeiture until payment, but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.
32. A statutory declaration in writing by a director or the company secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of and he shall be registered as the holder of the share

and shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings relating to the forfeiture or disposal of the share

### TRANSFER OF SHARES

33. The right of members to transfer their fully-paid shares shall not be restricted by any rights of pre-emption (except where permitted by the Stock Exchange).
34. The instrument of transfer ~~of any share~~ shall be in writing and in any usual form or in a form prescribed by the Stock Exchange or in any other form which the directors approve and shall be executed by or on behalf of the transferor and by or on behalf of the transferee and shall be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the board may approve from time to time. The transferor shall be deemed to remain the holder of the share(s) concerned until the name of the transferee is entered in the register in respect thereof. Nothing in these articles shall preclude the directors from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.
35. The directors may, in their absolute discretion ~~and without giving any reason~~, refuse to register the transfer of a share which is not fully paid. They may also refuse to register a transfer of a share unless ~~the instrument of transfer~~:
- (a) where the transfer is effected by an instrument of transfer, the instrument of transfer is lodged, duly stamped, at the Office or at such other place as the directors may appoint and is accompanied by the certificate for the share to which it relates (if any), and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer and a fee as permitted under the rules prescribed by the Stock Exchange;
  - (b) where the transfer is effected by an instrument of transfer, the instrument of transfer is in respect of only one class of share;
  - (c) in the case of a transfer to joint holders, the instrument of transfer is in favour of not more than four (4) joint transferees;
  - (d) the shares concerned are free of any lien in favour of the Company; and

- (e) such other conditions as the directors may from time to time impose for the purpose of guarding against losses arising from forgery are satisfied.
36. If the directors refuse to register a transfer of any share, they 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 notice of such refusal. Upon request by the transferor or transferee, the directors shall, within 28 days after receiving the request, (i) send the person who made the request a statement of the reasons; or (ii) register the transfer.~~If the directors refuse to register a transfer of a share, they shall within 10 business days after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal in accordance with the Companies Ordinance.~~
37. The registration of transfers of shares or of any class of shares may be suspended at such times and for such periods as the directors may, in accordance with the Companies Ordinance, from time to time determine either generally or in respect of any class of shares.
38. The Company shall be entitled to charge a fee as may be permitted under the rules prescribed by the Stock Exchange on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney, or other instrument or document relating to or affecting the title to any share.
39. The Company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the directors refuse to register shall (except in the case of fraud or where fraud is suspected) be returned to the person lodging it when notice of the refusal is given.

#### TRANSMISSION OF SHARES

40. If a member dies the survivor or survivors where he was a joint holder, or his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the Company as having any title to his interest; but nothing in this article shall release the estate of a deceased member whether sole or joint, from any liability in respect of any share which had been solely or jointly held by him.
41. A person becoming entitled to a share or shares in consequence of the death or, bankruptcy or winding-up of a member or otherwise by operation of law or by court order may, upon such evidence being produced as the directors may properly require, elect either to become registered as the holder of the share or to have some person nominated by him registered as the transferee. If he elects to become the holder he shall give notice to the Company to that effect. If he elects to have another person registered he shall execute an instrument of transfer

of the share to that person. All the provisions of these articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer signed by the member and the death or bankruptcy of the member had not occurred including the director's right to refuse or suspend registration.

42. A person becoming entitled to shares by reason of the death, bankruptcy or winding-up of a member or otherwise by operation of law or by court order shall have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to attend or vote at any general meeting or at any separate meeting of the holders of any class of shares. Provided always that the directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied within 60 days the director may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.
43. Any person to whom the right to any shares in the Company has been transmitted by operation of law shall, if the directors refuse to register the transfer, be entitled to call upon the directors to furnish within 28 days a statement of the reason for the refusal.

#### **STOCK**

44. Intentionally Deleted~~The Company may by ordinary resolution convert any paid up shares into stock and reconvert any stock into paid up shares of any denomination. After the passing of any resolution converting all the fully paid up shares of any class into stock any shares of that class which subsequently become fully paid up and rank pari passu in all other respects with such shares shall, by virtue of this article and such resolution, be converted into stock transferable in the same units as the shares already converted.~~
45. Intentionally Deleted~~A holder of stock may transfer the same or any part thereof in the same manner, and subject to the same provisions of these articles, as would have applied to the shares from which the stock arose if the shares had not been converted, or as near thereto as circumstances admit; but the directors may fix the minimum amount of stock transferable at an amount not exceeding the nominal amount of any of the shares from which the stock arose. No warrants to bearer shall be issued in respect of any stock.~~
46. Intentionally Deleted~~A holder of stock shall, according to the amount of the stock held by him, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if he held the shares from which the stock arose, but no~~

~~such privilege or advantage (except participation in the dividends and profits of the Company and assets on a winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.~~

47. ~~Intentionally Deleted~~ All the provisions of these articles applicable to paid-up shares shall apply to stock, and the words “share” and “member” shall include “stock” and “stockholder” respectively.

#### ALTERATION OF CAPITAL

48. The Company may from time to time by ordinary resolution alter its share capital in any one or more of the ways permitted by the Companies Ordinance.:

- ~~(a) increase its share capital by new shares of such amount as the resolution prescribes;~~
- ~~(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;~~
- ~~(c) subject to the provisions of the Companies Ordinance, sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association;~~
- ~~(d) determine that, as between the shares resulting from such a sub-division, any of them may have any preference or advantage as compared with the others;~~
- ~~(e) divide its shares into several classes and attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions, provided always that where the Company issues shares which do not carry voting rights, the words “non-voting” shall appear in the designation of such shares and where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words “restricted voting” or “limited voting”;~~
- ~~(f) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled; or~~
- ~~(g) make provision for the issue and allotment of shares which do not carry any voting rights.~~

49. The general meeting resolving to create any new shares may direct that the same or any of them, shall be offered in the first instance, ~~and either at par or at a premium or (subject to the provisions of the Companies Ordinance) at a discount,~~ to all the existing holders of any class of shares in the capital of the Company, in proportion to the number of shares of such class held by them respectively, or make any other provisions as to the issue and allotment of the new shares, and in default of any such direction, the new shares shall be at the disposal of the directors and article 77 shall apply thereto.
50. Subject to the Companies Ordinance and any direction or determination to the contrary that may be given in accordance with the powers contained in these articles, all new shares created ~~pursuant to article 50~~ shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission of shares, forfeiture, lien or otherwise as the existing shares of the Company.
51. Whenever as a result of any consolidation or subdivision of shares any difficulty arises, the directors may settle such difficulty as they think expedient and, in particular, if any members would become entitled to fractions of a share, the directors may on behalf of those members sell to any person (including, subject to the provisions of the Companies Ordinance, the Company) the shares representing the fractions and distribute the net proceeds of sale in due proportion among those members or retain the net proceeds for the benefit of the Company, and the directors may authorise some person to execute an instrument of transfer of the shares to or in accordance with the directions of the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
52. Subject to the provisions of the Companies Ordinance and the articles, ~~t~~The Company may by special resolution reduce its share capital or any other undistributable reserve in any manner; ~~any capital redemption reserve fund and any share premium account in any manner and with,~~ and subject to, ~~any incident authorised and consent required by law.~~

#### **PURCHASE OF OWN SHARES AND FINANCIAL ASSISTANCE FOR PURCHASE BY OTHERS**

53. The Company may exercise any powers conferred or permitted by the Companies Ordinance or any other ordinance from time to time to purchase or otherwise acquire its own shares (including any redeemable shares), or to give, directly or indirectly, by means of a loan, guarantee, the provision of security or otherwise, 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 in the Company, regardless of whether such shares so bought back or acquired are to be cancelled or to be held or deposited as treasury shares (to the extent permitted by the

Companies Ordinance and the Listing Rules). ~~and~~—s~~h~~ould the Company purchase or otherwise acquire its own shares, neither the Company nor the directors shall be required to select the shares to be purchased or otherwise acquired rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares 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 or given in accordance with any relevant rules or regulations issued by the Stock Exchange, the Securities & Futures Commission or the relevant regulator or authorities from time to time in force. For the purpose of this article, “shares” includes shares, warrants and any other securities convertible into shares which are issued from time to time by the Company.

### TREASURY SHARES

- 53A (1) Subject to the Companies Ordinance and the Listing Rules, shares that have been purchased or redeemed by the Company or any shares of the Company surrendered to it may be held as treasury shares. Shares held by the Company as treasury shares shall continue to be classified as treasury shares until such shares are either cancelled or transferred as the board may determine on such terms and subject to such conditions as it in its absolute discretion thinks fit in accordance with the Companies Ordinance and subject to the Listing Rules.
- (2) No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company’s assets (including any distribution of assets to members on a winding up) may be declared or paid in respect of a treasury share.
- (3) The Company (and/or its nominee(s)) shall be entered in the register as the holder of the treasury shares provided that:
- (a) the Company (and/or its nominee(s)) shall not be treated as a member for any purpose and shall not exercise any right in respect of the treasury shares, and any purported exercise of such a right shall be void; and
- (b) a treasury share shall not be voted, directly or indirectly, at any general meeting and shall not be counted in determining the total voting rights in respect of shares or any class of shares at any given time, whether for the purposes of these articles or the Companies Ordinance, save that an allotment of shares as fully paid bonus shares in respect of treasury shares is permitted and shares allotted as fully paid bonus shares in respect of treasury shares shall be treated as treasury shares upon such allotment.

- (4) Subject to the Companies Ordinance and the Listing Rules, treasury shares may be disposed of by the Company on such terms and conditions as determined by the Board.

### GENERAL MEETINGS

54. The Company shall in each financial year hold a general meeting as its annual general meeting in accordance with the requirements of the Companies Ordinance in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; ~~and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.~~ The annual general meeting shall be held at such time and place (which, in the case of a Virtual Meeting or a Hybrid Meeting, includes a virtual place) or in such mode and manner as the directors shall appoint. All general meetings ~~other than annual general meetings shall be called extraordinary general meetings (including any annual general meeting, any extraordinary general meeting, any adjourned meeting or rearranged meeting)~~ may be held as a Physical Meeting in accordance with the requirements of the Companies Ordinance at one or more locations in any part of the world as provided in article 56, as a Hybrid Meeting or as a Virtual Meeting, as may be determined by the board in its absolute discretion.
55. The directors may, whenever they think fit, convene ~~an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by the Companies Ordinance.~~ Such requisition must be made in accordance with the requirements of the Companies Ordinance. Any meeting convened under this article by the requisitionists shall be a Physical Meeting at only one location which will be the Principal Meeting Location~~If at any time there are not within Hong Kong sufficient directors capable of acting to form a quorum, any director or any two (2) members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.~~

### NOTICE OF GENERAL MEETINGS

56. Subject to the provisions of the Companies Ordinance, an annual general meeting ~~and an extraordinary general meeting called for the passing of a special resolution~~ shall be called by notice in writing of not less than twenty-one (21) clear days and not less than twenty (20) clear business days, whereas all other ~~extraordinary general meetings~~ (other than an adjourned meeting or a rearranged meeting) shall be called by notice in writing of not less than fourteen (14) clear days and not less than ten (10) clear business days. ~~The notice~~ Subject to article 59D in relation to an adjourned meeting and article 63A in relation to a rearranged meeting, the notice of a general meeting 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~~, (i) the day and the time of meeting, (ii) save for a Virtual Meeting, the Meeting Location and (if the meeting is to be held in 2 or more places), the principal place of the meeting (the “Principal Meeting Location”)~~and, and, in the case of special business the general nature of such business, and (iii) in the case of an annual general meeting shall specify the meeting as such, and (iv) details of the Communication Facilities for attendance and participation at any Hybrid Meeting or Virtual Meeting.~~ Notice of a general meeting shall be given to such persons as are, under these articles, entitled to receive such notices from the Company. There shall appear on every such notice with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him and that a proxy need not be a member of the Company. Subject to the provisions of the Companies Ordinance, a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing at least holding not less than ninety-five (95) per cent of the total voting rights at the meeting of all the members (excluding any voting rights attached to any shares in the Company held as treasury shares)in nominal value of the shares giving that right.

57. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting. In cases where instruments of proxy are sent out with notices, the accidental omission to send such instrument of proxy to, or the non-receipt of such instrument of proxy by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

57A. The Company may hold a general meeting as a Physical Meeting, a Hybrid Meeting or a Virtual Meeting, as may be determined by the directors at their absolute discretion from time to time. The directors may make arrangements for members to attend and participate in general meetings by means of Communication Facilities.

58. ~~Intentionally deleted~~All business shall be deemed special that is transacted at an extraordinary general meeting. All business that is transacted at an annual general meeting shall also be deemed special, with the exception of declaring dividends, the consideration of

~~the accounts, balance sheet, and the reports of the directors and auditors and other documents required to be annexed to the balance sheet, the appointment of directors in the place of those retiring (whether by rotation or otherwise) and the reappointment of the retiring auditors and the fixing of the remuneration of the auditors and of the directors.~~

59. No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business and continues to be present until the conclusion of the meeting. Two (2) persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation which is a member, shall be a quorum. Any member or proxy attending and participating in a Physical Meeting held in one or more Meeting Location(s), or any member or proxy attending and participating in a Virtual Meeting or a Hybrid Meeting by means of any technology or electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting and entitled to vote at the meeting in question.
- 59A. The directors and, at any general meeting, the chairman of the meeting may, from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s), and/or participation in a Virtual Meeting and/ or a Hybrid Meeting by using any Communication Facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as they consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is not entitled to attend, in person or (in the case of a member being a corporation) by its duly authorised representative, or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any member so to attend the meeting or adjourned meeting or rearranged meeting at such Meeting Location or Meeting Location(s) 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 rearranged meeting stated to apply to the meeting.
- 59B. Subject to any other requirements in these articles, a general meeting shall be duly constituted and its proceedings shall be valid if the chairman of the meeting is satisfied that electronic facilities are available during the meeting to allow members present in person or by proxy at the meeting to exercise their rights to listen, speak and vote at it.
- 59C. All persons seeking to attend and participate in a Virtual Meeting or a Hybrid Meeting shall be responsible for maintaining adequate technology, Communication Facilities and electronic facilities to enable them to do so. Subject to article 59D, any failure of technology, Communication Facilities or electronic facilities, any inability of a person or persons to attend or participate in a general meeting by way of technology, Communication Facilities or

electronic facilities shall not affect the validity of the meeting or the resolutions passed, or any business conducted or any action taken at that general meeting, for so long there is a quorum present throughout the general meeting.

59D. If it appears to the chairman of the general meeting that:—

- (a) the Communication Facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate 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 a Hybrid Meeting, Communication 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 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.

59E. The directors and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting. Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

60. If a quorum is not present within half an hour after the time appointed for holding the meeting, the meeting, if convened on the requisition of or by members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such day, time and place as the directors may determine. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for holding the

meeting, the member or members present in person or by proxy or a duly authorised representative of a corporation which is a member shall be a quorum and may transact the business for which the meeting was called.

61. The chairman (if any) of the board of directors or, in his absence the vice-chairman (if any) or in the absence of both of them some other director nominated by the directors shall preside as chairman of every general meeting of the Company but, if neither the chairman nor the vice-chairman nor such other director (if any) is present within fifteen minutes after the time appointed for holding the meeting and is willing to act, the directors present shall elect one of their number present to be chairman and, if there is only one director present and willing to act, he shall be chairman.

62. If no director is willing to act as chairman or, if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

62A. The chairman of a meeting may take any action he considers appropriate for proper and orderly conduct at a general meeting, his decision on which and on other matters of procedure or on matters that arise incidentally from the business of a meeting (including his decision of whether a matter is procedural or incidental) shall be final.

63. Without prejudice to any other power of adjournment he may have under these articles or at common law, the chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and/or from place to place(s) to place(s) (whether physical or virtual) and/or from one form to another as the meeting shall determine, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original notice. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or the business to be transacted thereat.

63A. (1) Subject to article 63A(2) and (3), if, after the sending or supplying of a 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 board (or the chairman of the meeting) in its absolute discretion considers that it is impracticable, unreasonable or undesirable for any reason to hold a general meeting on the date or at the time or the Meeting Location(s) as specified in the notice calling the meeting or as previously directed by the board (or the chairman of the meeting) pursuant to these articles, it may postpone the meeting to

another date and/or time and/or change the Meeting Location(s) as the board considers appropriate (a “rearrangement”), without approval from the members, except where the rearrangement would be contrary to the Listing Rules. Without prejudice to the generality of the foregoing, the board shall have the power to provide in every notice calling a general meeting the circumstances in which a rearrangement of the relevant general meeting may occur automatically without further notice, including without limitation, where a gale warning or black rainstorm warning or other similar event is (or is forecast to be) in force at any time on the date of the meeting (or the adjourned or rearranged meeting) (unless such relevant warning or event has been cancelled at a prescribed time prior to the meeting as the board may specify in the relevant notice).

- (2) Subject to the Companies Ordinance, the Listing Rules and such other applicable laws and regulations, the Company shall endeavour to post notice of such rearrangement on the Company’s website as soon as practicable (provided that failure to post such a notice shall not affect the rearrangement);
- (3) Subject to and without prejudice to articles 59D and 63, unless already specified in the original notice of the meeting or included in the notice posted on the Company’s website pursuant to article 56, the board (or the chairman of the meeting) shall (a) fix the date, time and Meeting Location(s) (as appropriate) of the rearranged meeting, (b) specify the date and time by which proxies shall be submitted in order to be valid at such rearranged meeting provided that any proxy submitted for the original meeting shall continue to be valid for the rearranged meeting unless revoked or replaced by a new proxy, and (c) and shall give members reasonable notice of such details in such manner as the board (or the chairman of the meeting) may determine;
- (4) Notice of the business to be transacted at the rearranged meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at such rearranged meeting is the same as that set out in the original notice of general meeting circulated to members; and
- (5) The board (or the chairman of the meeting) may also postpone or change the Meeting Location(s) of a postponed rearranged meeting under this article 63A, provided that such postponement or change shall comply with the provisions of this article 63A.

## VOTING

64. (1) At any general meeting, a resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in

which case every member present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a member which is a clearing house (or its nominees), each such proxy shall have one vote on a show of hands. For purposes of this article, procedural and administrative matters are those that (a) are set out in the Listing Rules, (b) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to the members; and (c) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views. 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. ~~(i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to the members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views.~~

- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (a) by not less than five (5)~~three (3)~~ members having the right to vote at the meeting; or
  - (b) by a member or members present in person or by proxy, representing not less than 5%~~one-tenth~~ of the total voting rights of all the members having the right to vote at the meeting (excluding any voting rights attached to any shares in the Company held as treasury shares); or
  - (c) ~~by a member or members holding shares conferring a right to vote at the meeting on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right~~ the chairman.

Unless a poll be so duly demanded and not withdrawn, a declaration by the chairman that a resolution has, on a shows of hands, been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

65. Intentionally Deleted.

66. A poll shall be taken at such time and place, and in such manner as the chairman directs (including the use of tickets or voting papers or electronic facilities), and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting.
67. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
68. Intentionally Deleted.
69. Intentionally Deleted.
70. Subject to the provisions of the Companies Ordinance, a resolution in writing signed by all the members in accordance with the Companies Ordinance for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. A written notice of confirmation of such resolution in writing signed by or on behalf of a member shall be deemed to be his signature to such resolution in writing for the purposes of this article. Such resolution in writing may consist of several documents each signed by or on behalf of one or more members. A resolution which is signed and sent by a member by cable, facsimile message, telex message or other electronic means shall be treated as being signed by him for the purpose of this article.
71. Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

#### **VOTES OF MEMBERS**

72. All members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a member is required, by the Companies Ordinance or the Listing Rules, to abstain from voting to approve the matters under consideration. Subject to the Companies Ordinance and any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative or by its duly authorised proxy at any general meeting shall have one vote only, provided that where more than one proxy is appointed by a member which is a clearing house or its nominee, each such proxy shall have one vote on a

show of hands. ~~and~~ ~~On~~ On a poll every member present in person (in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid-up share of which he is the holder.

73. In the case of joint holders the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the register of members.
74. Any person entitled under article 42 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least 48 hours before the time of the holding of the meeting or adjourned meeting (as the case may be) at which he proposes to vote, he shall satisfy the directors of his right to be registered as the holder of such shares or the directors shall have previously admitted his right to vote at such meeting in respect thereof.
75. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction (whether in Hong Kong or elsewhere) in lunacy may vote by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may vote by proxy. If any member is a minor, he may vote by his guardian or one of his guardians who may give their votes personally or by proxy.
76. No member shall have the right to vote at any general meeting or at any separate meeting of the holders of any class of shares, either in person or by representative or proxy, in respect of any share held by him unless all amounts presently payable by him in respect of that share have been paid.
77. No objection shall be raised to the qualification of any voter or to the counting of, or failure to count, any vote, except at the meeting or adjourned meeting or rearranged meeting at which the vote objected to is given or tendered. Subject to any objection made in due time, every vote, whether given personally or by proxy, counted and not disallowed at the meeting shall be valid and every vote disallowed or not counted whether given personally or by proxy shall be invalid. Any objection as to voting made in due time shall be referred to the chairman whose decision shall be final and conclusive.
78. On a poll votes may be given either personally or by proxy or (in the case of a corporate member) by a duly authorised representative. A member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses the same way.

## PROXY

79. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint more than one proxy to attend on the same occasion. A proxy need not be a member.
80. An instrument appointing a proxy shall be in writing (which may include electronic writing) and in such form, including electronic and otherwise, which the directors may from time to time approve, provided that this shall not preclude the use of the two-way form. An instrument of proxy shall be executed by or on behalf of the appointor, or his attorney or agent duly authorised in writing. A corporation may execute a form of proxy either under its common seal or under the hand of a duly authorised attorney or officer. Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment of it and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
81. Any instrument of proxy issued to a member for use by him for appointing a proxy to attend and vote at ~~an extraordinary~~ general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the member, according to his intention, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any business; and unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.
82. The instrument appointing a proxy and any authority under which it is executed or a copy of the authority certified notarially may:
- (a) be deposited at the Office or at such other place in Hong Kong or in such other manner (including by electronic means) as is specified in or by way of a note to or in any document accompanying the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting or rearranged meeting at which the person named in the instrument proposes to vote; or
  - (b) in the case of a poll to be taken more than forty-eight (48) hours after it is demanded, at least twenty-four (24) hours before the time appointed for the taking of the poll; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid. No instrument appointing a proxy shall be valid after the expiration of

twelve (12) months from the date of its execution, except at an adjourned meeting or rearranged meeting in cases where the meeting was originally held within twelve (12) months from such date.

82A. When two or more valid but differing instruments of proxy are deposited or delivered in respect of the same share for use at the same meeting have been received by the Company, the one which is last deposited or delivered received (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that share. If the Company is unable to determine which was last deposited or delivered received, none of them shall be treated as valid in respect of that share.

82B. The Company may, at its absolute discretion, provide or designate from time to time an electronic address for the receipt of any document or information relating to proxies for a general meeting (including but not limited to 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 aforementioned 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 to the foregoing, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meeting(s) or purpose(s) and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any condition on the transmission of and its receipt of such electronic communications including but not limited to imposing any security or encryption arrangement 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.

83. A vote given in accordance with the terms of an instrument of proxy or power of attorney or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed or the transfer of shares in respect of which the proxy is given, provided no intimation in writing of the death, insanity, revocation or transfer shall have been received by the Company at the office at least 24 hours before the commencement of the meeting or adjourned meeting or rearranged meeting at which the proxy is used.

84. Intentionally Deleted.

#### CORPORATIONS ACTING BY REPRESENTATIVES

85. Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company, or at any separate meeting of the holders of any class of shares. The person so authorised shall be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of the Company. References in these articles to a member present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a member represented at the meeting by such duly authorised representative.

86. Without prejudice to the generality of article 86 if a Clearing House (or its nominee) is a member of the Company, it (or, as the case may be, its nominee) may authorise such person or persons as it thinks fit to act as its proxy or proxies or its representative or representatives at any meeting of the Company or at any meeting of any class of ~~shares~~member of the Company provided that, if more than one person is so authorised, the proxy form or authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised under the provisions of this article shall be entitled to exercise the same powers on behalf of the Clearing House (or its nominee) which he represents as that Clearing House (or its nominee) could exercise as if such person were an individual member of the Company and on a show of hands, each such person shall be entitled to a separate vote, notwithstanding any contrary provision as provided in articles 73.

86A. Any reference in these articles to a duly authorised representative of a member being a corporation shall mean a representative authorised under the provisions of article 85 and/or (where applicable) article 86.

86B. Anything which under these articles a member may do by proxy he may likewise do by his duly appointed attorney and the provisions of these articles relating to proxies and instruments appointing proxies shall apply mutatis mutandis in relation to any such attorney and the instrument under which such attorney is appointed.

#### DIRECTORS

87. Unless and until otherwise determined by the Company by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than two (2).

88. A director shall not require a share qualification. A director who is not a member of the Company shall nevertheless be entitled to attend and speak at all general meetings of the Company.
89. The Company shall keep in accordance with the Companies Ordinance a register containing the names and addresses of its directors and shall from time to time notify the registrar of Companies any change that takes place in such directors as required by the Companies Ordinance.

#### FEES OF DIRECTORS

90. (1) The directors shall be entitled to receive by way of remuneration for their services such sum as shall from time to time be determined by Company in general meeting~~the remuneration committee established by the board with a majority of the members being INEDS~~, such sum (unless otherwise directed by the ~~decision of the remuneration committee~~ resolution by which it is voted) to be divided amongst the directors in such proportions and in such manner as the directors may agree, or failing agreement, equally, except that in such event any director holding office for less than the whole of the relevant period in respect of which the remuneration is paid shall only rank in such division in proportion to the time during such period for which he has held office. The foregoing provisions shall not apply to a director who holds any salaried employment or office in the Company except in the case of sums paid in respect of directors' fees. To the extent permitted by the Companies Ordinance, the Listing Rules and such other applicable laws and regulations, the determination of the directors' remuneration may be delegated by members of the Company to the board (or such committee of the board).
- (2) The directors may also be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the directors or of committees of the directors or general meetings or separate meetings of the holders of any class of shares or otherwise in connection with the discharge of their duties as directors.
- (3) Any director who performs services which the remuneration committee considers go beyond the ordinary duties of a director may be paid such special remuneration (whether by way of bonus, share option, commission, participation in profits or otherwise) as the remuneration committee may determine. In particular, the remuneration of a managing director, joint managing director, deputy managing director or other executive director or a director appointed to any other office in the management of the Company shall from time to time be fixed by the remuneration committee and may by way of salary, bonus, share option, commission, participation in profits or otherwise and with such

other benefits (including pension and/or gratuity and/or other benefits on retirement) and allowances as the remuneration committee may from time to time decide. Such remuneration shall be in addition to his remuneration as a director.

#### ALTERNATE DIRECTOR

91. Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director appointed by him. If such person is not another director, such appointment, unless previously approved by the directors, shall have effect only upon and subject to being so approved.
92. An alternate director shall (unless he is absent from Hong Kong) be entitled, to the same extent as but in lieu of the Director appointing him, to receive notices of meetings of the directors and of committees of the directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not present (in addition to his own vote if he is also a director) and generally to perform all the functions of his appointor as a director in his absence but shall not (unless the Company by ordinary resolution otherwise determines) be entitled to any fees for his services as an alternate director. If his appointor is for the time being absent from Hong Kong or otherwise not available or unable to act, his signature to any resolution in writing of the board of directors or a committee of the board shall, unless the notice of his appointment provides to the contrary, be as effective as the signature of his appointor. An alternate director shall be entitled to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a director.
93. An alternate director shall cease to be an alternate director if his appointor ceases to be a director or when his appointor removes him as an alternate director; but, if a director retires by rotation or otherwise but is reappointed or deemed to have been re-appointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.
94. An appointment or removal of an alternate director shall be by notice to the Company executed by the director making or revoking the appointment or in any other manner approved by the directors.

95. An alternate director shall be responsible for his own acts and defaults and his appointor shall not be liable (vicariously or otherwise) for the acts and defaults of any alternate director appointed by him. An alternate director shall not save as provided in these articles have power to act as a director nor shall he be deemed to be a director for the purposes of these articles.

#### **POWERS OF DIRECTORS**

96. The business of the Company shall be managed by the directors who, subject to the provisions of the Companies Ordinance, ~~the memorandum~~ and these articles and to any directions given by the Company in general meeting, may exercise all the powers of the Company. No alteration of ~~the memorandum~~ or these articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the directors by these articles and a meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.
97. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

#### **BORROWING POWER**

98. The directors may from time to time at their discretion exercise all the powers of the Company to raise or borrow or to secure the payment of any sum or sums of money for the purposes of the Company and to mortgage or charge its undertaking, property and uncalled capital or any part thereof. The directors 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 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.
99. Debentures, debenture stock, bonds and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued. Any debentures, debenture stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of directors and otherwise.

100. The directors shall cause a proper register to be kept, in accordance with the provisions of the Companies Ordinance, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Companies Ordinance in regard to the registration of mortgages and charges therein specified and otherwise. If the Company issues a series of debentures or debenture stock not transferable by delivery, the board of directors shall cause a proper register to be kept of the holders of such debentures in accordance with the provisions of the Companies Ordinance.

101. 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 notice to the members or otherwise, to obtain priority over such prior charge.

#### **DELEGATION OF DIRECTORS' POWERS**

102. (1) The directors may delegate any of their powers:

- (a) to any managing director, any director holding any other executive office or any other director;
- (b) to any committee consisting of one or more directors and (if thought fit) one or more other persons, but a majority of the members of the committee shall be directors and no resolution of the committee shall be effective unless a majority of those present when it is passed are directors; and
- (c) to any local board or agency for managing any of the affairs of the Company either in Hong Kong or elsewhere.

(2) Any such delegation (which may include authority to sub-delegate all or any of the powers delegated) may be subject to any conditions the directors impose and either collaterally with or to the exclusion of their own powers and may be revoked or varied. The power to delegate under this article, being without limitation, includes power to delegate the determination of any fee, remuneration or other benefit which may be paid or provided to any director; and the scope of the power to delegate under sub-paragraph (a), (b) or (c) of paragraph (1) of this article shall not be restricted by reference to or inference from any other of those sub-paragraphs. Subject as aforesaid, the proceedings of any committee, local board or agency with two (2) or more members shall be governed by such of these articles as regulate the proceedings of directors so far as they are capable of applying.

103. The directors may from time to time and at any time by power of attorney or otherwise, appoint any person, whether nominated directly or indirectly by the directors, to be the agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
104. The directors may from time to time appoint a general manager, a manager or managers of the Company and may fix his, its or their remuneration either by way of salary or bonus or share option or commission or by conferring the right to participation in the profits of the Company or by a combination of two (2) or more of these modes and may pay expenses reasonably incurred in respect of any of the staff of the general manager, manager or managers who may be employed by him or them upon the business of the Company. The appointment of such general manager, manager or managers may be for such period as the directors may decide and the directors may confer upon him or them all or any of the powers of the directors as they may think fit. The directors may enter into such agreement or agreements with any such general manager, manager or managers upon such terms and conditions in all respects as the directors may in their absolute discretion think fit, including a power for such general manager, manager or managers to appoint an assistant manager or managers or other employees whatsoever under them for the purpose of carrying on the business of the Company.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

105. At each annual general meeting, one-third of the directors or, if their number is not three (3) or a multiple of three (3), the number which is nearest to and is at least one-third, shall retire from office by rotation at least once every three (3) years. A retiring director shall be eligible for re-election.
106. Subject to the following provisions of these articles, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day, the directors ~~ose~~ to retire shall (unless they otherwise agree among themselves) be determined by lot.

107. If the Company, at the meeting at which a director retires by rotation, does not fill the vacancy, the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or a resolution for the reappointment of the director is put to the meeting and lost.
108. No person other than a director retiring at the meeting shall be appointed or reappointed a director at any general meeting unless:
- (a) he is recommended by the directors; or
  - (b) (i) a notice executed by a member qualified to vote on the appointment or reappointment has been given to the Company of the intention to propose that person for appointment or reappointment, stating the particulars which would, if he were appointed or reappointed, be required to be included in the Company's register of directors, together with notice executed by that person of his willingness to be appointed or reappointed;
  - (ii) the minimum length of the period during which the notices referred to in (i) are given is at least 7 days; and
  - (iii) the period for lodgement of the notices referred to in (i) will commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.
109. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, and may also determine the rotation in which any additional directors are to retire.
110. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed as the maximum number of directors. A director so appointed shall retire at the next following general meeting and shall then be eligible for re-election, but shall not be taken into account in determining the directors who are to retire by rotation at the meeting.

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

111. Without prejudice to the provisions of the Companies Ordinance, the Company may, by ordinary resolution, remove a director (including a managing director or executive director) before the expiration of his period of office (but such removal shall be without prejudice to

any claim to damages for breach of any contract of service between the director and the Company) and, subject to these articles, may, by ordinary resolution, appoint another person instead of him. A person so appointed shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last appointed or reappointed a director.

112. The office of a director shall be vacated if:

- (a) he ceases to be a director by virtue of any provision of the Companies Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or he is otherwise prohibited by law from being a director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he becomes of unsound mind or a patient for the purpose of any statute relating to mental health and the directors resolve that his office be vacated; or
- (d) he is removed by an ordinary resolution of the Company; or
- (e) he resigns his office by notice in writing to the Company, or
- (f) in the case of a director who holds any executive office, his appointment as such is terminated or expires and the directors resolve that his office be vacated; or
- (g) he is absent for more than six (6) consecutive months without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated; or
- (h) he is requested in writing by all the other directors to resign; or
- (i) he is convicted of an indictable offence.

#### MANAGING DIRECTOR

113. The directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and any such appointment may be made for such term, at such remuneration and on such other conditions as the directors think fit. Any

appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company.

114. The directors may entrust to and confer upon a managing director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

#### **DIRECTORS' INTERESTS**

115. If to the knowledge of Aa director, he or any of his associate(s) or an entity connected with the director who is, in any way, whether directly or indirectly, interested in a contract or transaction or arrangement or proposed contract or transaction or arrangement with the Company that is significant in relation to the Company's business and the director's interest or the interest of his associate(s) or entity connected with him is material, he shall declare the nature and extent of his interest, or as the case may be, his associate(s) or entity connected with him at a meeting of the directors in accordance with the provisions of the Companies Ordinance. A general notice given to the directors by a director to the effect that he or his associates is a member or a director of a specified company or firm, and is to be regarded as interested in any contract or transaction or arrangement or dealing which may, after the date of the notice be entered into or made with that company or firm, shall be deemed to be a sufficient declaration of interest in relation to any contract, transaction, arrangement or dealing so entered into or made, provided that no such notice shall be effective unless either it is given at a meeting of the directors or the director takes reasonable steps to ensure that it is brought up and read at the next meeting of the directors after it is given.

116. A director may:

- (a) hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of director, for such period and on such terms (as to remuneration or otherwise) as the directors may determine and such extra remuneration shall be in addition to any remuneration provided for by or pursuant to any other article;
- (b) act by himself or his firm in a professional capacity for the Company (otherwise than as auditor), and he or his firm shall be entitled to remuneration for professional services as if he were not a director;

- (c) continue to be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as a shareholder or otherwise, and subject to the Companies Ordinance, no such director shall be accountable to the Company for any remuneration or other benefit received by him as a director or officer of, or from his interest in, 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 directors, managing directors, joint managing directors, deputy managing directors, 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 manner aforesaid.

117. Subject to the Companies Ordinance and these articles, no director or intended director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any director is in any way interested be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established, provided that such director shall disclose the nature of his interest in any contract or arrangement in which he is interested as required by and subject to the provisions of the Companies Ordinance.

118. (1) Save as otherwise provided by these articles, a director shall not vote (nor shall be counted in the quorum) at a meeting of the directors on any resolution approving any contract or transaction or arrangement or concerning a matter in which he or any of his associate(s) or entity connected with him has, directly or indirectly, a material interest (other than an interest in shares, debentures or other securities of, or otherwise in or through, the Company), unless his interest arises only because the case falls within one or more of the following sub-paragraphs:

- (a) the resolution relates to the giving to him or his associate(s) or entity connected with him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him or any of them at the request of or for the benefit of, the Company or any of its subsidiaries;

- (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of a debt or an obligation of the Company or any of its subsidiaries for which the director or his associate(s) or entity connected with him has himself/themselves assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
  - (c) his interest arises by virtue of his or his associate(s) or entity connected with him being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any shares in or debentures or other securities of or by the Company or any other corporation which the Company may promote or be interested in for subscription, purchase or exchange;
  - (d) Intentionally Deleted;
  - (e) the resolution relates to a proposal or an arrangement for the benefit of the employees of the Company or any of its subsidiaries, including but without being limited to the adoption, modification or operation of any pension fund, or retirement, death or disability benefit scheme, which relates to both directors, his associates and employees of the Company or any of its subsidiaries and does not accord to any director or his associate(s) or entity connected with him as such any privilege or advantage not generally accorded to the employees to whom the arrangement relates;
  - (f) any contract or arrangement in which the director or his associate(s) or entity connected with him is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in those shares, debentures or other securities of the Company;
  - (g) the resolution relates to an arrangement concerning the adoption, modification or operation of any employee's share scheme, share incentive scheme or share option scheme involving the issue or grant of options over shares or other securities by the Company to, or for the benefit of, the employees of the Company or its subsidiaries under which the director or his associate(s) or entity connected with him may benefit.
- (2) For the purposes of paragraph (1) of this article and in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

119. A director shall not be counted in the quorum present at a meeting and his vote shall not be counted in relation to a resolution on which he is not entitled to vote.

119A. For the purpose of this article, reference to an entity connected with a director shall be construed in accordance with section 486 of the Companies Ordinance.

120. The Company may suspend or relax to any extent, in respect of any particular matter, any provision of these articles prohibiting a director from voting at a meeting of the directors or of a committee of the directors.

121. If a question arises at a meeting of the directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting (or, if the director concerned is the chairman, to the other directors at the meeting), and his ruling in relation to any director other than himself (or, as the case may be, the ruling of the majority of the other directors in relation to the chairman) shall be final and conclusive. If any question as aforesaid shall arise in respect of the chairman of the meeting, such question shall be decided by a resolution of the directors (for which purpose such chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the board.

#### **DIRECTORS' GRATUITIES AND PENSIONS**

122. The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

#### **PROCEEDINGS OF DIRECTORS**

123. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit, but in any event, no less than four (4) times a year in approximately quarterly intervals. Subject to article 119, questions arising at a meeting shall be decided by a majority of votes and in case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the company secretary on the requisition of a director shall, call a meeting of the directors. Subject to article 125, it shall not be necessary

to give notice of a meeting to a director who is absent from Hong Kong. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote; and an alternate director who is appointed by two (2) or more directors shall be entitled to a separate vote on behalf of each of his appointors in the appointor's absence.

124. Notice of a meeting shall be deemed to be duly given to a director if it is given to him personally in writing or orally or sent to him at his last known address in Hong Kong or any other address in Hong Kong notified by him to the Company and in respect of the meetings to be held at least four (4) times a year at approximately quarterly intervals, notice of at least 14 days shall be given for such meetings. If a director notifies the Company in writing of an address in Hong Kong at which notice of meetings of the directors is to be given to him when he is absent from Hong Kong, he shall, if so absent, be entitled to have notice given to him at that address; but the Company shall not be obliged by virtue of this paragraph to give any director a longer period of notice than, he would have been entitled to had he been present in Hong Kong at that address. A director may waive notice of any meeting and any such waiver may be prospective or retrospective.

125. A meeting of the board of directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:

- (a) to hear each of the other participating directors addressing the meeting; and
- (b) if he so wishes, to address each of the other participating directors simultaneously,

whether directly, by conference telephone, electronic or other form of communications equipment (whether in use when this article is adopted or developed subsequently) or by a combination of such methods. A quorum shall be deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum.

126. No business shall be transacted at any meeting of the directors unless a quorum is present. Subject to article 119, the quorum may be fixed by the directors and unless so fixed at any other number shall be two (2). An alternate director shall be counted in a quorum but, notwithstanding that an alternate director is also a director or is an alternate for more than one director, he shall for quorum purposes count as only one director.

127. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting, but for no other purpose.

128. The directors may elect from their number, other than a director who is the chief executive officer or the managing director of the Company, and remove, a chairman and a vice-chairman of the board of directors. The chairman, or in his absence the vice-chairman, shall preside at all meetings of the directors, but if there is no chairman or vice-chairman, or if at the meeting neither the chairman nor the vice-chairman is present within five (5) minutes after the time appointed for the meeting, or if neither of them is willing to act as chairman, the directors present may choose one of their number to be chairman of the meeting.
129. All acts done by a meeting of the directors, or of a committee of the directors, or by a person acting as a director, shall notwithstanding that it may afterwards be discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
130. A resolution in writing signed by all the directors (or their respective alternate directors as the case may be, except director(s) who is or are temporarily unable to act due to ill-health or disability) for the time being entitled to receive notice of a meeting of the directors or of a committee of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) of that committee, duly convened and held, and may consist of several documents in the like form each executed by one or more directors, but a resolution executed by an alternate director need not also be executed by his appointor and, if it is executed by a director who has appointed an alternate director, it need not also be executed by the alternate director in that capacity. A resolution which is signed and sent by a director or his alternate director or a member of such committee by cable, facsimile message, telex message or other electronic means shall be treated as being signed by him for the purpose of this article. Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a director has a conflict of interest and the board has determined that such conflict of interest to be material.

## MINUTES

131. The directors shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of officers made by the directors; and

- (b) of all resolutions and proceedings at meetings of the Company, of the holders of any class of shares in the Company, and of the directors, and of committees of the directors including, but without limitation, audit committee, including the names of the directors present at each such meeting.

Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the chairman of such meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

### COMPANY SECRETARY

132. Subject to the provisions of the Companies Ordinance, the company secretary shall be appointed by the directors for such term, at such remuneration and on such other conditions as they think fit; and any company secretary so appointed may be removed by them. Anything by the Companies Ordinance or these articles required or authorised to be done by or to the company secretary, if the office is vacant or there is for any other reason no company secretary capable of acting, may be done by or to any assistant or deputy company secretary, or if there is no assistant or deputy company secretary capable of acting, by or to any officer of the Company authorised generally or specifically in that behalf of the directors.
133. A provision of the Companies Ordinance or these articles requiring or authorising a thing to be done by or to a director and the company 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 company secretary.

### THE SEAL

134. The directors ~~may shall~~ procure a common seal to be made for the Company and shall provide for the safe custody of the seal, which shall be used only by the authority of a resolution of the directors or of a committee of the directors. The directors may determine whether any instrument to which the seal is affixed, shall be signed and, if it is to be signed, who shall sign it. Unless otherwise determined by the directors, every other instrument to which the seal is affixed shall be signed by any one director and by the company secretary or any two directors or any one or more persons authorised for the purpose by the directors another director.
135. The Company may have an official seal for use for sealing certificates for shares or other securities issued by the Company as permitted by the provisions of the Companies Ordinance (and no signature of any director, officer or other person and no mechanical reproduction thereof shall be required on any such certificates or other document to which such official seal is imprinted and such certificates or other document shall be valid and deemed to have

been sealed and executed with the authority of the directors notwithstanding the absence of any such signature or mechanical reproduction as aforesaid) and an official seal for use abroad under the provisions of the Companies Ordinance where and as the directors shall determine.

136. The Company may, by writing under its seal, empower any person, either generally or in respect any specified matter, as its attorney to execute deeds and instruments on its behalf and to enter into contracts and sign the same on its behalf abroad and every deed signed by such attorney on behalf of the Company and under his seal shall bind the Company and have the same effect as if it were under the seal of the Company.

137. The Company may exercise all the powers of having official seals conferred by the Companies Ordinance and such powers shall be vested in the directors.

#### DIVIDENDS

138. Subject to the Companies Ordinance, the Company in general meeting may from time to time declare dividends in any currency to be paid to the members but no dividend shall be declared in excess of the amount recommended by the board. The Company in general meeting may also make a distribution to the members out of any profits available for distribution~~contributed surplus~~ (as ascertained in accordance with the Companies Ordinance).

139. No dividend shall be paid or distribution made out of profits available for distribution~~contributed surplus~~ if to do so would render the Company unable to pay its liabilities as they become due or the realisable value of its assets would thereby become less than the aggregate of its called up liabilities~~and its issued share capital and undistributable reserves~~share premium accounts.

140. Except in so far as the rights attached to, or the terms of issue of, any share otherwise provide:

- (a) all dividends shall be declared and paid according to the amounts paid up on the shares in respect of which the dividend is paid, but no amount paid up on a share in advance of calls shall be treated for the purposes of this article as paid up on the share; and
- (b) all dividends shall be apportioned and paid pro rata according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid.

141. The board may from time to time pay to the members such interim dividends as appear to the board to be justified by the profits of the Company and in particular (but without prejudice to the generality of the foregoing) if at any time the share capital of the Company is divided into different classes, the board may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the board acts bona fide the board shall not incur any responsibility to the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights and may also pay any fixed dividend which is payable on any shares of the Company half-yearly or on any other dates, whenever such profits, in the opinion of the board, justifies such payment.
142. The board may deduct from any dividend or other moneys payable to a member by the Company on or in respect of any shares all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.
143. No dividend or other moneys payable by the Company on or in respect of any share shall bear interest against the Company.
144. Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the register in respect of the shares at his address as appearing in the register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two (2) or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders.
145. All dividends or bonuses unclaimed for one (1) year after having been declared may be invested or otherwise made use of by the board for the benefit of the Company until claimed. Any dividend or bonuses unclaimed after a period of six (6) years from the date of declaration shall be forfeited and shall revert to the Company. The payment by the board of any unclaimed dividend or other sums payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof.

146. Whenever the board or the Company in general meeting has resolved that a dividend be paid or declared, the board may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of the Company or any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the board may settle the same as it thinks expedient, and in particular may issue certificates in respect of fractions of shares, disregard fractional entitlements or round the same up or down, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend, and such appointment shall be effective and binding on the members. The board may resolve that no such assets shall be made available to members with registered addresses in any particular territory or territories where, in the absence of a registration statement or other special formalities, such distribution of assets would or might, in the opinion of the board, be unlawful or impracticable and in such event the only entitlement of the members aforesaid shall be to receive cash payments as aforesaid. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of members for any purpose whatsoever.

147. (1) Whenever the board or the Company in general meeting has resolved that a dividend be paid or declared on any class of the share capital of the Company, the board may further resolve either:

(a) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up and/or a sale or transfer of treasury shares, provided that the shareholders entitled thereto will be entitled to elect to receive such dividend (or part thereof if the board so determines) in cash in lieu of such allotment. In such case, the following provisions shall apply:

(i) the basis of any such allotment and/or sale and transfer shall be determined by the board;

(ii) the board, after determining the basis of allotment, shall give not less than two (2) weeks' notice to the holders of the relevant shares of the right of election accorded to them and shall send with such notice 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;

- (iii) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded; and
  - (iv) the dividend (or that part of the dividend to be satisfied by the allotment of shares and/or sale and transfer of treasury shares as aforesaid) shall not be payable in cash on shares in respect whereof the cash election has not been duly exercised (“**the non-elected shares**”) and in satisfaction thereof shares of the relevant class shall be allotted credited as fully paid up and/or treasury shares shall be sold and transferred to the holders of the non-elected shares on the basis of allotment and/or sale and transfer determined as aforesaid and for such purpose the board shall capitalise and apply out of any part of the undivided profits of the Company (including profits carried and standing to the credit of any reserves or other special account ~~other than the Subscription Rights Reserve~~) as the board may determine, such sum as may be required to pay up in full the appropriate number of shares of the relevant class for allotment and/or sale and transfer and distribution to and amongst the holders of the non-elected shares on such basis; or
- (b) that the shareholders entitled to such dividend shall be entitled to elect to receive an allotment of shares credited as fully paid up and/or sale and transfer of treasury shares in lieu of the whole or such part of the dividend as the board may think fit. In such case, the following provisions shall apply:
- (i) the basis of any such allotment and/or sale and transfer shall be determined by the board;
  - (ii) the board, after determining the basis of allotment and/or sale and transfer of the treasury shares, shall give not less than two (2) weeks’ notice to the holders of the relevant shares of the right of election accorded to them and shall send with such notice 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;
  - (iii) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded; and

- (iv) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on shares in respect whereof the share election has been duly exercised (“**the elected shares**”) and in lieu thereof shares of the relevant class shall be allotted credited as fully paid up and/or treasury shares shall be sold and transferred to the holders of the elected shares on the basis of allotment and/or sale and transfer determined as aforesaid and for such purpose the board shall capitalise and apply out of any part of the undivided profits of the Company (including profits carried and standing to the credit of any reserves or other special account ~~other than the Subscription Rights Reserve~~) as the board may determine, such sum as may be required to pay up in full the appropriate number of shares of the relevant class for allotment and/or sale and transfer and distribution to and amongst the holders of the elected shares on such basis.
- (2) (a) The shares allotted and/or treasury shares sold and transferred pursuant to the provisions of paragraph (1) of this article shall rank pari passu in all respects with shares of the same class (if any) then in issue save only as regards participation in the relevant dividend (or the right to receive or to elect to receive an allotment of shares and/or sale and transfer of treasury shares in lieu thereof as aforesaid) or in any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneously with the payment or declaration of the relevant dividend unless, contemporaneously with the announcement by the board of their proposal to apply the provisions of sub-paragraph (a) or (b) of paragraph (2) of this article in relation to the relevant dividend or contemporaneously with their announcement of the distribution, bonus or rights in question, the board shall specify that the shares to be allotted pursuant to the provisions of paragraph (1) of this article shall rank for participation in such distribution, bonus or rights.
- (b) The board may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (1) of this article, with full power to the board to make such provisions as it thinks fit in the case of shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the members concerned). The board may authorise any person to enter into on behalf of all members interested, an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made pursuant to such authority shall be effective and binding on all concerned.

- (3) The Company may upon the recommendation of the board by ordinary resolution resolve in respect of any one particular dividend of the Company that notwithstanding the provisions of paragraph (1) of this article a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid up and/or sale and transfer of treasury shares without offering any right to shareholders to elect to receive such dividend in cash in lieu of such allotment and/or sale and transfer.
- (4) The board may on any occasion determine that rights of election and the allotment of shares and/or sale and transfer of treasury shares under paragraph (1) of this article shall not be made available or made to any shareholders with registered addresses in any territory where, in the absence of a registration statement or other special formalities, the circulation of an offer of such rights of election or the allotment of shares and/or sale and transfer of treasury shares would or might, in the opinion of the board, be unlawful or impracticable, and in such event the provisions aforesaid shall be read and construed subject to such determination. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of members for any purpose whatsoever.
- (5) Any resolution declaring a dividend 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 distributable to the persons registered as the holders of such shares at the close of business on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend shall be payable or distributable to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend of transferors and transferees of any such shares. The provisions of this article shall mutatis mutandis apply to bonuses, capitalisation issues, distributions of realised capital profits or offers or grants made by the Company to the members.

#### CAPITALISATION OF PROFITS

148. (1) The directors may with the authority of an ordinary resolution of the Company:
- (a) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of any reserve or fund of the Company (including any share premium account or capital redemption reserve);

- (b) appropriate the sum resolved to be capitalised to the members in proportion to the ~~numberr~~~~nominal amounts~~ of the shares (whether or not fully paid) held by them respectively which would entitle them to participate in a distribution of that sum if the shares were fully paid and the sum were then distributable and were distributed by way of dividend and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those members or as they may direct, in those proportions, or partly in one way and partly in the other, ~~but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this article, only be applied in paying up unissued shares to be allotted to members credited as fully paid;~~
- (c) resolve that any shares so allotted to any member in respect of a holding by him of any partly paid shares shall so long as such shares remain partly paid rank for dividend only to the extent that the latter shares rank for dividend;
- (d) make such provision by the issue of fractional certificates or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable in fractions (including provision whereby the benefit of fractional entitlements accrue to the Company rather than to the members concerned);
- (e) authorise any person to enter on behalf of all the members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid, of any further shares to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such members; and
- (f) generally do all acts and things required to give effect to such resolution as aforesaid.

#### RECORD DATES

149. Notwithstanding any other provision of these articles, but without prejudice to the rights attached to any shares, the Company or the directors may fix a date as the record date by reference to which a dividend will be declared or paid or a distribution, allotment or issue made, and that date may be before, on or after the date on which the dividend, distribution, allotment or issue is declared, paid or made. Where such a record date is fixed, references in these articles to a holder of shares or member to whom a dividend is to be paid or a

distribution, allotment or issue is to be made shall be construed accordingly. A transfer of shares shall not pass the right to any dividend declared in respect of a record date before the registration of the transfer. The provisions of this article shall mutatis mutandis apply to bonuses, capitalisation issues, distribution of realised capital profits or offers or grants made by the Company to the members.

## ACCOUNTS

150. The directors shall cause proper books and accounts to be kept in respect of all 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 property, assets, credits and liabilities of the Company and of all other matters required by the Companies Ordinance or necessary to give a true and fair view of the state of Company's affairs and to show and explain its transactions.
151. The books of account shall be kept at the Office, subject to the Companies Ordinance, or at such other place or places as the directors think fit and shall always be open to the inspection of the directors.
152. No member (other than a director) shall have any right of inspecting any accounting record or other document of the Company, unless he is authorised to do so by statute, by order of the court, by the directors or by ordinary resolution of the Company.
153. The directors shall from time to time, in accordance with the provisions of the Companies Ordinance, cause to be prepared and to be laid before the Company in general meeting ~~such profit and loss accounts, balance sheets, group accounts (if any) and reports~~ a copy of the reporting documents for the financial year as are required by the Companies Ordinance.
154. Subject to paragraph (a) of article ~~163164~~, the Company may, after it has made adequate arrangements to ascertain the preference of its members, holders of its debentures and all other persons entitled to receive notices of general meetings of the Company and in accordance with applicable laws and regulations, deliver or send to each of the aforesaid persons a copy of either (i) the relevant financial documents or (ii) the summary financial report at least 21 days before the date of the general meeting, provided that this article shall not require a copy of those documents to be sent to any member or holder of debentures of the Company or other person entitled to receive notices of general meetings of the Company of whose address the Company is not aware nor to more than one of the joint holders of any shares or debentures nor in other circumstances permitted by applicable laws and regulations.

**AUDITORS**

155. At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall by ordinary resolution appoint the Auditors to audit the accounts of the Company and such Auditors shall hold office until the conclusion of the next annual general meeting. The Auditors and audit committee shall be appointed and their duties regulated in accordance with the Companies Ordinance.

1556A A former partner of the Company's existing Auditors shall be prohibited from acting as a member of the Company's audit committee for a period of one (1) year commencing on the date of his ceasing:

(a) to be a partner of the firm of the Auditors; or

(b) to have any financial interest in the firm of the Auditors, whichever is the later.

156. Subject as otherwise provided by the Companies Ordinance, the remuneration of the Auditors shall be fixed by the Company in general meeting, provided always that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the directors.

157. Every statement of accounts audited by the Auditors and presented by the directors at a general meeting shall after approval at such meeting be conclusive except as regards any error discovered therein within three (3) months of the approval thereof. Whenever any such error is discovered within that period, it shall forthwith be corrected, and the statement of accounts amended in respect of the error shall be conclusive.

**SUBSCRIPTION RIGHTS RESERVE**

158. (1) ~~Intentionally deleted. If, for so long as any of the rights attached to any warrants issued by the Company to subscribe for shares of the Company shall remain exercisable, the Company does any act or engages in any transaction which, as a result of any adjustments to the subscription price in accordance with the provisions of the conditions of the warrants, would reduce the subscription price to below the par value of a share then the following provisions shall apply:~~

~~(a) as from the date of such act or transaction the Company shall establish and thereafter (subject as provided in this article) maintain in accordance with the provisions of this article a reserve (the "Subscription Rights Reserve") the amount of which shall at no time be less than the sum which for the time being~~

~~would be required to be capitalised and applied in paying up in full the nominal amount of the additional shares required to be issued and allotted credited as fully paid pursuant to sub-paragraph (c) of this paragraph (1) on the exercise in full of all the subscription rights outstanding and shall apply the Subscription Rights Reserve in paying up such additional shares in full as and when the same are allotted;~~

- ~~(b) the Subscription Rights Reserve will not be used for any purpose other than that specified above until all other reserves of the Company (other than share premium account and capital redemption reserve fund) have been used and will then only be used to make good losses of the Company if and so far as is required by law;~~
- ~~(c) upon the exercise of all or any of the subscription rights represented by any warrant, the relevant subscription rights shall be exercisable in respect of a nominal amount of shares equal to the amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or as the case may be, the relevant portion thereof in the event of a partial exercise of the subscription rights) and, in addition, there shall be allotted in respect of such subscription rights to the exercising warrant holder, credited as fully paid, such additional nominal amount of shares as is equal to the difference between:
  - ~~(i) the said amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or, as the case may be, the relevant portion thereof in the event of a partial exercise of the subscription rights); and~~
  - ~~(ii) the nominal amount of shares in respect of which such subscription rights would have been exercisable having regard to the provisions of the conditions of the warrants, had it been possible for such subscription rights to represent the right to subscribe for shares at less than par,~~~~

~~and immediately upon such exercise so much of the sum standing to the credit of the Subscription Rights Reserve as is required to pay up in full such additional nominal amount of shares shall be capitalised and applied in paying up in full such additional nominal amount of shares which shall forthwith be allotted credited as fully paid to the exercising warrant holders;~~

- (d) ~~if upon the exercise of the subscription rights represented by any warrant the amount standing to the credit of the Subscription Rights Reserve is not sufficient to pay up in full such additional nominal amount of shares equal to such difference as aforesaid to which the exercising warrant holders is entitled, the directors shall apply any profits or reserves then or thereafter becoming available (including to the extent permitted by law, share premium account and capital redemption reserve fund) for such purpose until such additional nominal amount of shares is paid up and allotted as aforesaid and until such time no dividend or other distribution shall be paid or made on the shares. Pending such payment up and allotment the exercising warrant holders shall be issued by the Company with a certificate evidencing his right to the allotment of such additional nominal amount of shares. The rights represented by any such certificate shall be in registered form and shall be transferable in whole or in part in units of one share in the like manner as the shares for the time being transferable, and the Company shall make such arrangements in relation to the maintenance of a register therefor and other matters in relation thereto as the directors may think fit and adequate particulars thereof shall be made known to each relevant exercising warrant holder upon the issue of such certificate.~~
- (2) ~~Intentionally deleted~~Shares allotted pursuant to the provisions of this article shall rank pari passu in all respects with the other shares allotted on the relevant exercise of the subscription rights represented by the warrant concerned.
- (3) ~~Intentionally deleted~~Notwithstanding anything contained in paragraph (1) of this article no fraction of a share shall be allotted on exercise of the subscription rights and so that whether any (and if so what) fraction of a share arises shall be determined according to the conditions of the warrants.
- (4) ~~Intentionally deleted~~The provisions of this article as to the establishment and maintenance of the Subscription Rights Reserve shall not be altered or added to in any way which would vary or abrogate, or which would have the effect of varying or abrogating, the provisions for the benefit of any warrant holder or class of warrant holders under this article without the sanction of a special resolution of such warrant holders or class of warrant holders.
- (5) ~~Intentionally deleted~~A certificate or report by the Auditors of the Company as to whether or not the Subscription Rights Reserve is required to be established and maintained and if so the amount thereof so required to be established and maintained, as to the purposes for which the Subscription Rights Reserve has been used, as to the extent to which it has been used to make good losses of the Company, as to the

~~additional nominal amount of shares required to be allotted to an exercising warrant holder credited as fully paid and as to any other matter concerning the Subscription Rights Reserve shall (in the absence of manifest error) be conclusive and binding upon the Company and all warrant holders.~~

- (6) ~~Intentionally deleted~~The provisions of this article as to the establishment, maintenance and application of the Subscription Rights Reserve are subject to the provisions of the Companies Ordinance and nothing in this article shall entitle the Company to undertake any transaction prohibited by the Companies Ordinance.

## CORPORATE COMMUNICATIONS

159. ~~Intentionally deleted.~~The Company may, to the extent permitted by and in accordance with applicable laws and regulations, make copies of its listing documents (together with the relative application forms) available to the public:

~~in electronic format on CD-ROM (together with any related application forms in electronic format on the same CD-ROM); and/or~~

~~in electronic format through publication of the listing document (together with any related application forms) on the Company's own website on a continuous basis for at least five (5) years from the date of first publication.~~

160. (a) The Company may, after it has made adequate arrangements to ascertain the preference of the holders of its securities and other persons entitled to receive notices of general meetings of the Company (including an implied consent or a deemed consent) and to the extent permitted by and in accordance with applicable laws and regulations, send or supply any notice, document, Actionable Corporate Communication or corporate communication:
- (i) by hand or by sending it by pre-paid post (if sent to an address outside Hong Kong, by airmail or any equivalent service that is no slower) addressed to the member's address as shown in the register or by delivering or leaving it at such registered address as aforesaid;
  - (ii) by advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper circulating generally in Hong Kong for such period as the board shall think fit;

(iii) otherwise make available using by electronic means and sending it to such address as provided by the member to the Company in writing for such purpose; or

(iv) by posting on the Company's own a website; or any corporate communication which it is required by the Listing Rules or the Companies Ordinance to send, mail, despatch, issue, publish or otherwise make available to the relevant holders of its securities or other persons entitled to receive notices of general meetings of the Company

(v) by any other means agreed in writing with the members

and any such corporate communication sent or otherwise made available using electronic means or by posting on ~~the Company's own~~ a website shall be deemed to satisfy the requirements in the Listing Rules or the Companies Ordinance that such corporate communication be sent, mailed, despatched, issued, published or otherwise made available by the Company to the relevant holders of its securities or other persons entitled to receive notices of general meetings of the Company.

- (b) Any requirement in the Listing Rules and/or these articles that a corporate communication, notice or other document must be in writing or in printed form may be satisfied by such corporate communication, notice or other document being in electronic format in compliance with this article.
- (c) Any corporate communication which is made available by the Company, in compliance with this article, to the relevant holders of its securities or other persons entitled to receive notices of general meetings of the Company by posting on ~~the Company's own~~ a website shall be deemed to have been given to such holders or persons at the time when such corporate communication is first posted on ~~the Company's own~~ such website. Any corporate communication which is made available by the Company, in compliance with this article, by using electronic means shall be deemed to have been served or delivered on the day on which the corporate communication is transmitted electronically provided that no notification that the relevant corporate communication has not reached its recipient has been received by the sender, except that any failure in transmission beyond the sender's control shall not invalidate the effectiveness of the notice or document being served following that on which it was sent by or on behalf of the Company.

160A. A member may revoke his agreement (including an implied consent or a deemed consent) that corporate communications may be sent or supplied to such member in electronic form or by making it available on a website pursuant to article 160 by sending a notice of revocation to the Company as prescribed under the Companies Ordinance and the Listing Rules and in the manner as specified by the Company from time to time.

160B. A member may request the Company to send or supply any corporate communications in hard copy form or in electronic form by sending a notice in writing to the Company as prescribed under the Companies Ordinance and the Listing Rules and in the manner as specified by the Company from time to time.

160C. Subject to the Companies Ordinance, the Listing Rules and any applicable laws and regulations, each member shall, from time to time as requested by the Company, notify the Company in writing an address for the purpose of receiving corporate communications in hard copy form or in electronic form. The Company shall not be required to send or supply corporate communications in hard copy form or in electronic form to a member who has not notified the Company in writing an address for receiving corporate communications in hard copy form or in electronic form, as applicable.

161. Where the Company is required by the Listing Rules to send, mail, despatch, issue, publish or otherwise make available any corporate communication in both English and Chinese, the Company may, where it has made adequate arrangements to ascertain whether or not a holder of its securities wishes to receive the English language version only or the Chinese language version only, and to the extent permitted by and in accordance with applicable laws and regulations, send the English language version only or the Chinese language version only (in accordance with the holder's stated wish) to the holder concerned.

#### **NOTICES ETC.**

162. Any notice, document or information (including any corporate communication and any Actionable Corporate Communication) to be given to or by any person pursuant to these articles shall be in writing, except that a notice calling a meeting of the directors need not be in writing.

163. Subject to the Listing Rules and unless these articles otherwise provide: ~~155 and 161, the Company may give any notice to a member either personally or by sending it by post in a prepaid envelope or wrapper addressed to the member at his registered address or by leaving it at that address or by publishing such notice in one English language and one Chinese language newspaper.~~

- (a) In the case of joint holders of a share, all notices, document or information shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding ~~and~~ such notice so given shall be deemed to be sufficient notice to all the joint holders.
- (b) A member shall be entitled to have notices, document or information served on him at any address within Hong Kong or elsewhere. Any member whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice, document or information shall be deemed to be his registered address. A member who has no registered address shall be deemed to have received any notice, document or information which shall have been displayed at the Office and shall have remained there for the period of twenty-four (24) hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed.

164. Subject to the Companies Ordinance, the Listing Rules and any applicable laws and regulations, a notice, corporate communication, document or information given or issued by or on behalf of the Company to another person:

- (a) if sent or delivered in person, shall be deemed to have been sent or delivered at the time of personal sending or delivery, and in proving such sending or delivery, a certificate in writing signed by the Company Secretary or other person appointed by the board that it was so served shall be conclusive evidence thereof;
- (b) ~~A notice if~~ sent by pre-paid post shall be deemed to have been served on the second business day~~given on the day following the day~~ that on which the envelope or wrapper containing the notice was posted. Proof that the envelope or wrapper was properly addressed, prepaid and posted (by airmail if appropriate) and a certificate in writing signed by the Company Secretary or other person appointed by the board that the envelop or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof;
- (c) if not sent by post but delivered or left at a registered address, shall be deemed to have been served on the day it was so delivered or left, and in proving such service, it shall be sufficient to prove that the relevant corporate communication was properly addressed;
- (d) ~~that notice was given.~~ if published by way of A notice given by advertisement, shall be deemed to have been served on the day on which it was first published;~~the advertisement appearsthe advertisement appears.~~

- (e) if sent or transmitted by electronic means (other than by making the corporate communication available on a website), shall be deemed to have been served or delivered on the day on which the notice or document is transmitted electronically provided that no notification that the relevant notice or document has not reached its recipient has been received by the sender, except that any failure in transmission beyond the sender's control shall not invalidate the effectiveness of the notice or document being served;
- (f) if made available on a website, shall be deemed to have been served at the same time when it was first made available on such website; and
- (g) if sent by any other means agreed in writing by that other person concerned, shall be deemed to have been received by that other person when the Company has carried out the action as agreed with that other person for that purpose.

165. Any person who, by operation of law, transfer or other means whatsoever, becomes entitled to any share shall be bound by every notice, document or information in respect of such share which, previously to his name and address being entered in the register of members, has been duly sent or delivered ~~given~~ to the person from whom he derives his title to such share.

166. A notice, document or information may be given by the Company to the person entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it in any manner authorised by these articles for the giving of notice, document or information to a member addressed to that person by name, or by the title of representative of the deceased or trustee of the bankrupt or by any like description, at the address, if any, within Hong Kong supplied for that purpose by the person claiming to be so entitled. Until such an address has been supplied, a notice, document or information may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.

167. The signature to any notice, document or information to be sent or delivered ~~given~~ by the Company may be written, ~~or printed~~ or made electronically and includes (without limitation) a digital signature.

#### DESTRUCTION OF DOCUMENTS

168. (1) The Company may destroy:

- (a) any instrument of transfer, after six (6) years from the date on which it is registered;

- (b) any dividend mandate or notification of change of name or address, after two (2) years from the date on which it is recorded;
  - (c) any share certificate, after one year from the date on which it is cancelled; and
  - (d) any other document on the basis of which an entry in the register of members is made, after six (6) years from the date on which it is made.
- (2) Any document referred to in paragraph (1) of this article may be destroyed earlier than the relevant date authorised by that paragraph, provided that a permanent record of the document is made which is not destroyed before that date.
- (3) It shall be conclusively presumed in favour of the Company that every entry in the register of members purporting to have been made on the basis of a document destroyed in accordance with this article was duly and properly made, that every instrument of transfer so destroyed was duly registered, that every share certificate so destroyed was duly cancelled, and that every other document so destroyed was valid and effective in accordance with the particulars in the records of the Company, provided that:
- (a) this article shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties to it) to which the document might be relevant;
  - (b) nothing in this article shall be construed as imposing upon the Company any liability in respect of the destruction of any such document otherwise than in accordance with this article which would not attach to the Company in the absence of this article; and
  - (c) references in this article to the destruction of any document include references to the disposal of it in any manner.

## **INFORMATION**

169. No member (not being a director) shall have any right to require information in respect of the Company's trading and other activities or any matter which is or may be in the nature of confidential information or a trade secret or secret process relating to the conduct of the business of the Company, except as conferred by law or authorised by the directors or by the Company in general meeting.

**PAYMENT OF CORPORATE ACTION PROCEEDS AND ELECTRONIC INSTRUCTIONS**

169A. To the extent permitted by applicable laws and regulations and unless otherwise restricted or prohibited by the Listing Rules, the Company shall:

- (a) accept instructions from members and its securities holders (including but not limited to dividend election instructions, payment choice instructions, responses to Corporate Communication and Actionable Corporate Communications, and instructions regarding any meeting of the securities holders such as meeting attendance indications, proxy appointments, revocations, voting directions, and responses to corporate communications) transmitted by electronic means, in such manner and subject to reasonable authentication measures as the board may from time to time determine; and
- (b) pay any corporate action proceeds (including proceeds paid by the Company to members 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**

169B. The Company shall comply with all applicable laws and regulations, including the SFO and the USM Rules made under the SFO, to facilitate the holding, transfer, and registration of its shares or other prescribed securities in uncertificated form through electronic means, including via the UNSRT system or other systems approved by the SFC and the Stock Exchange. 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 uncertificated shares) or concerning share certificates shall be interpreted to permit compliance with such electronic processes and systems, to the extent permitted by the laws of Hong Kong.

**WINDING UP**

170. If the Company is wound up, the liquidator may, with the sanction of a special resolution and any other sanction required by law, divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he may with the like sanction determine, but no member shall be compelled to accept any assets upon which there is a liability.
171. If the Company shall be wound up, the surplus assets remaining after payment to all creditors shall be divided among the members in proportion to the capital paid up on the shares held by them respectively, and if such surplus assets shall be insufficient to repay the whole of the paid up capital, they shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up on the shares held by them respectively. This article is, however, subject to the rights of the holders of any shares which may be issued on special terms or conditions.
172. In the event of a winding-up of the Company in Hong Kong, every member who is not for the time being in Hong Kong shall be bound, within 14 days after the passing of an effective resolution to wind-up the Company voluntarily, or within the like period after the making of an order for the winding-up of the Company, to serve notice in writing on the Company appointing some person resident in Hong Kong upon whom all summonses, notices, processes, orders and judgments in relation to or under the winding-up of the Company may be served and, in default of such nomination, the liquidator of the Company shall be at liberty on behalf of such member to appoint some such person, and service upon any such appointee shall be deemed to be a good personal service on such member for all purposes, and where the liquidator makes any such appointment he shall, with all convenient speed, give notice thereof to such member by advertising in such English language daily newspaper circulating in Hong Kong as he shall deem appropriate or by a registered letter sent through the post and addressed to such member at his address as appearing in the register, and such notice shall be deemed to be served on the day on which the advertisement appears or the letter is posted.

**INDEMNITY**

173. Subject to the provisions of the Companies Ordinance, but without prejudice to any indemnity to which a director may otherwise be entitled every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any

liability, loss or expenditure incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or auditor of the Company and in which judgment is given in his favour or in which he is acquitted, or incurred in connection with any application in which relief is granted to him by the court from liability in respect of any such act or omission.

174. Subject to the provisions of the Companies Ordinance, the directors may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is a director, alternate director, manager, company secretary and officer of the Company and the auditors for the purpose of indemnifying such persons and keeping them indemnified against liability for negligence, default, breach of duty or breach of trust or other liability which may lawfully be insured against by the Company and any liability which may be incurred by him in defending any proceedings, whether civil or criminal, taken against him for any negligence, default, breach of duty or breach of trust (including fraud) of which he may be guilty in relation to the Company or a related company.

#### UNTRACED MEMBERS

175. Without prejudice to the rights of the Company, the Company may cease sending such cheques for dividend entitlement or dividend warrants by post if such cheques or warrants have been left uncashed on two (2) consecutive occasions or after the first occasion on which a cheque or warrant is returned undelivered.

176. (1) The Company shall be entitled to sell in such manner as the directors think fit any share held by a member, or any share to which a person is entitled by transmission, if:
- (a) all cheques or warrants, being not less than three (3) in total number, in respect of the shares in question sent during the relevant period in the manner authorised by the articles of the Company have remained uncashed or unclaimed;
  - (b) so far as it is aware at the end of the relevant period, the Company has not at any time during the relevant period received any indication of the existence of the shareholder who is the holder of such shares or of a person entitled to such shares by death, bankruptcy or operation of law;
  - (c) the Company has caused an advertisement in English in one English language newspaper and in Chinese in one Chinese language daily newspaper (provided that the aforesaid daily newspapers shall be included in the list of newspapers issued and published in the Hong Kong Government Gazette for the purpose of section

~~20371A of the Companies Ordinance~~) and by notice to the Stock Exchange (if shares of the class concerned are listed on that exchange) gives notice of its intention to sell such shares;

- (d) the Company has not during the further period of three (3) months after the date of the advertisement and prior to the sale of the shares received any communication from the member or person concerned.

For the purpose of the foregoing, “relevant period” means the period commencing twelve (12) years before the date of publication of the advertisement referred to in paragraph (c) of this article and ending at the expiry of the period referred to in that paragraph.

The manner, timing and terms of any sale of shares pursuant to this article (including, but not limited to, the price or prices at which the same is made) shall be such as the directors determine, based upon advice from such bankers, brokers or other persons consulted by them for the purpose as the directors consider appropriate, to be reasonably practicable having regard to all the circumstances, including the number of shares to be disposed of and the requirement that the disposal be made without delay, and the directors shall not be liable to any person for any of the consequences of reliance on such advice.

- (2) To give effect to the sale of any share pursuant to this article the Company may appoint any person to execute an instrument of transfer of the share, and the instrument shall be as effective as if it had been executed by the registered holder of, or person entitled by transmission to, the share. The purchaser shall not be bound to see to the application of the proceeds of sale, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings relating to the sale. The Company shall be indebted to the member or other person entitled to the share for an amount equal to the net proceeds of the sale, but no trust or duty to account shall arise and no interest shall be payable in respect of the proceeds of sale. Any sale under this article shall include any additional shares which during the relevant period or during any period ending on the date when all the requirements of sub-paragraphs (a) to (d) of this article have been satisfied have been issued in respect of those held at the beginning of such relevant period and shall be valid and effective notwithstanding that the member holding the shares sold is dead, bankrupt or otherwise under any legal disability or incapacity.

**AUTHENTICATION OF DOCUMENTS**

177. Any director or the company secretary or other authorised officer of the Company shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the directors or any committee, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts and, where any books, records, documents or accounts are elsewhere than at the Office, the local manager or such other officer of the Company having the custody thereof shall be deemed to be the authorised officer of the Company as aforesaid. A document purporting to be a copy of a resolution or an extract from the minutes of a meeting of the Company or of the directors or any local board or committee which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed, or as the case may be, that any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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**SinoMedia**<sup>®</sup>

**SINOMEDIA HOLDING LIMITED**

**中視金橋國際傳媒控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 00623)

(the “Company”)

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the Company (the “AGM”) will be held at 3:00 p.m. on 11 June 2026, Thursday at United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong for the purpose of transacting the following business:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and the independent auditors (“**Auditors**”) of the Company for the year ended 31 December 2025.
2. To declare a final dividend of 11.00 HK cents per ordinary share of the Company (“**Share**”) for the year ended 31 December 2025 to be paid out of the distributable profits to the shareholders of the Company whose names appear on the register of members of the Company on 18 June 2026.
3. To re-appoint Messrs. KPMG as the Auditors and authorise the board of Directors to fix Auditors’ remuneration.
4.
  - (a) To re-elect Mr. Chen Xin as an executive Director.
  - (b) To re-elect Ms. Ip Hung as an Independent Non-executive Director.
  - (c) To re-elect Dr. Zhang Hua as an Independent Non-executive Director.
5. To authorise the board of Directors to fix the Directors’ remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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### ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions (with or without modification) as ordinary resolutions:–

6. **“THAT**

- (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued Shares (including any sale or transfer of treasury shares (which shall have the meaning ascribed thereto under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (**“Listing Rules”**)) or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued from time to time (a) on a Rights Issue (as hereinafter defined) or (b) upon the exercise of any options under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares or (c) upon the exercise of rights of subscription or conversion attaching to any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by shareholders of the Company or (d) as any scrip dividend or similar arrangements pursuant to the articles of association of the Company, not exceeding twenty per cent of the number of issued Shares of the Company (excluding treasury shares) as at the date of this resolution (subject to adjustment in case of any Share consolidation or subdivision after the mandate has been approved, provided that the maximum number of securities that may be issued as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same); and
- (b) 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 law or the articles of association of the Company to be held; and

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## NOTICE OF ANNUAL GENERAL MEETING

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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;

and “Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractions entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or of the requirements of any recognized regulatory body or any stock exchange applicable to the Company).”

7. “**THAT** there be granted to the Directors an unconditional general mandate to buy back Shares, and that the exercise by the Directors of all powers of the Company to buy back Shares subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved, subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period (as hereinafter defined);
  - (b) such mandate shall authorise the Directors to procure the Company to buy back Shares at such price as the Directors may at their discretion determine;
  - (c) the Shares to be bought back by the Company pursuant to this resolution during the Relevant Period shall be no more than ten per cent of the number of issued Shares as at the date of passing this resolution (subject to adjustment in case of any Share consolidation or subdivision after the mandate has been approved, provided that the maximum number of securities that may be bought back as a percentage of the total number of issued Shares (excluding treasury 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 law or the articles of association of the Company to be held; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- 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.”
- 8. “**THAT** conditional upon the resolutions nos. 6 and 7 above being passed, the number of Shares which are bought back by the Company pursuant to and in accordance with resolution no. 7 above shall be added to the number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no. 6 above.”

### SPECIAL RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions (with or without modification) as special resolutions:

- 9. “**THAT:**
  - (a) subject to and conditional upon the approval of the Registrar of Companies in Hong Kong, the name of the Company be changed from “SinoMedia Holding Limited 中視金橋國際傳媒控股有限公司” to “Golden Bridge Group Holdings Limited 金橋集團控股有限公司” (the “**Change of Company Name**”) with effect from the date of issuance of the certificate of change of name by the Registrar of Companies in Hong Kong; and
  - (b) any director of the Company be and is hereby authorised to sign, execute and deliver all such documents, instruments and agreements (including the affixation of the common seal of the Company when required), and to do all such acts or things and make all such arrangements that he or she may, in his or her absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name, including without limitation, attending to the necessary registration and/or filings for and on behalf of the Company.”
- 10. “**THAT**, subject to the Change of Company Name becoming effective:
  - (a) the new articles of association of the Company (the “New Articles”), (a copy of which has been produced to the meeting and marked “A” and initialled by the chairperson of the meeting for the purpose of identification) be and is hereby approved and adopted in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company, with effect from the date the Change of Company Name becomes effective; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(b) any director of the Company be and is hereby authorised to sign, execute and deliver all such documents, instruments and agreements (including the affixation of the common seal of the Company when required), and to do all such acts or things and make all such arrangements that he or she may, in his or her absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the adoption of the New Articles, including without limitation, attending to the necessary registration and/or filings for and on behalf of the Company.”

By order of the Board  
**SinoMedia Holding Limited**  
**Chen Xin**  
*Chairman*

Hong Kong, 28 April 2026

*Notes:*

1. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the AGM is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the AGM and any adjournment thereof should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. A form of proxy for the AGM is enclosed with the Company’s circular dated 28 April 2026. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with a valid power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company’s share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. The register of members of the Company will be closed from 8 June 2026, Monday to 11 June 2026, Thursday (both dates inclusive), for the purposes of determining the entitlements of the members of the Company to attend and vote at the AGM. No transfers of Shares may be registered during the said period. The record date for determining the entitlements of the Shareholders to attend and vote at the AGM is 11 June 2026, Thursday. In order to qualify for the aforesaid entitlements, all transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong no later than 4:30 p.m. on 5 June 2026, Friday.
4. The register of members of the Company will be closed from 17 June 2026, Wednesday to 18 June 2026, Thursday (both dates inclusive), for the purposes of determining the entitlements of members of the Company to the proposed final dividend upon passing of resolution no. 2 set out in this notice. No transfers of Shares may be registered during the said period. The record date for determining the entitlements of the Shareholders to the proposed final dividend will be 18 June 2026, Thursday. In order to qualify for the aforesaid entitlements, all transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong no later than 4:30 p.m. on 16 June 2026, Tuesday.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders, stand on the register in respect of the relevant joint holding.
6. With regard to resolution no. 6 above, the Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the general mandate to be granted under resolution no. 6 above.
7. If a Typhoon Signal No. 8 or above or a Black Rainstorm Warning Signal or “extreme conditions” as defined under the Listing Rules is in force at or at any time after 12:00 noon on the date of the meeting and/or the Hong Kong Observatory has announced at or before 12:00 noon on the date of the meeting that either of the above mentioned warnings is to be issued within the next two hours, the meeting will be adjourned. Depending on the circumstances in light of the outbreak of the coronavirus disease (Covid-19), the meeting may be adjourned as well. The Company will publish an announcement to notify Shareholders of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.

*As at the date of this notice, the board of Directors of the Company comprises Mr. Chen Xin, Ms. Liu Jinlan, Mr. Li Zongzhou and Ms. Liu Zhiyi as executive directors, and Mr. Qi Daqing, Ms. Ip Hung, Dr. Tan Henry and Dr. Zhang Hua as independent non-executive directors.*