
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Tsit Wing International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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TSIT WING INTERNATIONAL HOLDINGS LIMITED

捷榮國際控股有限公司*

(Incorporated under the laws of Bermuda with limited liability)

(Stock Code: 2119)

- (1) PROPOSED GRANTING OF GENERAL MANDATES TO
ISSUE NEW SHARES AND TO REPURCHASE SHARES;**
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF AUDITOR;
(4) PROPOSED FINAL DIVIDEND;
**(5) PROPOSED AMENDMENTS TO EXISTING BYE-LAWS AND
ADOPTION OF NEW BYE-LAWS;**
AND
(6) NOTICE OF ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 3 to 9 of this circular. A notice convening the AGM to be held at 10 a.m. on Tuesday, 28 April 2026 at Level 35, Two Pacific Place, No. 88 Queensway, Admiralty, Hong Kong, is set out on pages 58 to 64 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy and return the same to the Company's share registrar in Hong Kong, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon or via the designated website (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and the return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof if you so wish.

* *For identification purpose only*

30 March 2026

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DEFINITIONS

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 10 a.m. on Tuesday, 28 April 2026, or, where the context so admits, any adjournments of such meeting, and the notice of which is set out in this circular
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company, as amended and restated, supplemented or modified from time to time
“Company”	Tsit Wing International Holdings Limited (捷榮國際控股有限公司*), an exempted company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange
“Directors”	the director(s) of the Company
“Existing Bye-Laws”	the existing amended and restated Bye-Laws of the Company adopted by a special resolution passed on 27 April 2023 and effective on 27 April 2023, and a copy of which is posted on the websites of the Company and the Stock Exchange
“Final Dividend”	the proposed final dividend of HK1.36 cents per Share for the year ended 31 December 2025 to the Shareholders whose names appear on the register of members of the Company on the Record Date
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and/or deal with new Shares or sell or transfer Treasury Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company (excluding Treasury Shares) as set out in the notice of the AGM
“Latest Practicable Date”	18 March 2026, being the latest practicable date before the printing of this circular for ascertaining certain information for the purpose of inclusion in this circular
“Listing Date”	11 May 2018, the date on which the Shares are listed on the Stock Exchange

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“New Bye-Laws”	the second amended and restated Bye-Laws which contains the Proposed Amendments, proposed to be adopted by the Shareholders with effect from the close of the AGM upon passing of the relevant special resolution at the AGM
“Proposed Amendments”	the proposed amendments to the Existing Bye-Laws set out in Appendix III to this circular
“Record Date”	Wednesday, 6 May 2026, being the record date for determining entitlements of the Shareholders to the Final Dividend
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company (excluding Treasury Shares) as set out in the notice of the AGM
“Resolution(s)”	the proposed resolution(s) as referred to in the notice of the AGM
“Share(s)”	ordinary share(s) of nominal or par value of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“Treasury Shares”	has the meaning ascribed to it in the Listing Rules
“%”	per cent.

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TSIT WING INTERNATIONAL HOLDINGS LIMITED

捷榮國際控股有限公司*

(Incorporated under the laws of Bermuda with limited liability)

(Stock Code: 2119)

Executive Directors:

Mr. Wong Tat Tong
(Chairman & Chief Executive Officer)
Ms. Fan Yee Man
Mr. Kam Chun Pong Bernard

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Non-executive Directors:

Ms. Yeung Po Yan
Mr. Ho Hung Wai

*Head office and principal place of
business in Hong Kong:*

Flats F–J, 11th Floor, Block 1
Kwai Tak Industrial Centre
15–33 Kwai Tak Street
Kwai Chung
New Territories
Hong Kong

Independent non-executive Directors:

Mr. Tang Kwai Chang
Mr. Wong Man Fai
Mr. Lok Kung Chin Hardy

30 March 2026

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANTING OF GENERAL MANDATES TO
ISSUE NEW SHARES AND TO REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF AUDITOR;
(4) PROPOSED FINAL DIVIDEND;
(5) PROPOSED AMENDMENTS TO EXISTING BYE-LAWS AND
ADOPTION OF NEW BYE-LAWS;
AND
(6) NOTICE OF ANNUAL GENERAL MEETING**

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LETTER FROM THE BOARD

INTRODUCTION

At the AGM, Resolutions will be proposed to seek the Shareholders' approval for (i) the proposed granting of the Issue Mandate and the Repurchase Mandate; (ii) the proposed re-election of Directors; (iii) the proposed re-appointment of auditor; (iv) the proposed distribution of Final Dividend, and (v) the Proposed Amendments and adoption of the New Bye-Laws. The purpose of this circular is to provide you with the necessary information on these issues and the related Resolutions to be proposed at the AGM.

THE ISSUE MANDATE

The Company's existing mandate to allot and issue Shares was approved by its Shareholders on 29 April 2025. Unless otherwise renewed, the existing mandate to allot and issue Shares will lapse at the conclusion of the AGM.

In order to ensure flexibility when it is desirable to allot and issue or otherwise deal with additional Shares, the Directors will seek the approval of the Shareholders to grant the Issue Mandate at the AGM and will put forward the following Resolutions as set out in the notice of the AGM for the following purposes:

- Resolution no. 6 — to grant a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue and otherwise deal with new Shares or sell or transfer Treasury Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding Treasury Shares) as at the date of passing of this resolution; and
- Resolution no. 8 — to increase the aggregate nominal amount of share capital of the Company which may be issued under the Issue Mandate by adding thereto the aggregate nominal amount of the share capital of the Company repurchased under the Repurchase Mandate.

The Directors have no immediate plans to allot and issue any new Shares other than Shares which may fall to be issued under the share option scheme(s) (if any) of the Company.

The Company had in issue an aggregate of 720,731,512 Shares as at the Latest Practicable Date. Subject to the passing of Resolution no. 6 for the approval of the Issue Mandate, the Company would be allowed to allot, issue and deal with a maximum of 144,146,302 new Shares on the basis that no further Shares are issued or repurchased before and up to the date of the AGM.

THE REPURCHASE MANDATE

The Company's existing mandate to repurchase Shares was approved by its Shareholders on 29 April 2025. Unless otherwise renewed, the existing mandate will lapse at the conclusion of the AGM.

LETTER FROM THE BOARD

In order to seek the approval of the Shareholders to grant the Repurchase Mandate at the AGM, the Directors will put forward the following Resolution as set out in the notice of the AGM:

- Resolution no. 7 — to grant a general and unconditional mandate to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange not exceeding 10% of the aggregate nominal amount of the share capital of the Company (excluding Treasury Shares) in issue as at the date of passing of this resolution.

The Company had in issue an aggregate of 720,731,512 Shares as at the Latest Practicable Date. Subject to the passing of Resolution no. 7 for the approval of the Repurchase Mandate, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 72,073,151 Shares on the basis that no further Shares are issued or repurchased before and up to the date of the AGM.

The Repurchase Mandate and the Issue Mandate shall continue to be in force during the period from the date of passing of the Resolutions for the approval of the Repurchase Mandate and the Issue Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable law of Bermuda to be held; or (iii) the revocation or variation of the Repurchase Mandate or the Issue Mandate (as the case may be) by ordinary resolution of the Shareholders at a general meeting of the Company, whichever occurs first.

The Listing Rules contain provisions to regulate the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange. The Company is required to give the Shareholders information which is reasonably necessary to enable them to make an informed decision as to whether to vote for or against the Resolution to approve the grant of the Repurchase Mandate. In this regard, this circular contains an explanatory statement required by the Listing Rules as set out in Appendix I.

RE-ELECTION OF DIRECTORS

In accordance with bye-laws 99 of the Bye-Laws, Mr. Wong Man Fai and Mr. Lok Kung Chin Hardy shall retire by rotation at the AGM and they, being eligible, offer themselves for re-election at the AGM.

In accordance with bye-laws 102 of the Bye-Laws, each of Ms. Yeung Po Yan and Mr. Ho Hung Wai appointed by the Board as a non-executive director of the Company on 12 June 2025 shall be subject to re-election at the AGM.

LETTER FROM THE BOARD

The Company has in place a nomination policy which sets out, *inter alia*, factors to be considered in assessing candidates to be re-appointed as Directors. The nomination committee of the Board (the “**Nomination Committee**”) has reviewed the overall contribution and service of each of the retiring Directors to the Company including their attendance of Board and relevant committees meetings and general meeting, the level of participation and performance on the Board. In addition, the Nomination Committee has reviewed the proposed re-appointments pursuant to the Board Diversity Policy and factors including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service of the candidates. The Nomination Committee is of the view that they could bring valuable perspectives, skills and experience as further described in their biographies in Appendix II to the circular and enhance diversity of the Board.

The Nomination Committee had reviewed the independence of Mr. Wong Man Fai and Mr. Lok Kung Chin Hardy. Each of Mr. Wong Man Fai and Mr. Lok Kung Chin Hardy also submitted an annual confirmation to the Company on his independence pursuant to Rule 3.13 of the Listing Rules. The Board considered that each of Mr. Wong Man Fai and Mr. Lok Kung Chin Hardy continues to be considered as independent in accordance with Rule 3.13 of the Listing Rules.

Having considered the recommendation of the Nomination Committee and with due regard for the benefits of diversity, the Board is satisfied that each of the proposed Directors has contributed effectively to the operation of the Board in the past and believes that the re-election of such proposed Directors will allow the Board to continuously benefit from the sharing of their invaluable experience, contribution and participation and supports their re-elections as Directors at the AGM. Each of the proposed Directors abstained from voting on the relevant resolution at the Board meeting regarding his/her own re-election.

Brief biographical and other details of the retiring Directors proposed to be re-elected at the AGM which are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

RE-APPOINTMENT OF AUDITOR

Messrs. Ernst & Young will retire as the independent auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board proposed to re-appoint Messrs. Ernst & Young as the independent auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

LETTER FROM THE BOARD

FINAL DIVIDEND

Subject to the approval by the Shareholders at the AGM, the Board proposed to pay a final dividend of HK1.36 cents per Share for the year ended 31 December 2025 to the Shareholders whose names appear on the register of members of the Company as at the close of business on Wednesday, 6 May 2026. The final dividends are expected to be paid in Hong Kong dollars on or before Thursday, 21 May 2026.

PROPOSED AMENDMENTS TO EXISTING BYE-LAWS AND ADOPTION OF NEW BYE-LAWS

As disclosed in the announcement of the Company dated 12 March 2026, the Board proposed to amend the Existing Bye-Laws in order to (i) reflect and align with the latest regulatory requirements in relation to the new treasury share regime and the relevant amendments made to the Listing Rules which took effect from 11 June 2024; (ii) bring the Bye-Laws in line with certain amendments made to the Listing Rules in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers; (iii) allow the Company to hold hybrid or electronic general meetings and voting by the Shareholders by electronic means; and (iv) incorporate certain housekeeping amendments.

The Company will seek approval from the Shareholders at the AGM for the adoption of the New Bye-Laws incorporating the Proposed Amendments. The adoption of the New Bye-Laws is subject to the approval of the Shareholders by way of special resolution at the AGM. Details of the Proposed Amendments are set out in Appendix III to this circular.

Prior to the passing of the special resolution at the AGM, the Existing Bye-Laws shall remain valid.

The legal advisers to the Company as to Hong Kong laws and Bermuda laws have respectively confirmed that the New Bye-Laws conform with the applicable requirements under the Listing Rules and are not inconsistent with the applicable laws of Bermuda.

AGM AND ACTIONS TO BE TAKEN

A notice convening the AGM is set out on pages 58 to 64 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong share registrar, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof if you so wish.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 23 April 2026 to Tuesday, 28 April 2026 (both days inclusive) for the purpose of determining entitlement of the Shareholders to attend and vote at the AGM, during which period no transfer of Shares will be effected. The record date for determining the eligibility of the Shareholders to attend and vote at the AGM will be 28 April 2026. In order to qualify for attending and voting at the AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 22 April 2026.

In addition, in order to determine the entitlement of the Shareholders to receive the proposed Final Dividend, if approved, the register of members of the Company will be closed on Wednesday, 6 May 2026, and no transfer of Shares will be registered on that day. The record date for entitlement to the proposed Final Dividend is Wednesday, 6 May 2026. In order to be eligible to receive the proposed Final Dividend, all transfers of Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Hong Kong share registrar of the Company, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 5 May 2026.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, the vote of Shareholders at the AGM will be taken by poll and a scrutineer will be appointed by the Company for vote taking at the AGM. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors believe that the grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate, the proposed re-election of the retiring Directors, the proposed re-appointment of the auditor, the proposed distribution of Final Dividend and the Proposed Amendments and adoption of the New Bye-Laws as set out in the notice of the AGM, are in the best interests of the Company and the Shareholders as a whole. The necessary information for seeking the Shareholders' approval on the proposed matters is already set out herein for consideration. The Directors recommend that all Shareholders should vote in favour of all Resolutions to be proposed at the AGM.

As at the Latest Practicable Date, no Shareholder is required to abstain from voting under the Listing Rules in respect of any of the Resolutions to be proposed at the AGM.

FURTHER INFORMATION

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

LETTER FROM THE BOARD

No distribution of corporate gifts and no refreshments will be served.

MISCELLANEOUS

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

Yours faithfully,
By order of the Board
Tsit Wing International Holdings Limited
Mr. Wong Tat Tong
Chairman and Chief Executive Officer

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for consideration as to whether to vote for or against the ordinary resolution to be proposed at the AGM for granting the Repurchase Mandate.

This explanatory statement contains all the information required pursuant to rule 10.06 of the Listing Rules which is set out as follows:

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 720,731,512 Shares.

Subject to the passing of Resolution no. 7 for the approval of the Repurchase Mandate and in accordance with the terms thereof, on the basis that no further Shares are issued or repurchased by the Company before and up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase Shares a maximum of 72,073,151 Shares during the period up to the conclusion of the next annual general meeting of the Company in 2027, or the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable law of Bermuda to be held, or the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders at a general meeting of the Company, whichever of these three events occurs first.

REASONS FOR THE REPURCHASES

The Company may cancel any Shares it repurchased and/or hold them as Treasury Shares to the extent permitted under all applicable laws, rules and regulations, subject to market conditions and its capital management needs at the relevant time of the repurchases. If the Company holds any Shares in treasury, any sale or transfer of Shares held in treasury will be subject to the terms of the Issue Mandate in ordinary resolution no. 6 and made in accordance with the Listing Rules and applicable laws and regulations of Bermuda.

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange as and when required. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will give the Company greater flexibility to manage its capital structure and improve market liquidity, and will only be made when the Directors believe that such repurchases of Shares will benefit the Company and the Shareholders as a whole.

To the extent that any Treasury Shares are deposited with Central Clearing and Settlement System (“CCASS”) pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders’ rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company’s own name as Treasury Shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at

general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

FUNDING OF REPURCHASES

Repurchases pursuant to the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any repurchases will be made out of funds of the Company legally permitted to be utilised in this connection in accordance with its memorandum of association, the Bye-Laws, the Listing Rules and the applicable laws of Bermuda. The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

POSSIBLE MATERIAL ADVERSE IMPACT

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared to the financial position as disclosed in the audited financial statements contained in the Company's annual report for the year ended 31 December 2025. Therefore, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the appropriate working capital requirements or the gearing position of the Company as they would consider from time to time.

The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

SHARE PRICES

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

	Trade price per Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
April	0.58	0.53
May	0.57	0.55
June	0.58	0.55
July	0.63	0.58
August	0.62	0.58
September	0.60	0.56
October	0.57	0.54
November	0.57	0.54
December	0.56	0.54
2026		
January	0.55	0.52
February	0.53	0.51
March (up to and including the Latest Practicable Date)	0.54	0.50

THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

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

As at the Latest Practicable Date, based on disclosures made under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”) and to the best knowledge and belief of the Company, information on the substantial Shareholders was as follows:

Substantial Shareholder	Number of Shares held	Approximate percentage of existing shareholder	Approximate percentage of shareholding if Repurchasing Mandate is exercised in full
Hero Asia Company Limited (“Hero Asia”) (Note 1)	514,667,312	71.41%	79.34%
Mr. Wong Tat Tong (Note 2)	514,667,312	71.41%	79.34%
Dah Chong Hong Food International Holdings Limited (“DCH Food”) (Note 3)	514,667,312	71.41%	79.34%
CITIC Limited (Note 4)	514,667,312	71.41%	79.34%
CITIC Group Corporation (Note 5)	514,667,312	71.41%	79.34%

Notes:

1. In respect of the 514,667,312 Shares, 363,313,695 Shares were held by itself beneficially and, simultaneously, as a party to an agreement to which s 317(1)(a) of SFO applies, Hero Asia is treated as being interested in the 151,353,617 Shares held by DCH Food.
2. Hero Asia is a company wholly owned by Mr. Wong Tat Tong, and hence he is deemed to be interested in 514,667,312 Shares via his controlled corporation (i.e. Hero Asia).
3. In respect of the 514,667,312 Shares, 151,353,617 Shares were held by itself beneficially and, simultaneously, as a party to an agreement to which s 317(1)(a) of SFO applies, DCH Food is treated as being interested in the 363,313,695 Shares held by Hero Asia.
4. DCH Food is an indirectly wholly owned subsidiary of CITIC Limited, and therefore CITIC Limited is deemed to have an interest in the shares in which DCH Food is interested.
5. CITIC Limited is an indirectly non-wholly owned subsidiary of CITIC Group Corporation, and therefore CITIC Group Corporation is deemed to have an interest in the shares in which CITIC Limited is interested.

In the event that the Repurchase Mandate is exercised in full, the increase in above shareholdings in the Company would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase Shares to an extent that will trigger the obligations under the Takeovers Code to make a mandatory offer.

If the Repurchase Mandate were exercised in full, the total number of the Shares which will be repurchased pursuant to the Repurchase Mandate shall be 72,073,151 Shares (being 10% of the total number of issued Shares as at the Latest Practicable Date) and the shareholding interests in the Company held by Hero Asia, Mr. Wong Tat Tong, DCH Food, CITIC Limited, CITIC Group Corporation would increase from approximately 71.41% to approximately 79.34% of the issued Shares. Such increase would result in the aggregate number of Shares in the public hands being reduced to less than 25%. Any repurchase of the Shares which results in the number of the Shares held by the public being reduced to less than the prescribed percentage of the Shares then in issue could only be implemented with the approval of the Stock Exchange to waive the Listing Rules requirements regarding the public float. The Directors will not repurchase the Shares on the Stock Exchange if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

SHARE REPURCHASE MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries has purchased any of the Shares (whether on the Stock Exchange or otherwise) during the 6 months immediately preceding the Latest Practicable Date.

DIRECTORS' DEALINGS

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell to the Company or its subsidiaries any of the Shares in the event that the Repurchase Mandate is granted at the AGM.

CORE CONNECTED PERSONS

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he or she has a present intention to sell any securities to the Company nor has any such core connected person undertaken not to sell any of the securities held by him or her to the Company in the event that the Repurchase Mandate is granted.

GENERAL

The Directors will exercise the powers of the Company to make repurchases under the Repurchase Mandate pursuant to the relevant resolution of the Company and in accordance with the Listing Rules and the applicable laws of Bermuda and as permitted by the regulations in the memorandum of association of the Company and the Bye-Laws.

Neither this explanatory statement nor the proposed share repurchase has any unusual features.

Details of the Directors who are proposed to be re-elected at the AGM in accordance with the Bye-Laws, are set out below:

NON-EXECUTIVE DIRECTORS

Ms. Yeung Po Yan (楊寶茵), aged 53, was appointed as a non-executive Director of the Company with effect from 12 June 2025.

Ms. Yeung possesses over 25 years of extensive experience in general management, retail operations and corporate strategy development. She currently serves as Vice President of Dah Chong Hong Holdings Limited (“DCH”), responsible for driving strategic initiatives and enhancing operational efficiencies across all the business units under the Consumer Division.

Prior to joining DCH, Ms. Yeung held various senior positions in regional and multinational corporations from 1996 to 2020. She served as Operations Director at Sixty8ight Limited from November 2016 to March 2020, and previously held multiple leadership roles at Esprit Holdings from July 2008 to October 2016, including the Head of China Markets.

Ms. Yeung obtained a Bachelor of Business Administration in Economics from the Hong Kong University of Science and Technology in 1995 and a Master of Counselling from Monash University, Australia, in 2021.

Ms. Yeung has entered into a letter of appointment with the Company for an initial term of three years commencing from 12 June 2025 unless terminated by not less than three months’ notice in writing served by either party on the other. According to the terms of her appointment letter, no director’s fee shall be payable by the Company. Her future remuneration shall be subject to the review by the Board based on the recommendations from the remuneration committee of the Company.

As at the Latest Practicable Date, Ms. Yeung does not have any interest in the Shares within the meaning of Part XV of the SFO. Save as disclosed above and as far as the Directors are aware, Ms. Yeung does not have any financial or family relationship with any directors, senior management or substantial or controlling shareholders of the Company (as defined under the Listing Rules) as at the Latest Practicable Date.

Mr. Ho Hung Wai (何鴻瑋), age 52, was appointed as a non-executive Director with effect from 12 June 2025. Mr. Ho has over 25 years of extensive experience in financial and management across the Asia-Pacific and Middle East regions. He joined DCH in December 2020 and has served as General Manager of Group Finance of DCH since July 2021.

Before joining DCH, Mr. Ho held several leadership roles, including the Chief Financial Officer at Kings (H.K.) Health Food Limited from March 2018 to December 2020, the Head of Finance and Business Operations for the Asia Pacific region at MGF Sourcing from March 2012 to February 2018, the Regional Controller, Asia Pacific at Global Payments Inc. from March 2010 to February 2012, and the Regional Financial

Controller, Asia Pacific at WPP — Taylor Nelson Sofres from November 2001 to October 2009. In his early career, he worked at PricewaterhouseCoopers from January 1998 to October 2001.

Mr. Ho obtained a Bachelor of Business Administration (Honours) in Accountancy from the Hong Kong Polytechnic University in 1996, a Master of Business Administration from the University of Hull, United Kingdom, in 2010, and a Doctor of Business Administration from Brittany University, France, in 2021. Mr. Ho is a Fellow Member of both the Hong Kong Institute of Certified Public Accountants (HKICPA) and the Association of Chartered Certified Accountants (ACCA). In addition, he is the Honorary President and Founder of the Institute of Accountants Exchange and the Founder of the Accounting Professional Development Fund.

Mr. Ho has entered into a letter of appointment with the Company for an initial term of three years commencing from 12 June 2025 unless terminated by not less than three months' notice in writing served by either party on the other. According to the terms of his appointment letter, no director's fee shall be payable by the Company. His future remuneration shall be subject to the review by the Board based on the recommendations from the remuneration committee of the Company.

As at the Latest Practicable Date, Mr. Ho does not have any interest in the Shares within the meaning of Part XV of the SFO. Save as disclosed above and as far as the Directors are aware, Mr. Ho does not have any financial or family relationship with any directors, senior management or substantial or controlling shareholders of the Company (as defined under the Listing Rules) as at the Latest Practicable Date.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wong Man Fai (王文輝), aged 76, was appointed as an independent non-executive Director on 15 December 2017. He is the chairman of the remuneration committee of the Board, a member of the audit committee of the Board and the Nomination Committee. Mr. Wong has over 30 years of experience in the insurance industry. Mr. Wong obtained his bachelor of science and master of business administration from the Chinese University of Hong Kong.

Mr. Wong was appointed as an independent non-executive director of Starr International Insurance (Asia) Limited, a private company engaging in insurance business, in October 2018.

Mr. Wong has entered into a letter of appointment with the Company for a term of three years commencing from 11 May 2018, which has been renewed for another three years commencing from 11 May 2024 on the same terms and conditions. He is entitled to receive a monthly director's fee of HK\$25,000 as determined by the Board with reference to the prevailing market conditions and his responsibility in the Company.

As at the Latest Practicable Date, Mr. Wong does not have any interest in the Shares within the meaning of Part XV of the SFO. Save as disclosed above and as far as the Directors are aware, Mr. Wong does not have any financial or family relationship with any directors, senior management or substantial or controlling shareholders of the Company (as defined under the Listing Rules) as at the Latest Practicable Date.

Mr. Lok Kung Chin Hardy (陸恭正), aged 76, was appointed as an independent non-executive Director on 10 December 2020. He is a member of the audit committee of the Board and Nomination Committee. Mr. Lok graduated in Civil Engineering from the University of Manchester Institute of Science & Technology. He is a member of both the Institute of Civil Engineers and the Hong Kong Institution of Engineers, and a fellow member of the Hong Kong Institute of Construction Managers. Mr. Lok is the Chairman of The Sun Company, Limited and has over 50 years of experience in building and engineering construction work. Mr. Lok has been an independent non-executive director of Kowloon Development Company Limited (Stock Code: 00034) since January 2002.

Mr. Lok has entered into a letter of appointment with the Company for a term of three years commencing from 10 December 2020 which has been renewed for a term of three years commencing from 10 December 2023. He is entitled to receive a monthly director's fee of HK\$25,000 as determined by the Board with reference to the prevailing market conditions and his responsibility in the Company.

As at the Latest Practicable Date, Mr. Lok does not have any interest in the Shares within the meaning of Part XV of the SFO. Save as disclosed above and as far as the Directors are aware, Mr. Lok does not have any financial or family relationship with any directors, senior management, or substantial or controlling shareholders of the Company (as defined under the Listing Rules) as at the Latest Practicable Date.

Save as disclosed herein, there are no other matters concerning the retiring Directors that need to be brought to the attention of the Shareholders nor is there any other information relating to the retiring Directors that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Details of the Proposed Amendments are set out as follows:

SECOND AMENDED AND RESTATED
BYE-LAWS
OF
TSIT WING INTERNATIONAL HOLDINGS LIMITED

(adopted by ~~s~~Special ~~r~~Resolution passed on ~~27 April 2023~~[•])

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
1(A)	Nil	1(A)	<u>“ASR Code” shall mean the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time;</u>
1(A)	Nil	1(A)	<u>“Central Clearing and Settlement System” shall mean the Central Clearing and Settlement System operated by HKSCC;</u>
1(A)	Nil	1(A)	<u>“Company’s website” shall mean the website of the Company to which any member may have access, the address or domain name of which has been notified to the members by the Company or as subsequently amended by notice given to the members by the Company;</u>
1(A)	Nil	1(A)	<u>“electronic communication” shall mean a communication sent, transmitted, conveyed and received by electronic means in any form through any medium;</u>
1(A)	Nil	1(A)	<u>“electronic means” shall include sending or otherwise making available to the intended recipients of the communication in electronic format;</u>
1(A)	Nil	1(A)	<u>“electronic meeting” shall mean a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by means of electronic facilities;</u>
1(A)	Nil	1(A)	<u>“electronic record” shall have the same meaning as in the Electronic Transactions Act 1999 of Bermuda as may be amended from time to time;</u>
1(A)	Nil	1(A)	<u>“HKSCC” shall mean the Hong Kong Securities Clearing Company Limited;</u>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
1(A)	Nil	1(A)	<u>“hybrid meeting” shall mean a general meeting convened for the (i) physical attendance and participation by members and/or proxies at the Principal Meeting Place 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 electronic facilities;</u>
1(A)	Nil	1(A)	<u>“Meeting Location” shall have the meaning given to it by Bye-law 69A(1);</u>
1(A)	Nil	1(A)	<u>“physical meeting” means a general meeting held and conducted by physical attendance and participation by members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations;</u>
1(A)	Nil	1(A)	<u>“Principal Meeting Place” has the meaning given to it by Bye-Law 63;</u>
1(A)	Nil	1(A)	<u>“Securities and Futures Ordinance” shall mean the Securities and Futures Ordinance, Cap. 571 of the laws of Hong Kong, as amended from time to time;</u>
1(A)	Nil	1(A)	<u>“SFC” shall mean the Securities and Futures Commission of Hong Kong;</u>
1(A)	“shareholder” shall mean the duly registered holder from time to time of the shares in the capital of the Company;	1(A)	“shareholder” or “member” shall mean the duly registered holder from time to time of the shares in the capital of the Company;
1(A)	“Transfer Office” shall mean the place where the Principal Register is situate for the time being; and	1(A)	“Transfer Office” shall mean the place where the Principal Register is situate for the time being; and
1(A)	Nil	1(A)	<u>“treasury share(s)” shall mean share(s) of the Company purchased or acquired by the Company and have been held by the Company as treasury share(s);</u>
1(A)	Nil	1(A)	<u>“UNSRT System” shall mean an uncertificated securities registration and transfer system, and in relation to any shares or securities of the Company, a computer-based system, together with procedures and other facilities, that (a) enables title to the shares and securities to be evidenced and transferred without an instrument; and facilitates supplementary and incidental matters;</u>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
1(A)	Nil	1(A)	<u>“USM Rules” the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) made under the Securities and Futures Ordinance; and</u>
1(B)	Nil	1(B)	<ul style="list-style-type: none"> <u>references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other means of verifying the authenticity of an electronic record and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;</u>
1(B)	Nil	1(B)	<ul style="list-style-type: none"> <u>references to the right of a shareholder to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;</u>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
1(B)	Nil	1(B)	<ul style="list-style-type: none"> • <u>references to votes cast or taken at a general meeting shall include all votes taken (in such manner as may be directed by the chairman of that meeting whether by a count of votes by show of hands and/or by the use of ballot or voting papers or tickets and/or by electronic means) of the shareholders attending in person, by corporate representative or by proxy at that meeting;</u>
1(B)	<ul style="list-style-type: none"> • references to a meeting is to a meeting convened and held in any manner permitted by these Bye-Laws and any member or Director participating in a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Companies Act and these Bye-Laws, and the terms “attend”, “participate”, “attending”, “participating”, “attendance” and “participation” shall be construed accordingly; and 	1(B)	<ul style="list-style-type: none"> • references to a meeting (a) is to a meeting convened and held in any manner permitted by these Bye-Laws and any member or Director participating in a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Companies Act and these Bye-Laws, and the terms “attend”, “participate”, “attending”, “participating”, “attendance” and “participation” shall be construed accordingly; and (b) shall, where <u>the context is appropriate, include a meeting that has been postponed or changed to another date, time and/or place and/or the electronic facilities and/or the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) has been changed by the Board pursuant to Bye-Law 69;</u>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
1(B)	Nil	1(B)	<ul style="list-style-type: none"> • <u>references to a person's participation in the business of a general meeting include, without limitation and as relevant, the right (including, in the case of a corporation, through a duly authorised corporate representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Companies Act, the Listing Rules or these Bye-Laws to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly; and</u>
1(G)	Nil	1(G)	<p><u>To the extent any provision in these Bye-Laws contradicts or is inconsistent with any provision of Part II and/or Part III of the Electronic Transactions Act 1999 of Bermuda (as amended from time to time), the provisions in these Bye-Laws shall prevail and these Bye-Laws shall be deemed as an agreement between the Company and the members to vary the provisions of the Electronic Transactions Act 1999 of Bermuda (as amended from time to time), as applicable.</u></p>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
5(A)	For the purposes of Section 47 of the Companies Act, if at any time the capital is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated either with the consent in writing of the shareholders together holding at least three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of these Bye-Laws relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be not less than two persons holding or representing by proxy one-third in nominal value of the issued shares of that class, and that any holder of shares of the class present in person or by proxy or by a duly authorised corporate representative may demand a poll.	5(A)	For the purposes of Section 47 of the Companies Act, if at any time the capital is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated either with the consent in writing of the shareholders together holding at least three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class <u>(other than the Company in respect of any treasury shares)</u> . To every such separate general meeting the provisions of these Bye-Laws relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be not less than two persons <u>(other than the Company in respect of any treasury shares)</u> holding or representing by proxy one-third in nominal value of the issued shares of that class, and that any holder of shares <u>(other than the Company in respect of any treasury shares)</u> of the class present in person or by proxy or by a duly authorised corporate representative may demand a poll.

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
6(B)	Subject to the Statutes, the power contained in the Memorandum of Association for the Company to purchase or otherwise acquire its shares shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit.	6(B)	Subject to the Statutes, the power contained in the Memorandum of Association for the Company to purchase or otherwise acquire its shares shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit. <u>Such shares may be cancelled upon being purchased or acquired, or (if permitted by the Listing Rules and subject to the Companies Act) be held as treasury shares, as the Board thinks fit. The Company shall be entered in the Register as a shareholder in respect of any shares held by the Company as treasury shares and shall be a shareholder of the Company but subject always to the provisions of the Companies Act and the Listing Rules and for the avoidance of doubt, the Company shall not exercise any rights in respect of those treasury shares, including any right to attend and vote at meeting of shareholder, save as expressly provided for in the Companies Act. Subject to the provisions of these Bye-laws and the Listing Rules, any shares of the Company held by the Company as treasury shares shall be at the disposal of the Board, which may hold all or any of the shares, dispose of or transfer all or any of the shares for cash or other consideration, or cancel all or any of the shares.</u>
14(C)	Except when the register of shareholders of the Company is closed, any shareholder of the Company may inspect during business hours any register of shareholders maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).	14(C)	Except when the register of shareholders of the Company is closed, any shareholder <u>and holders of Prescribed Securities (as defined in the USM Rules)</u> of the Company may inspect during business hours any register of shareholders maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
15	<p>Every person whose name is entered as a shareholder in the register shall be entitled without payment to receive within two months after allotment or lodgment of a transfer (or within such other period as the conditions of issue shall provide or, such shorter period as such stock exchange may from time to time prescribe) one certificate for all his shares, or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange on which the shares are listed, upon payment, in the case of a transfer, of such sum (not exceeding in the case of any share capital listed on a stock exchange in the Relevant Territory, HK\$2.50 or such greater sum as such stock exchange may from time to time permit, and in the case of any other shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for shares in stock exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders.</p>	15	<p>Every <u>person</u> whose name is entered as a member in the Register shall be entitled to <u>hold their shares in uncertificated form through the UNSRT System, the Central Clearing and Settlement System, or any other system approved under the Securities and Futures Ordinance and the USM Rules, as applicable, in compliance with the Listing Rules and other relevant regulations.</u> Where Shares are held in <u>certificated form, every person</u> whose name is entered as a shareholder in the register shall be entitled without payment to receive within two months after allotment or lodgment of a transfer (or within such other period as the conditions of issue shall provide or, such shorter period as such stock exchange may from time to time prescribe) one certificate for all his shares, or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange on which the shares are listed, upon payment, in the case of a transfer, of such sum (not exceeding in the case of any share capital listed on a stock exchange in the Relevant Territory, HK\$2.50 or such greater sum as such stock exchange may from time to time permit, and in the case of any other shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for shares in stock exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders. <u>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.</u></p>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
16	Every certificate for shares, warrants or debentures or representing any other form of securities of the Company shall be issued under the Seal of the Company, which for this purpose may be a Securities Seal.	16	Every certificate for shares, warrants or debentures or representing any other form of securities of the Company shall be issued under the Seal of the Company, which for this purpose may be a Securities Seal, <u>or with the Seal of the Company printed thereon, where appropriate.</u>
19	If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, (not exceeding, in the case of any share capital listed on a stock exchange in the Relevant Territory, HK\$2.50 or such greater sum as such stock exchange may from time to time permit, and, in the case of any other capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise such sum as the Company may by Ordinary Resolution determine) as the Board shall from time to time determine and on such terms and conditions, if any, as to publication of notices, evidence and indemnity as the Board thinks fit and in the case of wearing out or defacement, after delivery up of the old certificate. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company any exceptional costs and the reasonable out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity.	19	If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, (not exceeding, in the case of any share capital listed on a stock exchange in the Relevant Territory, HK\$2.50 or such greater sum as such stock exchange may from time to time permit <u>may be prescribed by the ASR Code</u> , and, in the case of any other capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise such sum as the Company may by Ordinary Resolution determine) as the Board shall from time to time determine and on such terms and conditions, if any, as to publication of notices, evidence and indemnity as the Board thinks fit and in the case of wearing out or defacement, after delivery up of the old certificate. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company any exceptional costs and the reasonable out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity.

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
36	Subject to the Companies Act, all transfers of shares may be effected by transfer in writing in the usual or common form or in such other form as the Board may accept and may be under hand or by means of mechanically imprinted signatures or such other manner as the Board may from time to time approve.	36	Subject to the Companies Act <u>and all applicable laws and regulations, including the Securities and Futures Ordinance and the USM Rules</u> , all transfers of shares may be effected by transfer in writing in the usual or common form or in such other form as the Board may accept and may be under hand or by means of mechanically imprinted signatures or such other manner as the Board may from time to time approve, <u>or in uncertificated form through the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the stock exchange of the Relevant Territory or the SFC.</u>
37	The instrument of transfer of any share shall be executed by or on behalf of the transferor and by or on behalf of the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case in which it thinks fit, in its absolute discretion, to do so. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof. Nothing in these Bye-Laws shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.	37	<u>Subject to the Companies Act and all applicable laws and regulations, including the Securities and Futures Ordinance and USM Rules, transfers of shares may be effected in uncertificated form through the UNSRT System, the Central Clearing and Settlement System, or any other system approved by stock exchange of the Relevant Territory or the SFC, without the need for a written instrument of transfer. For certificated shares, t</u> The instrument of transfer of any share shall be executed by or on behalf of the transferor and by or on behalf of the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case in which it thinks fit, in its absolute discretion, to do so. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof. Nothing in these Bye-Laws shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
40 ii)	the instrument of transfer is lodged at the relevant Registration Office or, as the case may be, the Transfer Office accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do);	40 ii)	<u>for certificated shares,</u> the instrument of transfer is lodged at the relevant Registration Office or, as the case may be, the Transfer Office accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do);
40 iii)	the instrument of transfer is in respect of only one class of share;	40 iii)	<u>if applicable,</u> the instrument of transfer is in respect of only one class of share;
61	All general meetings other than annual general meetings shall be called special general meetings.	61	All general meetings other than annual general meetings shall be called special general meetings. <u>A general meeting may be held by means of such telephone, electronic facilities or other communication facilities (including, without limiting the generality of the foregoing, by telephone, or by video conferencing) as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u>
Nil	Nil	<u>61A</u>	<u>All general meetings (including an annual general meeting, any special general meeting, any adjourned meeting or any postponed meeting) may be held: (a) as a physical meeting in any part of the world and at one or more locations as provided in Bye-Law 69A, (b) as a hybrid meeting, or (c) as an electronic meeting, as may be determined by the Board in its absolute discretion.</u>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
63	<p>An annual general meeting of the Company and a meeting for the passing of an Extraordinary Resolution shall be called by at least twenty-one (21) days' notice in writing, and a general meeting of the Company other than an annual general meeting or a meeting for the passing of an Extraordinary Resolution shall be called by at least fourteen (14) days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-Laws, entitled to receive such notices from the Company, provided that, subject to the provisions of the Companies Act, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-Law be deemed to have been duly called if it is so agreed:-</p> <p>i) in the case of a meeting called as the annual general meeting, by all the shareholders entitled to attend, speak and vote thereat; and</p> <p>ii) in the case of any other meeting, by a majority in number of the shareholders having a right to attend, speak and vote at the meeting, being a majority together representing at least ninety-five per cent. of the total voting rights at the meeting of all the shareholders of the Company.</p>	63	<p>An annual general meeting of the Company and a meeting for the passing of an Extraordinary Resolution shall be called by at least twenty-one (21) days' notice in writing, and a general meeting of the Company (including without limitation a special general meeting) other than an annual general meeting or a meeting for the passing of an Extraordinary Resolution shall be called by at least fourteen (14) days' notice in writing. The notice for any general meeting shall specify: (a) the time and date of the meeting; (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Bye-Law 69A, the principal place of the meeting (the "Principal Meeting Place") and the other place(s) of the meeting; (c) if the general meeting is to be a hybrid meeting or an electronic meeting, a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or when and how such details will be made available by the Company prior to the meeting; (d) the agenda of the meeting and particulars of resolutions to be considered at the meeting; and (e) in case of special business (as defined in Bye-law 65), the general nature of that business. The notice for every 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, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-Laws, entitled to receive such notices from the Company, provided that, subject to the provisions of the Companies Act, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-Law be deemed to have been duly called if it is so agreed:</p>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
			i) in the case of a meeting called as the annual general meeting, by all the shareholders entitled to attend, speak and vote thereat; and ii) in the case of any other meeting, by a majority in number of the shareholders having a right to attend, speak and vote at the meeting, being a majority together representing at least ninety-five per cent. of the total voting rights at the meeting of all the shareholders of the Company.
66	For all purposes the quorum for a general meeting shall be two shareholders present in person or by duly authorised corporate representative or by proxy and entitled to speak and vote or, for quorum purpose only, two persons appointed by the clearing house as authorised representative(s) or proxy(ies). No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the meeting.	66	For all purposes the quorum for a general meeting shall be two shareholders <u>(other than the Company in respect of any treasury shares)</u> present in person or by duly authorised corporate representative or by proxy and entitled to speak and vote or, for quorum purpose only, two persons appointed by the clearing house as authorised representative(s) or proxy(ies). No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the meeting.

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
68	<p>The chairman (if any) of the Company or, if he is absent or declines to take the chair at such meeting, the deputy chairman (if any) of the Company shall take the chair at every general meeting, or, if there be no such chairman or deputy chairman, or, if at any general meeting neither of such chairman or deputy chairman is present within fifteen minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the chairman chosen shall retire from the chair, then the shareholders present shall choose one of their number to be chairman of the meeting.</p>	68	<p>(1) <u>Subject to Bye-law 68(2),</u> tThe chairman (if any) of the Company or, if he is absent or declines to take the chair at such meeting, the deputy chairman (if any) of the Company shall take the chair at every general meeting, or, if there be no such chairman or deputy chairman, or, if at any general meeting neither of such chairman or deputy chairman is present within fifteen minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the chairman chosen shall retire from the chair, then the shareholders present shall choose one of their number to be chairman of the meeting.</p> <p>(2) <u>If the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is/are hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Bye-law 68(1) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.</u></p>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
69	<p>The chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for fourteen days or more, at least seven days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no shareholder shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p>	69	<p>Subject to Bye-law 69A, tThe chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place(s) to place(s) and/or from one form to another (as a <u>physical meeting, a hybrid meeting or an electronic meeting</u>) as the meeting shall determine. Whenever a meeting is adjourned for fourteen days or more, at least seven days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no shareholder shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
Nil	Nil	69A	<p>(1) <u>The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“Meeting Location(s)”) determined by the Board at its absolute discretion. Any member or any proxy attending and participating in such way or any member or any proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u></p> <p>(2) <u>All general meetings are subject to the following:</u></p> <p>(a) <u>where a member or proxy is attending by being present or by proxy at a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced as if it has commenced at the Principal Meeting Place;</u></p>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
			<p>(b) <u>members present in person or by proxy at a Meeting Location and/or members participating in an electronic meeting or a hybrid meeting in person or by proxy by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members at all Meeting Locations and/or members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;</u></p>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
			<p>(c) <u>where members and/or their proxies attend a meeting by being present at one of the Meeting Locations and/or where members and/or their proxies participate in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more members and/or their proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and</u></p>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
			<p>(d) <u>if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the notice, the provisions of these Bye-Laws concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the notice for the meeting.</u></p>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
			<p>(3) <u>The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place and/or any Meeting Location(s) and/or attendance and/or participation and/or voting at an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is unable to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of such member to attend the meeting or adjourned meeting or postponed meeting at such 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 postponed meeting stated to apply to the meeting.</u></p>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
			<p>(4) <u>If it appears to the chairman of the general meeting that:</u></p> <p>(a) <u>the electronic facilities at the Principal Meeting Place and/or at such other Meeting Location(s) at which the meeting may be attended have become inadequate to give all persons entitled to do so a reasonable opportunity to participate at the meeting or are insufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or</u></p> <p>(b) <u>in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate to give all persons entitled to do so a reasonable opportunity to participate at the meeting; or</u></p> <p>(c) <u>it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</u></p>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
			<p>(d) <u>there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting, then, without prejudice to any other power which the chairman of the meeting may have under these Bye-Laws or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including an adjournment for an indefinite period), or in the case of an electronic meeting or a hybrid meeting, change the electronic facilities. All business conducted at the meeting up to the time of any such adjournment or change of electronic facilities shall be valid.</u></p>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
			<p>(5) <u>The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction which the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting, including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the inspection of their personal property and the restriction of items that may be taken into the meeting place, obeying any precautionary measures and regulations in relation to prevention and control of spread of disease, and determining the number and frequency of and the time allowed for questions that may be raised at a meeting. Members and their proxies shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made by the Board and, at any general meeting, by the chairman of the meeting pursuant to this Bye-Law 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.</u></p>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
			<p>(6) <u>If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is unreasonable or impractical for any reason to hold the general meeting on the date and/or at the time and/or at the place and/or using the electronic facilities and/or in the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) specified in the notice calling the meeting, it may (a) postpone the meeting to another date and/or time, and/or (b) change the place and/or the electronic facilities and/or the form of the meeting (as a physical meeting, an electronic meeting or a hybrid meeting), without approval from the members. 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 postponement and/or change of the relevant general meeting may occur automatically without further notice, including, without limitation, where a number 8 or higher typhoon signal, extreme conditions, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Bye-law shall be subject to the following:</u></p>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
			<p>(a) <u>when (i) a meeting is postponed and/or (ii) there is a change in the place and/or the electronic facilities and/or form of the meeting, the Company shall: endeavour to post a notice of such postponement and/or change on the Company's website as soon as reasonably practicable (provided that failure to post such a notice shall not affect the automatic postponement and/or automatic change of such meeting); and subject to and without prejudice to Bye-law 69, unless already specified in the original notice of the meeting or included in the notice posted on the Company's website above, the Board shall fix the date, time, place (if applicable), electronic facilities (if applicable) and form of the meeting (if applicable) for the postponed and/or changed meeting and shall notify the members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy form) if they are received as required by these Bye-laws not less than forty-eight hours before the time of the postponed and/or changed meeting; and</u></p>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
			<p>(b) <u>notice of the business to be transacted at the postponed and/or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed and/or changed meeting is the same as that set out in the original notice of general meeting circulated to the members.</u></p> <p>(7) <u>All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Bye-law 69A(4), any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.</u></p> <p>(8) <u>Without prejudice to the other provisions in this Bye-law, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as shall permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting and shall be counted in the quorum of the meeting.</u></p>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
70	<p>At any general meeting a resolution put to the vote of the meeting shall be decided by poll save that the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution which relates purely to a procedural or an administrative matter to be voted on by a show of hands. 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 by:-</p> <p>i) by at least three (3) shareholders present in person or by duly authorised corporate representative or by proxy for the time being entitled to attend, speak and vote at the meeting; or</p> <p>ii) by any shareholder or shareholders present in person or by duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to attend, speak and vote at the meeting; or</p>	70	<p>At any general meeting a resolution put to the vote of the meeting shall be decided by poll save that <u>in the case of a physical meeting</u>, the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution which relates purely to a procedural or an administrative matter to be voted on by a show of hands. <u>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.</u> 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 by:-</p> <p>i) by at least three (3) shareholders present in person or by duly authorised corporate representative or by proxy for the time being entitled to attend, speak and vote at the meeting; or</p> <p>ii) by any shareholder or shareholders present in person or by duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to attend, speak and vote at the meeting; or</p>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
	<p>iii) by any shareholder or shareholders present in person or by duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to attend, speak and vote at the meeting being shares 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.</p> <p>Where a resolution is voted on by a show of hands, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded in favour of or against such resolution.</p>		<p>iii) by any shareholder or shareholders present in person or by duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to attend, speak and vote at the meeting being shares 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.</p> <p>Where a resolution is voted on by a show of hands, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded in favour of or against such resolution.</p>
76	<p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a poll every shareholder present in person or by a duly authorised corporate representative or by proxy, shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Bye-Law as paid up on the share), and on a show of hands every shareholder who is present in person or by a duly authorised corporate representative or by proxy shall have one vote. On a poll a shareholder entitled to more than one vote need not use all his votes or cast his votes in the same way.</p>	76	<p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a poll every shareholder present in person or by a duly authorised corporate representative or by proxy, shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Bye-Law as paid up on the share), and on a show of hands every shareholder who is present in person or by a duly authorised corporate representative or by proxy shall have one vote. On a poll a shareholder entitled to more than one vote need not use all his votes or cast his votes in the same way.</p>
Nil	Nil	<u>76B</u>	<p><u>All members (including a member which is a Clearing House (or its nominee(s))) have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u></p>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
77	Any person entitled under Bye-Law 46 to be registered as the holder of any shares may attend, speak and 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 attend, speak and/or vote, he shall satisfy the Board of his right to be registered as the holder of such shares or the Board shall have previously admitted his right to attend, speak and vote at such meeting in respect thereof.	77	Any person entitled under Bye- L aw 46 to be registered as the holder of any shares may attend, speak and 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 <u>or postponed meeting</u> (as the case may be) at which he proposes to attend, speak and/or vote, he shall satisfy the Board of his right to be registered as the holder of such shares or the Board shall have previously admitted his right to attend, speak and vote at such meeting in respect thereof.
78	Where there are joint registered holders of any share, any one of such persons may attend, speak and vote at any meeting, either personally or 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 whose name stands first on the register in respect of such share shall alone be entitled to attend, speak and vote in respect thereof. Several executors or administrators of a deceased shareholder in whose name any share stands shall for the purposes of this Bye-Law be deemed joint holders thereof.	78	Where there are joint registered holders of any share, any one of such persons may attend, speak and vote at any meeting, either personally or 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 whose name stands first on the register in respect of such share shall alone be entitled to attend, speak and vote in respect thereof. Several executors or administrators of a deceased shareholder in whose name any share stands shall for the purposes of this Bye- L aw be deemed joint holders thereof.
80(B)	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.	80(B)	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting <u>or postponed meeting</u> at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
82	The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.	82	<p>(1) <u>The Company may, at its absolute discretion, provide an electronic address or other electronic means for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Bye-Laws) and notice of termination of the authority of a proxy). If such an electronic address or other electronic means is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent to such electronic address or by such electronic means, subject as hereafter provided and subject to any other limitations or conditions as specified by the Company. Without limitation, the Company may from time to time determine that any such electronic address or electronic means may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses or electronic means for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Bye-Law 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 Bye-Law or if no electronic address is so designated by the Company for the receipt of such document or information.</u></p>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
			(2) The instrument appointing a proxy shall be in writing under the hand of <u>executed by</u> the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an <u>executed by its</u> officer or attorney duly authorised.
83	The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than forty-eight hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.	83	The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, <u>or copies thereof</u> , shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office), <u>or if the Company has provided an electronic address or electronic means in accordance with Bye-law 82(1), shall be received at the electronic address or the electronic means specified</u> , not less than forty-eight hours before the time for holding the meeting or adjourned meeting <u>or postponed meeting</u> (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting <u>or postponed meeting</u> where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
86	A vote given in accordance with the terms of an instrument of proxy or power of attorney shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Bye-Law 83, at least two hours before the commencement of the meeting or adjourned meeting at which the proxy is used.	86	A vote given in accordance with the terms of an instrument of proxy or power of attorney shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in <u>Bye-Law 83, or if the Company has provided an electronic address in accordance with Bye-law 82(1), shall have been received by the Company at the electronic address so specified, at least two hours before the commencement of the meeting or adjourned meeting or postponed meeting</u> at which the proxy is used.
126	The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not replaced by any regulations imposed by the Board pursuant to Bye-Law 124.	126	<u>Unless otherwise determined, any two members of a committee shall be a quorum for the meetings and proceedings of a committee. Save for the foregoing,</u> The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not replaced by any regulations imposed by the Board pursuant to Bye-Law 124.

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
154	Unless otherwise directed by the Board, any dividend or bonus may be paid by cheque or warrant sent through the post to the registered address of the shareholder entitled, or, in case of joint holders, to the registered address of that one whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent, and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.	154	Unless otherwise directed by the Board, any dividend or , <u>bonus, interest or other sum payable</u> may be paid by cheque or warrant sent through the post to the registered address of the shareholder entitled, or, in case of joint holders, to the registered address of that one whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent, and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. <u>For the avoidance of doubt, any dividend, bonus, interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Board may determine.</u>
155	All dividends or bonuses unclaimed for one year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof. All dividends or bonuses unclaimed for six years after having been declared may be forfeited by the Board and shall revert to the Company.	155	All dividends or , <u>bonuses or interest</u> unclaimed for one year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof. All dividends or , <u>bonuses or interest</u> unclaimed for six years after having been declared may be forfeited by the Board and shall revert to the Company.
167(A)	(1) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Bye-laws shall be in writing or, to the extent permitted by the Statutes and any applicable rules prescribed by The Stock Exchange of Hong Kong Limited from time to time and subject to this Bye-law, contained in an electronic communication. A notice calling a meeting of the Directors need not be in writing.	167(A)	(1) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Bye-laws shall be in writing or, to the extent permitted by the Statutes and any applicable rules prescribed by The Stock Exchange of Hong Kong Limited from time to time and subject to this Bye-law, contained in an electronic communication. A notice calling a meeting of the Directors need not be in writing.

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
	<p>(2) Any notice or document to be given to or by any person pursuant to these Bye-laws may be served on or delivered to any shareholder of the Company either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the shareholder or by any other means authorised in writing by the shareholder concerned or (other than share certificates) by publishing it by way of advertisement in at least one English language newspaper and one Chinese language newspaper circulating generally in the Hong Kong. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Statutes and any rules prescribed by The Stock Exchange of Hong Kong Limited from time to time, a notice or document may be served or delivered by the Company to any shareholder by electronic means to such address as may from time to time be authorised by the shareholder concerned or by publishing it on a website and (where required by any applicable rules prescribed by The Stock Exchange of Hong Kong Limited from time to time) notifying the shareholder concerned that it has been so published (“notice of availability”).</p>		<p>(2) Any notice or document to be given to or by any person pursuant to these Bye-laws may be served on or delivered to any shareholder of the Company either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the shareholder or by any other means authorised in writing by the shareholder concerned or (other than share certificates) by publishing it by way of advertisement in at least one English language newspaper and one Chinese language newspaper circulating generally in the Hong Kong.</p> <p>In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Statutes and any rules prescribed by The Stock Exchange of Hong Kong Limited from time to time, a notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) may be served or delivered by the Company to any shareholder by sending or transmitting it as an electronic communication by way of electronic means to such address as may from time to time be authorised supplied by the shareholder concerned or by publishing it on at the Company’s website and/or the website of The Stock Exchange of Hong Kong Limited and (where required by any applicable rules prescribed by The Stock Exchange of Hong Kong Limited from time to time) notifying the shareholder concerned that it has been so published (“notice of availability”), subject to compliance with the requirements of the Statutes and the Listing Rules. The notice of availability, where required, may be given to the shareholder by any of the means set out above (except by way of publishing on a website), subject to compliance with the requirements of the Statutes and the Listing Rules.</p>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
	(3) Any such notice or document may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. Where any notice or document is served or delivered to any person in respect of a share in accordance with these Bye-laws, no person deriving any title or interest in that share shall be entitled to any further service or delivery of that notice or document.		(3) (2) Any such notice or document may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. Where any notice or document is served or delivered to any person in respect of a share in accordance with these Bye-laws, no person deriving any title or interest in that share shall be entitled to any further service or delivery of that notice or document.
168	Any shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter.	168	Any shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of <u>(i) an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address; or (ii) an electronic address for the purpose of service of notice.</u> Where the registered address of the shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter <u>or (ii) if served by electronic means, shall be sent in accordance with Bye-Law 167(A)(2).</u>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
169	<p>Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at the address of a shareholder noted on the register shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to be have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement in the Newspapers or in an appointed newspaper shall be deemed to have been served or delivered on the day it was so published. Any notice or document published on a website shall be deemed given by the Company to a shareholder on the later of (i) (where required) the date on which a notice of availability is deemed served on such shareholder and (ii) the date on which such notice or document was published on the website.</p>	169	<p>(a) Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at the address of a shareholder noted on the register shall be deemed to have been served or delivered on the day it was so left. Any notice or document <u>(including any “corporate communication” within the meaning ascribed thereto under the Listing Rules)</u>, if sent by electronic means (including through any relevant system), shall be deemed to be have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement in the Newspapers or in an appointed newspaper or <u>other publication permitted under these Bye-Laws</u> shall be deemed to have been served or delivered on the day it was so published. Any notice or document <u>(including any “corporate communication” within the meaning ascribed thereto under the Listing Rules)</u> <u>published or made available on the Company’s website and/or the website of The Stock Exchange of Hong Kong Limited</u> shall be deemed given or served or delivered by the Company to a shareholder on the later of (i) (where required) the date on which a notice of availability is deemed served on such shareholder and (ii) the date on which such notice or document was published on the website, <u>unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules.</u></p>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
			<p>(b) <u>If on three consecutive occasions notices or other documents have been sent to any member (or, in the case of joint holders of a share, the first holder named on the register) at his registered address or by electronic communication to his electronic address but have been returned undelivered, such member (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address or a new electronic address for the service of notice on him.</u></p> <p>(c) <u>Notwithstanding any election by a member, if the Company is advised that the sending of any notice or other documents to any electronic address supplied by a member may or might infringe the law of any relevant jurisdiction, or if the Company cannot verify the location of the server at which the electronic address of the member is located, the Company may in lieu of the sending of any notice or other document to the electronic address supplied by the member concerned, place the same on the Company's website and the website of The Stock Exchange of Hong Kong Limited, and any such placement shall be deemed effective service on the member, and the relevant notice and document shall be deemed to be served on the member on the date on which the same is first placed on the Company's website and the website of The Stock Exchange of Hong Kong Limited.</u></p>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
			(d) <u>Notwithstanding any election by a member from time to time to receive any notice or document through electronic means, such member may, at any time, require the Company to send to him, in addition to an electronic copy thereof, a printed copy of any notice or document which he, in his capacity as member, is entitled to receive.</u>
170	A notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a shareholder by sending it through the post in a prepaid envelope or wrapper addressed to him 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, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.	170	A notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a shareholder by sending it through the post in a prepaid envelope or wrapper addressed to him 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, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner <u>in accordance with these Bye-laws</u> in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.
171	Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the register shall have been duly given to the person from whom he derives his title to such share.	171	Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address <u>(including electronic address)</u> being entered on the register shall have been duly given to the person from whom he derives his title to such share.

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
172	Any notice or document delivered or sent by post to, or left at the registered address of, any shareholder in pursuance of these Bye-Laws, shall notwithstanding that such shareholder be then deceased or bankrupt and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Bye-Laws be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.	172	Any notice or document delivered or sent <u>in any manner permitted by these Bye-laws</u> by post to, or left at the registered address of, any shareholder in pursuance of these Bye-Laws, shall notwithstanding that such shareholder be then deceased or bankrupt and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Bye-Laws be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.
173	The signature to any notice to be given by the Company may be written or printed.	173	The signature to any notice to be given by the Company may be written or printed <u>or in electronic form.</u>
Nil	Nil	186	<u>To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall accept instructions from members and its securities holders (including meeting attendance indications, proxy appointments, revocations, voting directions, and responses to corporate communications) transmitted by electronic means, subject to reasonable authentication measures as the Board may from time to time determine.</u>

Bye-law No.	Bye-law Before Amendment	Bye-law No.	Bye-law After Amendment
Nil	Nil	187	<p>The Company shall comply with all applicable laws and regulations, including the Securities and Futures Ordinance and the USM Rules made under the Securities and Futures Ordinance, 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 of the Relevant Territory. 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 Bye-laws relating to the issuance, holding, or transfer of securities (including shares) or concerning share certificates shall be interpreted to permit compliance with such electronic processes and systems, to the extent permitted by the laws of Bermuda.</p>



TSIT WING INTERNATIONAL HOLDINGS LIMITED

捷榮國際控股有限公司*

(Incorporated under the laws of Bermuda with limited liability)

(Stock Code: 2119)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Tsit Wing International Holdings Limited (the “Company”) will be held at 10 a.m. (Hong Kong Time) on Tuesday, 28 April 2026 at Level 35, Two Pacific Place, No. 88 Queensway, Admiralty, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor for the year ended 31 December 2025;
2. To declare and approve a final dividend of HK1.36 cents per Share in respect of the year ended 31 December 2025;
3. To re-elect the following:
 - (A) Ms. Yeung Po Yan as a non-executive director of the Company;
 - (B) Mr. Ho Hung Wai as a non-executive director of the Company;
 - (C) Mr. Wong Man Fai as an independent non-executive director of the Company; and
 - (D) Mr. Lok Kung Chin Hardy as an independent non-executive director of the Company;
4. To authorise the board of directors of the Company (the “Board”) to fix the remuneration of the directors of the Company;
5. To re-appoint Messrs. Ernst & Young, Certified Public Accountants, as auditor of the Company and to authorise the Board to fix the remuneration of the auditor;

* For identification purpose only

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

“THAT:

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares (“**Shares**”) in the capital of the Company or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, to sell or transfer additional treasury Shares, and to make, grant, sign or execute offers, agreements or options, deeds and other documents which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make, grant, sign or execute offers, agreements or options, deeds and other documents which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in this resolution, otherwise than pursuant to:
 - (i) a rights issue (as defined below); or
 - (ii) the exercise of rights of subscription or conversion attaching to any warrants of the Company or any securities which are convertible into Shares; or
 - (iii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other eligible persons of Shares or rights to acquire Shares of the Company; or
 - (iv) scrip dividends or under similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; and

NOTICE OF ANNUAL GENERAL MEETING

(v) a specific authority granted by the shareholders of the Company,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury Shares) as at the date of passing of this resolution, and the said approval pursuant to paragraph (a) of this resolution shall be limited accordingly;

(d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law of Bermuda to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company at a general meeting; and

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

Any reference to an allotment, issue, grant, offer or disposal of Shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all powers of the Company to purchase shares (“**Shares**”) in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other exchange on which the securities of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Takeovers Code, subject to and in accordance with any applicable law and the requirements of the Listing Rules, be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury Shares) as at the date of passing of this resolution and the approval pursuant to paragraph (a) of this resolution shall be limited accordingly;
 - (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law of Bermuda to be held; or
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of shareholders of the Company at a general meeting.”
8. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT subject to the passing of the resolutions numbered 6 and 7 as set out in the notice (the “**Notice**”) convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, sell, transfer, issue and otherwise deal with Shares pursuant to the resolution numbered 6 as set out in the Notice be and is hereby extended by the addition to the aggregate nominal amount of share capital of the Company which may be allotted, sold, transferred, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, sold, transferred, issued or otherwise dealt with by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company

NOTICE OF ANNUAL GENERAL MEETING

under the authority granted pursuant to the resolution numbered 7 as set out in the Notice provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury Shares) as at the date of passing of this resolution.”

SPECIAL RESOLUTION

As special business, to consider and, if thought fit, to pass the following resolution as a special resolution:

9. **“THAT:**

- (a) the proposed amendments (the **“Proposed Amendments”**) to the existing amended and restated bye-laws of the Company (the **“Existing Bye-Laws”**) as set forth in Appendix III to the circular of the Company dated 30 March 2026 be and are hereby approved;
- (b) the second amended and restated bye-laws of the Company (the **“New Bye-Laws”**), which contains all the Proposed Amendments, and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Bye-Laws of the Company with effect from the close of the AGM; and
- (c) any director or company secretary or registered office provider of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the adoption of the New Bye-Laws, including without limitation, attending to the necessary filings with the Registrar of Companies in Bermuda and Hong Kong.”

By order of the Board
Tsit Wing International Holdings Limited
Mr. Wong Tat Tong
Chairman and Chief Executive Officer

Hong Kong
30 March 2026

NOTICE OF ANNUAL GENERAL MEETING

Registered office:
Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

*Head office and principal place of
business in Hong Kong:*
Flats F–J, 11th Floor, Block 1
Kwai Tak Industrial Centre
15–33 Kwai Tak Street
Kwai Chung
New Territories
Hong Kong

Notes:

- (1) A member of the Company entitled to attend and vote at the aforesaid meeting is entitled to appoint one or (if he/she/it holds 2 or more shares) more proxies to attend and vote instead of him/her/it. A proxy needs not be a member of the Company.
- (2) To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Hong Kong share registrar of the Company, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (3) Completion and return of the form of proxy will not preclude members from attending and voting at the aforesaid meeting.
- (4) A form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- (5) In the case of joint holders of any shares, any one of such joint holders may vote at the aforesaid meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the aforesaid meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
- (6) The register of members of the Company will be closed from Thursday, 23 April 2026 to Tuesday, 28 April 2026 (both days inclusive) for the purpose of determining entitlement of the shareholders of the Company to attend and vote at the aforesaid meeting, during which period no transfer of the Shares will be effected. The record date for determining the eligibility of the shareholders to attend and vote at the AGM will be 28 April 2026. In order to qualify for attending and voting at the aforesaid meeting, all transfers of the Shares accompanied by the relevant share certificates must be

NOTICE OF ANNUAL GENERAL MEETING

lodged with the Hong Kong share registrar of the Company, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 22 April 2026.

- (7) In order to determine the entitlement of the shareholders to receive the proposed final dividend, if approved, the register of members of the Company will be closed on Wednesday, 6 May 2026, no transfer of the Shares will be registered on that day. The record date for entitlement to the proposed final dividend is Wednesday, 6 May 2026. In order to be eligible to receive the proposed final dividend, all transfers of the Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 5 May 2026.